

BERMUDA BAR COUNCIL

Sub-Committee for the Advancement of Privacy Law and Appropriate Regulation of the Legal Industry (APLLI)

Terms of Reference

1. Sub-Committee Mission Statement

- 1.1. The purpose of the sub-committee ("Sub-Committee") is to seek to identify and address legal and industry issues affected by the implementation of the statutory requirements of The Personal Information Protection Act 2016 ("PIPA") and to facilitate discussion, and from time to time collaboration, regarding legislation which is currently in force and overlaps with PIPA (such as the Public Access to Information Act 2010, reporting obligations under the Bribery Act 2016, and anti-money laundering and anti-terrorist financing obligations).

2. Terms of Reference

- 2.1. Provide advice, guidance and thought leadership to the Bermuda Bar on matters relating to Privacy Law and associated regulations and guidance.
- 2.2. Foster collaboration between the members of the Bermuda Bar, and between the Bermuda Bar and public bodies concerned with the regulation of privacy matters within or in connection with Bermuda, on matters relating to privacy law, data protection and other connected issues.
- 2.3. Provide representation of the Bermuda Bar in connection with consultations regarding the implementation of PIPA, issuance of industry guidance and general interactions with stakeholders and regulatory bodies.
- 2.4. Except as otherwise stated in these Terms of Reference and subject to any direct instructions from Bermuda Bar Council, the Sub-Committee shall determine its own procedures.

3. Unlimited Duration

- 3.1. The Sub-Committee is a permanent standing sub-committee specialising in the consideration of legal and industry issues affected by the implementation of the statutory requirements of PIPA and the facilitation of discussions regarding legislation which is currently in force and overlaps with PIPA.

4. Membership

- 4.1. The Sub-Committee will be comprised of no less than 9 and no more than 12 individuals who are either employed law pupils or practicing members of the Bermuda Bar Association. At least one member of the Sub-Committee will be a member of the Bermuda Bar Council and that member will be directly appointed to the Sub-Committee by the Bermuda Bar Council.
- 4.2. Applications for membership may be proposed by either a current Sub-Committee member to the Sub-Committee for acceptance or can be submitted directly by the

applicant to the Chair. Any proposal or application for membership may include supplemental information concerning the candidate's suitability that may assist the Sub-Committee.

- 4.3. The Sub-Committee will be comprised of a Chair, Vice-Chair, Secretary and General Sub-Committee Members (collectively, the "Sub-Committee Officers"). The Chair, Vice-Chair and Secretary will be appointed from the Sub-Committee's membership to serve for a period of 2 years.
- 4.4. The Chair will chair meetings of the Sub-Committee, and in the absence of the Chair, the Vice-Chair will chair meetings of the Sub-Committee.
- 4.5. In the absence of the Chair and Vice-Chair, the members present – if quorate – may elect a chairperson to chair the meeting.
- 4.6. On the expiration of 2 year term or the resignation of the Chair, Vice-Chair and/or Secretary, the Sub-Committee will appoint a replacement from the Sub-Committee Officers at the next scheduled meeting.

5. Meetings

5.1. Notice & Frequency

- 5.1.1. Any of the Chair, Vice-Chair or Secretary may requisition a meeting of the Sub-Committee.
- 5.1.2. The Sub-Committee will meet at least quarterly.
- 5.1.3. Notice of the time, date and location of meetings of the Sub-Committee will be issued not less than one week prior to the date proposed for the meeting.

5.2. Agenda

- 5.2.1. The Secretary will circulate an agenda to the Sub-Committee membership prior to each Committee meeting.

5.3. Quorum

- 5.3.1. No less than five (5) Sub-Committee Officers will constitute a quorum for the conduct of Sub-Committee business.
- 5.3.2. The Sub-Committee Officers may participate in a meeting of the Sub-Committee from separate locations by means of conference telephone or other communication equipment which allows those participating to hear each other and shall be entitled to vote or be counted in the quorum accordingly.

5.4. Voting

- 5.4.1. Decisions of the Sub-Committee will carry on a majority of votes of those present. In the event of a tie, the Chair, or in the Chair's absence the Vice-Chair will have the casting vote.
- 5.4.2. Any resolution evidenced in writing, by electronic means or voice recognition by such Sub-Committee Officer or Sub-Committee Officers as would have been necessary to pass such resolution had all Sub-Committee Officers been present at a meeting to consider such resolution, shall be valid and effective as if it had been passed at a meeting of the Sub-Committee duly convened and held, provided that notice and details of the proposed resolution have been given in advance to each member of the Sub-Committee.

5.5. Additional Attendees

- 5.5.1. Observers from the Bermuda Bar Council and other invited guests are able to attend with no entitlement to participate in the voting of the Sub-Committee.

5.6. Minutes

- 5.6.1. Minutes of meetings of the Sub-Committee will be signed by the Chair or Vice-Chair.
- 5.6.2. An electronic copy of the minutes of the Sub-Committee will be kept at the offices of the Bermuda Bar Association.
- 5.6.3. Any member of the Bermuda Bar Council may inspect the minutes of the APLLI Sub-Committee without notice to the Sub-Committee.

6. Reporting

- 6.1. The Sub-Committee will report, through the Chair or Vice-Chair, to the Bermuda Bar Council periodically.

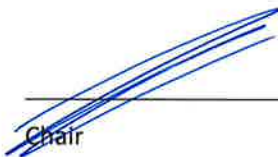
7. Confidentiality

- 7.1. All matters before the Sub-Committee are to be considered confidential. No Sub-Committee Officer shall make public statements in his or her capacity as a Sub-Committee Officer without the express authorization from the Sub-Committee.
- 7.2. The Mission Statement, full names and positions of Sub-Committee Officers and maximum number of membership will be available to members of the public. Over the course of its work, the Sub-Committee will consider whether or not any further information will be disclosed to the public at large or specific individuals/groups of individuals in connection with its mission.

8. Review

- 8.1. The Sub-Committee will review these Terms of Reference at least annually and these Terms of Reference may be amended, varied or modified in writing subject to the voting procedure established in Clause 5.4 above.

Approved on the 28th day of August 2020.



Chair