



## **THE BARRISTERS AND ACCOUNTANTS AML/ATF BOARD**

### *OPERATING PRINCIPLES*

1. These Principles apply to the operations of the Board subject to any Rules made by the Bar Council under section 9A of the Bermuda Bar Act 1974 or by-laws made by the Council of the Chartered Professional Accountants of Bermuda (CPA) under section 7A of the Institute of Chartered Accountants of Bermuda Act 1973.
2. The Board may meet together for the dispatch of its business, adjourn and otherwise regulate its meetings, as it thinks fit but no less frequently than every two months.
3. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed, shall be four Board members present in person.
4. Representation and voting by proxy is not permitted.
5. Questions arising at any meeting shall be decided by a simple majority of those present. In the case of an equality of votes, the motion shall be deemed to have been lost. The Chairman of the Board shall not have a second or casting vote.
6. The Chairman of the Board, or any two Board members, may at any time summon a meeting of the Board. Notice of any such meeting shall be given in writing or by word of mouth to all Board members at least five business days before the meeting takes place, stating the time, date and place and, as far as practicable, a general description of the matters to be considered at the meeting. Notwithstanding that a meeting is called by shorter notice than that specified herein, it shall be deemed duly called if so agreed by all the Board members. A Board member may retrospectively waive the requirement for notice of any meeting by consenting in writing to the business conducted at the meeting.
7. The Chairman of the Board shall act as the chairman of all meetings of the Board. In his absence from any such meeting, a chairman shall be chosen by those present at the meeting.
8. Board members to attend relevant AML/ATF training courses annually.
9. A resolution in writing, signed by not less than five Board members, shall be as valid and effective as a resolution passed at a meeting of the Board duly called and constituted. Such a resolution may be contained in one document or in several documents in the same form, each signed by one or more of the Board members.

10. A meeting of the Board may be held by means of such telephone, electronic or other facilities as permit all Board members participating in the meeting to communicate with each other simultaneously and instantaneously and participation in such a meeting shall constitute presence in person at such meeting.
11. The Board may delegate any of its powers to committees consisting of two or more of the members of the Board, but every such committee shall conform to such directions as the full Board shall impose on it and shall conduct itself according to the Operating Principles.
12. The Board may from time to time appoint an individual person to act as the Secretary to the Board and, for the avoidance of doubt, the Supervisor for the time being may be appointed to act in that capacity. The Secretary shall be responsible for, amongst other things, the convening of meetings of the Board and the recording of the proceedings at such meetings.
13. The Board shall from time to time appoint a suitably qualified individual person (who may be the Chairman of the Board) to be the accountant to the Board, whose responsibilities shall include the maintenance of proper statements of the financial affairs of the Board, the preparation of estimates of annual expenditure on operations and arranging for the preparation of audited annual financial statements.
14. The Board shall from time to time appoint an individual person (who shall be a chartered professional accountant independent of any regulated professional firm or the Auditor General) to be the auditor of the annual financial statements of the Board.
15. The Board may from time to time outsource services to independent qualified service providers.
16. The Board shall not disclose and shall keep fully confidential (unless required to disclose by law, or as purely statistical information) all information of any nature which it receives from a registered firm, and whether regarding the firm, its business or any of its owners, controllers, directors or senior executives. The Board shall ensure that the Supervisor, the supervisory staff and any third party which might be engaged by the Board from time to time likewise maintains full confidentiality in respect of all information collected by them during the course of registration of a firm or its subsequent supervision, or during the fulfilment of any third-party contract.
17. The expression “in writing”, when used herein, shall include transmission by email or fax.
18. These Principles shall be reviewed annually and may be revoked, amended or added to at any time by resolution of the Board together with Bar Council and CPA.

Dated and effective: November 2018

W. Cabral

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For and on Behalf of the Board