

VIRGIN ISLANDS



BY THE GOVERNOR

THE RUSSIA (SANCTIONS) (OVERSEAS TERRITORIES) ORDER 2020

GENERAL LICENCE [No.04], 2023  
(maintenance of economic resources)

*Authority to grant financial sanctions licence*

1. This Licence is granted under regulation 64 of The Russia (Sanctions) (EU Exit) Regulations 2019 (“the Russia Regulations”) as modified by Article 2 and paragraph 38 of Schedule 2 to The Russia (Sanctions) (Overseas Territories) Order 2020 (“the OT Order”).
2. The prohibitions in regulations 11-15 of the Russia Regulations shall not apply to any act necessary to give effect to this Licence.

*Definitions*

3. In this Licence:

“Company” means	a person specified in section 3(1) of the BVI Business Companies Act, 2004 which is owned or controlled directly or indirectly by a Designated Person under regulation 7 of the Russia Regulations.
“Corporate Services Provider” means	a person who provides services to a Company or a Foreign Company which are required for the Company, and its directors, to comply with obligations arising under Parts II to VI and Part XI of the BVI Business Companies Act, 2004, the BVI Anti-Money Laundering Regulations, the Anti-Money Laundering and Terrorist Financing Code of Practice and any other legislation of the Virgin Islands

<p>“Corporate Services Provider Fees and Expenses” means</p>	<p>fees and disbursements charged by a Corporate Services Provider for the provision of services to a Company or Foreign Company which are required for the Company, or Foreign Company, and its directors, to comply with obligations arising under Parts II to VI and Part XI of the BVI Business Companies Act, 2004, the BVI Anti-Money Laundering Regulations, the Anti-Money Laundering and Terrorist Financing Code of Practice and any other legislation of the Virgin Islands.</p>
<p>“Corporate Services Provider Services” means</p>	<p>Services provided by a Corporate Services Provider to a Company and a Foreign Company which are required for the Company or Foreign Company and its directors to comply with obligations arising under Parts II to VI and Part XI of the BVI Business Companies Act, 2004, the BVI Anti-Money Laundering Regulations, the Anti-Money Laundering and Terrorist Financing Code of Practice and any other legislation of the Virgin Islands.</p>
<p>"Date of Issue" means</p>	<p>the date herein endorsed by the Governor of the Virgin Islands.</p>
<p>"Designated Person" means</p>	<p>any individual or body of persons (corporate or unincorporate) designated for one or more purpose under regulation 5 of the Russia Regulations and/ or any individual or body of persons (corporate or unincorporate) owned or controlled by that designated person as determined under the criteria set out in the Russia Regulations (in particular regulation 7 of and Schedule 1 thereto).</p>
<p>“Director” means</p>	<p>a person occupying or acting in the position of director by whatever name called in accordance with</p>

	section 2 of the BVI Business Companies Act, 2004.
“Director Fees” means	fees payable to a Director for the provision of Director Services to a Company or a Foreign Company.
“Director Services” means	any services provided by a Director of a Company or a Foreign Company which are required to ensure that the Company, and its directors comply with all duties and obligations arising under Parts II to VI and Part XI of the BVI Business Companies Act, 2004 or any other legislation of the Virgin Islands.
“Economic Resources” means	assets of every kind, whether tangible or intangible, movable or immovable, which are not Funds but can be used to obtain Funds, goods or services.
“Fees payable to the Registrar” means	fees and penalties payable by a Company or a Foreign Company to the Registrar of Corporate Affairs for all filings and payment obligations arising under section 236 and Schedule 1 of the BVI Business Companies Act, 2004.
“Foreign Company” means	a person specified in section 3(2) of the BVI Business Companies Act, 2004 which is owned or controlled directly or indirectly by a Designated Person under regulation 7 of the Russia (Sanctions) (EU Exit) Regulations 2019
“Funds” means	financial assets and benefits of every kind, including (but not limited to)– (a) cash, cheques, claims on money, drafts, money orders and other payment instruments; (b) deposits, balances on accounts, debts and debt obligations;

	<p>(c) publicly and privately traded securities and debt instruments, including stocks and shares, certificates representing securities, bonds, notes, warrants, debentures and derivative products;</p> <p>(d) interest, dividends and other income on or value accruing from or generated by assets;</p> <p>(e) credit, rights of set-off, guarantees, performance bonds and other Relevant commitments;</p> <p>(f) letters of credit, bills of lading and bills of sale;</p> <p>(g) documents providing evidence of an interest in funds or Relevant resources;</p> <p>(h) any other instrument of export financing.</p>
“Nominee Shareholder” means	a person who holds shares in a Company on behalf of another person.
“Registered Agent” means	<p>(a) in relation to a Company, the person who is the Company’s Registered Agent in accordance with section 91(2) of the BVI Business Companies Act, 2004; or</p> <p>(b) in relation to a Foreign Company, the person who is the Company’s Registered Agent in accordance with section 189(1) of the BVI Business Companies Act, 2004.</p>
“Registered Agent Fees and Expenses” means	fees and disbursements charged by a Registered Agent for the provision of Registered Agent Services to a Company or a Foreign Company.
“Registered Agent Services” means	<p>the following services provided by a Registered Agent to a Company or a Foreign Company:</p> <ul style="list-style-type: none"> <li>• conducting due diligence checks;</li> <li>• filing statutory forms,</li> </ul>

<p>resolutions, returns and notices with the Registrar of Corporate Affairs; including records</p> <ul style="list-style-type: none"> <li>• maintaining records of Corporate Affairs; including the memorandum and articles, the register of members, the register of directors, and beneficial ownership records required by the laws of the Virgin Islands; providing registered office services, including business address or accommodation, or correspondence or administrative address;</li> <li>• paying fees to the Registrar as required by the BVI Business Companies Act, 2004;</li> <li>• paying fees to the Government of the Virgin Islands or any statutory body in the Virgin Islands where such fees are payable under any legislation in the Virgin Islands; accepting or arranging for the acceptance of service of process; and forwarding communications, telephone calls, in-house photocopying and printing charges, courier, travel costs, and rent.</li> </ul>	<p>"Registrar" means the Registrar of Corporate Affairs appointed under section 229 of the BVI Business Companies Act, 2004.</p>
<p>"Relevant Institution" means a person licensed under the Banks and Trust Companies Act 1990 (as amended) to carry on banking business.</p>	<p>"Shareholder" means a person whose name is entered in the register of members as the holder of one or more shares, or fractional shares, of a Company or a Foreign Company in accordance</p>

	with section 78 of the BVI Business Companies Act, 2004.
“Shareholder Fees” means	fees payable to a person who provides Shareholder or Nominee Shareholder Services to a Company or a Foreign Company.
“Shareholder or Nominee Shareholder Services” means	any service which is provided to a Company or a Foreign Company which is necessary for the Company, and its Shareholders to comply with any obligations under Parts III and IV of the BVI Business Companies Act, 2004 and any other legislation in the Virgin Islands.

### *Licence*

#### 4. Under this Licence:

4.1. Provided that all the conditions in Schedule 1 of the Licence are satisfied, a Registered Agent or a Corporate Services Provider may:

4.1.1. Receive payment from or on behalf of a Designated Person to enable the payment of (i) Registered Agent or Corporate Services Provider Fees and Expenses; (ii) Fees payable to the Registrar; (iii) Director Fees; (iv) Shareholder Fees and (v) any fees payable to the Government of the Virgin Islands or any statutory body of the Virgin Islands where such fees are payable under any legislation of the Virgin Islands, in each case in respect of a Company and a Foreign Company.

4.1.2. Make payments for or on behalf of a Company or a Foreign Company for (i) Registered Agent or Corporate Services Provider Fees and Expenses; (ii) Fees payable to the Registrar; (iii) Director Fees; (iv) Shareholder Fees and (v) any fees payable to the Government of the Virgin Islands or any statutory body in the Virgin Islands where such fees are payable under any legislation in the Virgin Islands.

4.2. A Relevant Institution may:

4.2.1. Process payments by a Registered Agent or a Corporate Services Provider from or on behalf of a Designated Person which relate to a Company and a Foreign Company pursuant to paragraphs 4.1.1 and 4.1.2.

4.2.2. Perform any act reasonably necessary to give effect to the activities authorised in paragraphs 4.1.1 and 4.1.2.

### *Authorisation*

5. The Governor, in the exercise of the powers conferred under the OT Order, and with the consent of the Secretary of State, hereby authorises a Registered Agent, a Corporate Services Provider or Relevant Institution to perform the activities outlined in paragraphs 4.1.1, 4.1.2, 4.2.1 and 4.2.2 herein.
6. This Licence does not authorise any dealing with Funds and Economic Resources for or on behalf of the Designated Person which occurred prior to the date of its issuance, except that this Licence does permit a Registered Agent or a Corporate Services Provider to receive payment of Registered Agent and Corporate Services Provider Fees and Expenses, Shareholder Fees, Director Fees, fees payable to the Registrar and any fees payable to the Government of the Virgin Islands or any statutory body of the Virgin Islands where such fees are payable under any legislation of the Virgin Islands, which are accrued and owing in accordance with an obligation entered into with or on behalf of the Designated Person in respect of the Company or Foreign Company prior to the date of this Licence.
7. This Licence does not authorise any acts which a Registered Agent, a Corporate Services Provider or a Relevant Institution knows or has reasonable grounds for suspecting, will result in Funds and or Economic Resources being made available to and or for the benefit of the Designated Person either directly or indirectly in breach of the Russia Regulations and/or the OT Order, save as permitted under this Licence.
8. This Licence does not authorise any act which results in a breach of the Russia Regulations, any other regulations made under the United Kingdom's Sanctions and Anti-Money Laundering Act 2018, or the OT Order save as permitted under this Licence.
9. It is the responsibility of any person using this Licence to ensure that the activities undertaken fall within the terms of this Licence. Any person using this Licence must fully comply with the conditions of this Licence. In the event that the conditions

of this Licence are not complied with in full, it will not apply to permit activities taken in breach of relevant sanctions and a criminal or monetary penalty may be imposed.

*Duration of Licence*

10. This Licence takes effect from the Date of Issue and shall remain in effect for a period of twelve months unless revoked by the Governor.
11. The Governor may vary, suspend or revoke this Licence at any time. Any such variation, suspension or revocation shall be published online on at least one of the following websites: Virgin Islands Official Gazette and on the official websites of the BVI Financial Services Commission and the BVI Financial Investigation Agency.

Signed this [ 13<sup>th</sup> ] day of [ September ], 2023



(Sgd.) John Rankin,

**His Excellency, the Governor**



## SCHEDULE 1

### CONDITIONS FOR USE OF THIS LICENCE

(NOTE THAT ALL OF THE BELOW CONDITIONS MUST BE SATISFIED/COMPLIED WITH IN FULL)

1. A payment of Registered Agent or Corporate Services Provider Fees and Expenses, Shareholder Fees, Director Fees, fees payable to the Registrar and any fees payable to the Government of the Virgin Islands or any statutory body of the Virgin Islands where such fees are payable under any legislation of the Virgin Islands owed by a Designated Person directly or indirectly to a Registered Agent or Corporate Services Provider in respect of a Company or a Foreign Company.
2. The payment must be in relation to services which have been provided or which are being provided to a Company or a Foreign Company.
3. The payment must be owed in accordance with an obligation which was entered into by the Designated Person prior to or after the date of that Designated Person's designation, under the Russia Regulations.
4. The Registered Agent or Corporate Services Provider Fees shall not exceed USD\$50,000 in total for any calendar year for the Registered Agent or Corporate Services Provider Services provided for each Company or Foreign Company for the duration of the Licence.
5. The Director Fees shall not exceed USD\$20,000 in total for any calendar year for the Director Services provided for each Company or Foreign Company for the duration of the Licence.
6. The Shareholder Fees shall not exceed USD\$20,000 in total for any calendar year for the Shareholder or Nominee Shareholder Services provided for each Company or Foreign Company for the duration of the Licence.
7. The Registered Agent or Corporate Services Provider Expenses shall not exceed in total for each Company or Foreign Company, either;
  - 7.1 Ten percent (10%) of the amount payable for the Registered Agent or Corporate Services Provider Fees; or
  - 7.2 USD\$5,000;Whichever is lower, for all of the Expenses for each Company or Foreign Company, for the duration of this Licence.
8. If at any point either:

- i. It is estimated that in any individual case the limit for the Registered Agent or Corporate Services Provider Fees and Expenses, Director Fees and Shareholder Fees, as set out here will be exceeded; or
- ii. In any individual case, the limit for the Fees and Expenses are in fact exceeded,

this Licence shall not apply to any further payment of any nature in relation to the entirety of the Registered Agent Services or Corporate Services Provider Services or Director and Shareholder Services to the Company or Foreign Company, nor to any other act in relation to the provision of Registered Agent Services or Corporate Services Provider Services or Director and Shareholder Services to the Company or Foreign Company.

9. All payments made under this Licence shall:

- 9.1. be paid to an account held or maintained in the Virgin Islands with a Relevant Institution by or in the name of a Registered Agent or a Corporate Services Provider; or
- 9.2. be received from or on behalf of a Designated Person to an account held in the Virgin Islands with a Relevant Institution, or paid by or on behalf of a Company or Foreign Company, to an account held in the Virgin Islands with a Relevant Institution for: Registered Agent and Corporate Services Provider Fees and Expenses, Shareholder Fees and Director Fees, fees payable to the Registrar and any fees payable to the Government of the Virgin Islands or any statutory body of the Virgin Islands where such fees are payable under any legislation of the Virgin Islands,.

***Reporting Obligations***

10. Within fourteen (14) days of a payment permitted under the General Licence, a Registered Agent or Corporate Services Provider must report in writing to the Governor, specifying any payments received from or on behalf of a Designated Person, any payments made for or on behalf of a Company or a Foreign Company, including payments for, (i) Fees payable to the Registrar (ii) any fees payable to the Government of the Virgin Islands or any statutory body of the Virgin Islands where such fees are payable under any legislation of the Virgin Islands; and the processing of any payments which relate to a payment referred to at clause 4.1.1 and 4.1.2. Any report made to the Governor shall include a letter of engagement or other record which sets out the obligation pursuant to which each payment is made, relevant invoices, a copy of any contract or agreement under which fees or expenses for services provided by a Registered Agent or a Corporate Services Provider are charged and such other documents as may be requested by the Governor.

### ***Record-Keeping Obligations***

11. A Registered Agent and a Corporate Services Provider shall keep and maintain accurate, complete and readable records either electronically or in hard copy of any and all activities purported to have been performed under the authority of this Licence for a minimum period of six (6) years.