



THE ASSOCIATION OF  
QUALIFIED & AUTHORISED  
INTERMEDIARIES

## **Constitution of the Association of Qualified & Authorised Intermediaries**

**(including Annexes)**

### **1 NAME, STATUS & GOVERNING LAW**

- (1) The name of the organisation shall be the Association of Qualified & Authorised Intermediaries (AQAI).
- (2) The Association shall be an unincorporated, non-profit Association.
- (2) All matters relating to the existence, management and administration of the Association will be conducted under the exclusive jurisdiction of English Law.

### **2 AIMS**

The aims of the Association shall be to:

- (1) facilitate and stimulate active communication amongst qualified intermediaries, authorised intermediaries, regulators, competent authorities and other industry stakeholders.
- (2) strengthen international coordination and collaboration across the qualified intermediary and authorised intermediary community.
- (3) actively contribute to developing standards and digital solutions that improve the efficiency and promote best practices within the qualified and authorised intermediary community.

### **3 POWERS**

To further these aims the Association shall have power to:

- (1) Obtain, collect and receive money or funds by way of contributions, sponsorships, subscriptions, donations, grants and any other lawful method towards the aims of the Association (see Annex II).
- (2) Associate qualified intermediaries, authorised intermediaries and others in a common effort to carry out the aims of the Association.
- (3) Publication of informational material and organisation of training (See Annex IV)
- (4) Establish rules and byelaws for the proper and ethical conduct of the Association's business
- (5) Establish committees to focus on matters of common interest related to their status as QIs or AIs (see Annex III)
- (6) Call at least one Annual General Meeting per calendar year to which all members are entitled to attend for the purpose of passing resolutions in furtherance of the Association's aims.
- (7) Do all such lawful things as will further the aims of the Association.

### **4 MEMBERSHIP**

There shall be three categories of membership of the Association, Corporate voting, non-voting and individual. Corporate members shall be entitled to appoint individual representatives to take part in the work of the Association.

(A) Corporate Voting membership shall be open to:

- (1) The Founding Members who are those firms that help establish the Association at its inaugural General Meeting.
- (2) Any regulated financial firm that has been approved as a Qualified Intermediary under US Revenue Procedure 2022-43 including preceding and future amendments thereto or versions thereof;

- (3) Any regulated financial firm that appears on a register of Authorised Intermediaries established by a Competent Authority under the OECD Tax Relief and Compliance Enhancement framework (“TRACE”);
  - (4) Any regulated US firm that acts as a US Withholding Agent (USWA) on behalf of US Issuers;
  - (5) Commencing in January 2027, any regulated financial firm that appears on a national register of Certified Financial Intermediaries established by an EU Member State under the European union Directive on Faster and Safer Relief of Excess Withholding Taxes (FASTER);
  - (6) Any group of commonly controlled financial firms that acts as an expanded affiliate group (EAG) containing at least two qualified, authorised or certified financial intermediaries;
  - (7) Any other association of financial firms whose interests and aims coincide in whole or part with the aims of the Association;
  - (8) Founding sponsors including, but not limited to, tax service providers, tax software vendors and tax advisors.
- (B) Corporate Non-Voting membership shall be open to:
- (1) Any regulated financial firm that is a non-qualified intermediary (“NQI”) under US tax regulations or a Contractual Intermediary (“CI”) under the OECD Tax Relief and Compliance Enhancement Framework (“TRACE”) and as implemented under domestic legislation.
  - (2) Tax services providers, accountancy firms, tax software vendors and tax advisors
- (C) Individual membership is open to:
- (1) Any individual that the Management Committee in its sole discretion feels can demonstrate professional experience and expertise in QI and/or AI matters and can contribute to the work or aims of the Association.
- (D) Firms that are ineligible for membership are:
- (1) those that are sanctioned or blacklisted by a Competent Authority or jurisdiction including but not limited to the United States Office of Foreign Assets Control (OFAC), the United Nations and the European Union.

The Management Committee shall have the power to approve or reject applications for membership or to terminate or suspend the membership of any member provided that the member shall have the right to be heard by the Management Committee before a final decision is made.

## **5 FEES**

- (1) Membership of the Association, in any category, may be subject to an annual fee, set annually by the Management Committee. It is payable within the time frame referred to in the invoice. Members joining the Association during the financial year may pay a pro rata fee for the respective year at the discretion of the management committee. The membership fee is used to finance activities in line with the general objectives of the association. The fees may vary as agreed with the management committee.
- (2) The financial year begins on April 1<sup>st</sup> and ends on March 31<sup>st</sup> of the following year.
- (3) Members may terminate their membership by the end of the calendar year by giving notice to the Secretary in writing.
- (4) The Management Committee may terminate memberships at any time without reason.
- (5) Membership rights are lost when the respective institution fails to pay its annual membership fee, despite having been reminded to do so twice, although all membership obligations, including paying all fees due, remain.

- (6) Members are expected to actively promote the objectives of the Association. In particular, they should provide their ideas and professional knowledge to further the success of the Association's activities. Upon request, members are expected to supply information and data to support the Association's initiatives or publications, to actively participate in events organised by the Association and to act as interface between the Association and other members of the securities services industry in their countries.

## **6 SPONSORSHIP**

- (1) Sponsorship is subject to invitation by the Management Committee. Each sponsor organisation is also a non-voting member.
- (2) The names and/or logos of the sponsors may appear on appropriate publications and, by applying for membership, sponsors and members give permission for their logo to be included on the Association's web site and in other relevant communications.
- (3) The sponsors share a significant portion of the annual budget. The costs for special activities and events like the annual general meeting will be divided in accordance with the decisions made by the Management Committee on a case-by-case basis.
- (4) The sponsors are expected to enrich the discussions within the Management Committee by providing ideas and professional know how to improve the value of the activities of the association, in line with its general objectives. They are also expected to commit specialist resource into the operating committees and the working groups. Overt sales pitches by sponsors to members is prohibited.
- (5) Sponsors may terminate their sponsorship as per the end of a financial year by giving three months notice to the management committee in writing.
- (6) The Management Committee may vote with a 75% majority to terminate a sponsorship as per the end of a calendar year by giving three months notice to the sponsor organisation.

## **7 MANAGEMENT**

- (1) A Management Committee elected annually at the Annual General Meeting (AGM) shall manage the Association.
- (2) The Management Committee shall consist of a chairperson, secretary, treasurer, and up to twelve other voting members.
- (3) The Management Committee may co-opt up to a further three voting members who shall resign at the next Annual General Meeting
- (4) In the event that any of the officers of the Association are unable or unwilling to act in their office, the Management Committee shall convene a special meeting to elect a new officer.
- (5) The Management Committee shall meet at least two times each year.
- (6) A quorum of least *four* members must be present at a Management Committee meeting to be able to make decisions.
- (7) Corporate members agree that the Association may reproduce the member's logo at the Association's web site and publish the name of their representative.

## **8 ADMINISTRATION**

- (1) A proper record of all transactions and meetings shall be kept by the Secretary and Treasurer.
- (2) The Management Committee will arrange for the conduct of a Data Protection Impact Assessment (DPIA) once each year, the results of which, and any recommendations, will be considered at the following General Meeting.
- (3) Information about member's representatives, including name, contact details or the nature of their work for the Association, will not be divulged by the Association or any member without their consent, to any person who is not also a member of the Association.

## **9 GENERAL MEETINGS**

- (1) An Annual General Meeting ("AGM") shall be held within 12 months of the date of the adoption of this Constitution and each year thereafter.
- (2) The General Meeting is the supreme body of the Association. It consists of the voting delegates representing the membership and is guided by the chair. Secretariat staff and other guests may attend the general Meeting but have no voting rights.
- (3) It is the responsibility of the general meeting to guide the activities of the Association. All authority for decisions in principle matters resides with the general meeting unless otherwise stated in the constitution of the association or explicitly delegated by the General Meeting.
- (4) the General Meeting can either take place in physical or virtual form. Moreover a general meeting may be convened at any time with no less than two months notice on demand by 1/5 of the members and by stating the agenda.
- (2) Notices of the AGM shall be published three weeks beforehand and a report on the Group's financial position for the previous year will be made available at the same time.
- (3) A Special General Meeting may be called at any time at the request of the Management Committee, or not less than one quarter of the membership. A notice explaining the place, date, time and reason shall be sent to all members three weeks beforehand.
- (4) One third of membership or four members being present, whichever is the greater, shall enable a General Meeting to take place.
- (5) Proposals to change the Constitution must be given in writing to the secretary at least 28 days before a General Meeting and approved by a two thirds majority of those present and voting.
- (6) Each member firm has one vote unless that member registers multiple QIEINs or AIINs with the Management Committee. In that case, the member may vote for each QIEIN or AIIN. Voting with a QIEIN and an AIIN at the same time is prohibited. Proxy voting is permitted.
- (7) Any other motion is approved if accepted by a simple majority of the votes cast. It is rejected when the simple majority has not been reached or in the case of a tie.

## **10 MARKETING**

- (1) Members grant the Association permission to reproduce their logo and to publicise their membership of the Association in general communications and on the Association's web site.
- (2) The Association has no rights as to title over any Member's logo or other intellectual property. Reproduction of the Member's logo is solely for the purpose of promoting the interests of the Association and encouraging growth in membership.

**11 ACCOUNTS**

- (1) the Association is a non-profit unincorporated organisation. Its income may consist of sponsor contributions, membership fees and earnings from activities.
- (2) The funds of the Association, if any, including all donations, subscriptions and contributions, shall be paid into a bank deposit account operated by the Management Committee. All monies drawn on the account must be approved by at least two members of the Management Committee.
- (2) Any funds belonging to the Association shall be applied only to further the aims of the Association.
- (3) A current record of all income, funding and expenditure will be kept by the Treasurer and reported to the Members at each General Meeting.

**12 DISSOLUTION**

- (1) The Association may be dissolved by a resolution passed by a simple two-thirds majority of those present and voting at a Special General Meeting.
- (2) If confirmed, the committee shall distribute any assets remaining after the payment of all bills to other association(s) or organisation(s) having aims similar to the Association or some other charitable purpose(s) as the Management Committee may decide.

Signed by Chair..... Date.....

Signed by Secretary..... Date.....

Signed by Treasurer..... Date.....

Other Management Committee Members

..... Date.....

..... Date.....

## **Annex I Management Committee**

<b>Institution</b>	<b>Country</b>
Bank of Valletta	Malta
Clearstream Bank	Luxembourg
DNB Markets	Norway
eToro	Cyprus
iCapital	Canada
Investimental	Romania
JP Morgan	United Kingdom
MeDirect	Malta
Muinmos	Denmark
Raquest	Germany
Santander	Switzerland
Viewtrade	United States of America
Standard & Poors	United States of America
TConsult	United Kingdom

## **Annex II Membership Fees**

To be agreed at AGM

## **Annex III Standing Committees**

The Management Committee will establish a number of Standing Committees to further the aims of the Association and to establish a working relationship with relevant Competent Authorities. The initial proposals are outlined below.

### **(1) KYC Attachment Committee**

The purpose of the committee is to compile a database of KYC information for each jurisdiction and establish (i) the current legislation controlling KYC in that jurisdiction and (ii) the substantive components of KYC for individuals and entities.

The Committee will provide the IRS with revision requests, on behalf of QIs in those jurisdictions, in circumstances where current IRS KYC Attachment at [www.irs.gov](http://www.irs.gov) is no longer accurate or current.

### **(2) Membership & Nominating Committee**

The purpose of the Committee is to establish a database, using publicly available information and to reach out to potential member organisations to promote the purposes of the Association to increase membership.

The Committee will publish a member list at its web site and create a member application form.

### **(3) Withholding Statement Committee**

The purpose of the committee is to establish an ISO20022 compliant standard for the simplification, standardisation and automation of withholding statements and their transmission between financial institutions through engagement with SWIFT for the development of messages and business processes.

### **(4) KYC Attachment Expansion Committee**

The purpose of the committee is to compare the list of jurisdictions that have a double tax treaty (DTT) with the United States against the list of jurisdictions that have approved KYC attachments. Based on industry feedback, the Association may instigate the KYC Approvals process with the IRS so that more financial institutions have the eligibility to apply for QI status and thereby benefit their direct account holders.

### **(5) IRS Liaison Committee**

The purpose of the committee is to engage with the United States Internal Revenue Service for the purpose of improving relationships and communication between QIs and the Service and proposing improvements to the regulations on behalf of the industry.

(6) Standards of Independence and Competence

The purpose of the committee is to create, publish and update a set of standards for the independence and competence of Periodic Reviewers for use by the industry.

(7) FASTER Committee

The purpose of the FASTER Committee is to provide the European Commission with comment, feedback and suggestions from the membership relating to the practical issues and challenges surrounding the implementation of the proposed FASTER Directive.

**Annex IV      Marketing**

The Association will purchase, maintain and operate a web site for the benefit of the industry and its members. The web site will include a library of source material for access by Members, a list of the Membership, an application form for membership, a contact form for queries and a news section providing latest updates and articles of interest for the community.