

## 提示简报

# Electronic Execution of Documents in the British Virgin Islands 在英属维尔京群岛以电子方式签署文件

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The present COVID-19 pandemic is requiring more of us than ever to work remotely. This can raise particular challenges in terms of the execution of documents, with physical “wet ink” execution processes often proving to be unmanageable for many signatories. This need not, however, create undue concern: British Virgin Islands (BVI) law provides for a comprehensive and flexible approach to electronic execution of documents.

### Digital signatures

PDF scanned copies of signatures are accepted under BVI law with no requirements for original documents or “wet ink” signatures. In addition, digital signatures are generally permitted under BVI law for documents other than deeds. A valid electronic signature on documentation binds the signatory to all the terms of the documentation, in just the same manner as a wet-ink signature on a document is taken to demonstrate the consent of the signatory to the terms set out in the document.

BVI law recognises a variety of methods to create an “electronic signature”. These include systems such as DocuSign, which we note has recently been successfully used by a number of our clients in order to execute documents where signatories are working from home and may not have access to a printer and/or scanner.

An individual can give instructions to someone else to affix their electronic signature to a document on their behalf. Where an individual’s signature is added as a clerical act, it is prudent to ask for authorisation from that individual that he or she consents to the use of the signature on each occasion.

### Company seals and form of execution

Typically deeds and documents do not need to be executed by BVI companies using the company seal. Unless otherwise required by the company’s articles of association or the governing law of the document (where this is not BVI law), documents, including deeds, may be

目前的 COVID-19 大流行比以往任何时候都需要更多的人进行远程工作。这可能对文件的签署带来特殊的挑战，因为对于许多签署人而言，用“墨水”亲手签字的流程通常被证明是难以管理的。但是，这无需引起不必要的担忧：英属维尔京群岛（BVI）的法律为以电子方式签署文件提供了全面而灵活的方法。

### 数字签名

BVI 法律接受 PDF 签名扫描件，不要求原始文件或“墨水”签名。此外，BVI 法律通常允许契据以外的其他文件使用数字签名。文件的有效电子签名使签署人受到文件所有条款的约束，就像文件的墨水签名方式表明签署人同意文件中规定的条款一样。

BVI 法律认可多种创建“电子签名”的方法。这些方法包括诸如 DocuSign 之类的系统，我们注意到，最近我们的许多客户在签署人在家办公且可能无法使用打印机和/或扫描仪的情况下已成功使用该系统来签署文件。

一个人可指示他人代其在文件上加上电子签名。如果一个人的签名是通过秘书性质的工作添加的，则谨慎的做法是寻求此人的授权，表示他或她每次均同意使用该签名。

### 公司印章和签署形式

BVI 公司通常无需使用公司印章来签署契据和文件。除非公司的章程或文件的适用法律另有规定（不是 BVI 法律），否则文件（包括契据）可由公司的任何一名董事签署，无需盖章或见证签名。但是，契据需要“墨水”签名而非数字签名。

executed by any one director of the company without the need for a seal or for the signature to be witnessed. However, a “wet ink” signature, rather than a digital signature, is required for deeds.

## Pre-executed signature pages

Pre-executed signature pages (whether under hand or under seal) are expressly permitted to be attached to a deed or instrument governed by BVI law. Provided that the consent of the signatory is provided in respect of the attachment of its pre-executed signature page(s) to the deed or instrument, such deed or instrument will be considered to be validly executed.<sup>1</sup>

Non-BVI entities executing deeds or instruments under seal governed by BVI law can rely on the requirements for execution of documents in the jurisdiction in which the entity is incorporated. Provided that such requirements have been satisfied, the deed or instrument will be considered to be validly executed by the non-BVI entity.

## We are here to help

Please feel free to reach out to your usual Conyers contacts with any questions regarding execution of documents under BVI law or by BVI entities, no matter how basic they may seem. We will be pleased to help and would like to reassure you of our continued support.

This article is not intended to be a substitute for legal advice or a legal opinion. It deals in broad terms only and is intended to merely provide a brief overview and give general information. The Chinese translation of this article has been adapted from the English original, please refer to the original in case of ambiguity.

## 预先签署的签名页

预先签署的签名页（无论是手签还是盖章）明确获准附在受 BVI 法律约束的契据或文书上。如果提供了签署人对其预先签署的签名页附在契据或文书上的同意证明，则该契据或文书就被视为有效签署。<sup>1</sup>

非 BVI 实体在签署受 BVI 法律管辖的盖章的契据或文书时，可以遵循该实体所在司法管辖区对文件签署的要求。如果满足了这些要求，则该契据或文书将被视为由非 BVI 实体有效签署。

## 我们在此竭诚为您服务

如有任何有关依照 BVI 法律签署文件或由 BVI 实体签署文件的问题，无论这些问题看起来多么简单，请随时与康德明律师事务所中您惯常联络的律师联系。我们非常乐意为您服务，并保证一如既往地为您提供帮助。

本文的内容并非详尽无遗，旨在提供简要概述和一般资料，而不应用于替代法律建议或法律意见。中文译本仅供参考，如有歧义，请以英文原文为准。

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<sup>1</sup> This provision of BVI law effectively abrogates the uncertainty arising from the decision in the UK in the case of *R (on the application of Mercury Tax Group Ltd and another) v. HMRC & Others* [2008] EWHC 2721. BVI 法律的这一规定有效地消除了英国在 *R (针对 Mercury Tax Group Ltd 和其他公司) 诉 HMRC & Others* [2008] EWHC 2721 案中做出的裁决所带来的不确定性。