

## **PART I**

### **SHORT TITLE AND INTERPRETATION**

Short Title.

1. This act may be cited as the International Business Companies Act, 1984.

Interpretation.

2.(1) In this Act

"Articles" means the Articles of Association of a company incorporated under this Act;

"authorized capital" of a company means the sum of the aggregate par value of all shares with par value which the company is authorized by its Memorandum to issue plus the amount, if any, stated in its Memorandum as authorized capital to be represented by shares without par value which the company is authorized by its Memorandum to issue;

"capital" of a company means the sum of the aggregate par value of all outstanding shares with par value of the company and shares with par value held by the company as treasury shares plus

(a) the aggregate of the amounts designated as capital of all outstanding shares without par value of the company and shares without par value held by the company as treasury shares, and

(b) the amounts as are from time to time transferred from surplus to capital by a resolution of directors;

"Companies Act" means the Companies Act of the British Virgin Islands;

"continued" means continued within the context of Part VIII;

"court" means the Supreme Court or a Judge thereof;

"licence fee payment date" means the date on which the company licence fee is paid pursuant to the provisions of section 105;

"licence fee final payment date" means 30th April or 31st October in any year;

"member" means a person who holds shares in a company;

"Memorandum" means the Memorandum of Association of a company incorporated under this Act;

"person" includes a trust, the estate of a deceased individual, a partnership, or an unincorporated association of persons;

"person resident in the British Virgin Islands" means a person who ordinarily resides within the British Virgin Islands or carries on business from an office or other fixed place of business within the British Virgin Islands but does not include a company incorporated under this Act;

"Register" means the Register of International Business Companies maintained by the Registrar in accordance with subsection (1) of section 14;

"registered agent" means the person who is at any particular time performing the functions of registered agent of a company incorporated under this Act pursuant to subsection (1) of section 39;

"Registrar" means the Registrar of Companies;

"securities" means shares and debt obligations of every kind, and options, warrants and rights to acquire shares or debt obligations;

"surplus" in relation to a company, means the excess, if any, at the time of the determination, of the total assets of the company over the sum of its total liabilities, as shown in the books of account, plus its capital;

"treasury shares" means shares of a company that were previously issued but were repurchased, redeemed or otherwise acquired by the company and not cancelled.

(2) A reference to money in this Act is a reference to the currency of the United States of America.

(3) A company that is incorporated under the Companies Act or under the laws of a jurisdiction outside the British Virgin Islands shall be a company incorporated under this Act if it is continued as a company incorporated under this Act in accordance with Part VIII and references in this Act to a "company incorporated under this Act" shall be construed accordingly.

(4) A reference in this Act to voting in relation to shares shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.

(5) Unless otherwise defined in the Articles of a company incorporated under this Act, the expression "resolution of directors" means

(a) a resolution approved at a duly constituted meeting of directors or of a committee of directors of a company, by affirmative vote of a simple majority or such larger majority as may be specified in the Articles, of the directors present at the meeting who voted and did not abstain; or

(b) a resolution consented to in writing by an absolute majority, or such larger majority as may be specified in the Articles, of all the directors or of all the members of the committee, as the case may be;

but, where a director is given more than one vote in any circumstances, he shall in the circumstances be counted for the purposes of establishing majorities by the number of votes he casts.

(6) Unless otherwise defined in the Articles of a company incorporated under this Act, the expression "resolution of members" means

(a) a resolution approved at a duly constituted meeting of the members of a company by the affirmative vote of

(i) a simple majority, or such larger majority as may be specified in the Articles, of the votes of the shares that were present at the meeting and entitled to vote thereon and were voted and did not abstain, or

(ii) a simple majority, or such larger majority as may be specified in the Articles of the votes of each class or series of shares which were present at the meeting and entitled to vote thereon as a class or series and were voted and not abstained and of a simple majority, or such larger majority as may be specified in the Articles, of the votes of the remaining shares entitled to vote thereon that were present at the meeting and were voted and not abstained; or

(b) a resolution consented to in writing by

(i)an absolute majority, or such larger majority as may be specified in the Articles, of the votes of shares entitled to vote thereon, or

(ii)an absolute majority, or such larger majority as may be specified in the Articles, of the votes of series of shares entitled to vote thereon as a class or series and of an absolute majority, or such larger majority as may be specified in the Articles, of the votes of the remaining shares entitled to vote thereon.