

SUMMARY OF KEY AMENDMENTS TO THE BVI BUSINESS COMPANIES ACT, 2004

Copies of the BVI Business Companies (Amendment) Act, 2015 and BVI Business Companies (Amendment) Act, 2016 may be viewed on the BVI Financial Services Commission website at: <http://www.bvifsc.vg/>

Section 10A	Arbitration	Allows the articles of company to contain a provision for settlement of disputes involving the company or the company and its members or the members themselves through arbitration.
Section 59	Company Acquiring its Own Shares	An amended section 59 will allow a company to acquire its own shares for no consideration by way of surrender in writing and signed by the holder of the shares.
Section 91B	Registered Agent must act on the Resolutions of Directors	A Registered Agent is now required to act on a resolution of the directors and a copy of that resolution must be made available to the Registered Agent. In addition, a Registered Agent must recognise the appointment or removal of a director by members of the company.
Section 97(4)	Minutes of Meetings and Resolutions	Section 97(4) has increased the penalty to USD50,000 for a company that fails to keep minutes and resolutions and to inform the Registered Agent where they are being kept or to notify the Registered Agent within 14 days of a change in address of those records.
Section 98	Records and Underlying Documents	

		<p>A substituted section 98 now states that:</p> <ul style="list-style-type: none"> • A company must retain records and underlying documentation for 5 years from (a) the date of completion of the transaction or (b) termination of the business relationship. • Records and underlying documents shall (a) be sufficient to show and explain the transactions; and (b) enable the financial position to be determined. • The company has to provide a written record to the registered agent of the address where the records are located and the name and address of the person who maintains and controls them and inform the RA within 14 days of any change. • The registered agent must keep <ul style="list-style-type: none"> i. name of company ii. record of the physical address where the records and underlying documentation are kept iii. name of the person maintaining and controlling the records and underlying documentation iv. address of the person maintaining and controlling the records and underlying documentation • The Commission or any competent authority can request records and underlying documents. • The fine for a failure to comply with this section is USD50,000.
Section118A	Register of Directors	<ul style="list-style-type: none"> • A BVI company is now required to file with the BVI Registrar of Corporate Affairs its register of directors within 21 days of first appointment of its directors. • The register must contain the following information: For an individual director –

		<ul style="list-style-type: none"> i. full name; ii. former name, if any, unless the former name was changed by deed poll or other legal means or disused for more than 10 years; iii. date of appointment as director or nomination as reserve director; iv. date of cessation as director or reserve director; v. address for the service of documents; vi. usual residential address, unless that address is the same as the individual's address for the service of documents; vii. date and place of birth; and viii. nationality. <p>For a corporate director -</p> <ul style="list-style-type: none"> i. date of appointment; ii. corporate name; iii. corporate or registration number, if any; iv. registered office or principal office; v. address, but if the corporate director is incorporated or registered in the Virgin Islands, its corporate or registration number only; and vi. place of incorporation or registration and date of such incorporation or registration; and vii. date of cessation. <ul style="list-style-type: none"> • A company incorporated before 1 April 2016 has until 31 March 2017 to file its register. Filings completed before September 30 2016 will not incur a filing fee. Filings completed between 1 October 2016 and March 31 2017 will incur a filing fee of \$25. • For a company incorporated on or after 1 April 2016, the government fee for filing the register will be US\$50. Changes to the register must be filed with the Registrar within 30 days of each change. Each change is subject to a government filing fee of \$50. • There is a penalty of \$100 for the failure of a new company to file its register within the required time.
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1 April 2017 – 30 April 2017	\$300									
1 May 2017 – 31 July 2017	\$500									
1 August 2017 – 31 October 2017	\$750									
1 November 2017 and for each month thereafter	\$1000									
Section 162(2A)	Register of Charges	A company is now required to send to the Registered Agent details of any change to the Register of Charges within 14 days. There is a penalty of \$5,000 for a failure to do so.								