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RESPONSIBLE JEWELLERY COUNCIL

# COMMERCIAL MEMBERSHIP

**Application Guidance** 

June 2022

# PART 1 Application Guidance

The Responsible Jewellery Council is a global membership and standards setting organisation, which helps companies of all sizes, throughout the jewellery supply chain, meet the rising ethical demands of peers, consumers, financial institutions and civil society. It does so by providing a clear set of standards – the RJC 'Code of Practices' - which is verified through a third party, independent, auditing process.

The current material scope for RJC membership and certification is diamonds, coloured gemstones (rubies, sapphires and emeralds), gold, silver and platinum group metals (rhodium, palladium and platinum).

## WHY JOIN?

RJC membership gives you access to our unique certification programme, which is a gateway for sustainable growth for businesses. Membership differentiates your company, delivers value and advances your business interests.



#### MEMBERSHIP ELIGIBILITY REQUIREMENTS

To be eligible for RJC commercial membership, you must:

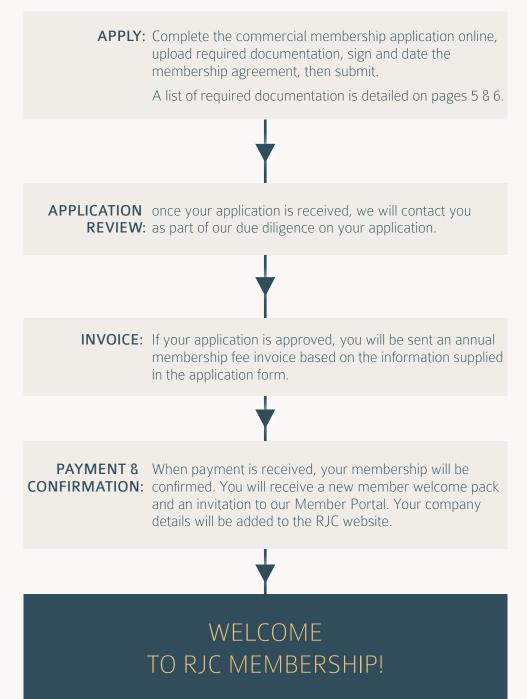
- 1. be actively involved for commercial reasons in the diamond, coloured gemstones (rubies, sapphires and emeralds) gold, silver and/or platinum group metals jewellery and watch supply chain; and
- 2. be exempt from the role of consultant, advisor, third party auditor or any other similar entity; and
- 3. agree to allow the RJC to place your company name on the RJC's website, accompanied by the date of joining and your applicable certification status; and
- 4. submitted online:
  - a. the commercial membership application fully completed, signed and dated.
  - b. all required documentation as listed on pages 5 & 6
- 5. Make payment of the annual membership fee within 30 days of receiving the invoice.

Please note that only RJC members in good standing, with paid fees are eligible for RJC certification and to nominate and vote at Annual General Meetings.

#### COMMERCIAL MEMBERS OF THE RJC COMMIT TO:

- a. achieve certification against the RJC's Code of Practices (COP) within the first two years of joining the membership;
- b. comply with the antitrust policy and rules adopted by the RJC in its dealings with the RJC and other RJC members;
- c. comply with the rules adopted by the RJC for the use of its logo and intellectual property;
- d. implement continuous improvement processes to achieve increased performance and higher standards for responsible business practices;
- e. support the RJC's mission and vision of a responsible world-wide supply chain that promotes trust in the global jewellery and watch industry.

#### HOW TO JOIN:



# DEFINITIONS

PART 2 Completing The Commercial Membership Application Form

There are definitions that appear in print version of the Commercial Membership Application Form. FOR THE AVOIDANCE OF DOUBT, PLEASE USE THE DEFINITIONS BELOW AS BEING THE MOST UP-TO-DATE.

"Applicant Company": means the company formally applying to join the RJC.

"Company": means any business entity officially registered by a "recognised government" which may be a sole trader, a partnership, a private company limited by shares [LTD], a private unlimited company [UNLTD], a limited liability partnership [LLP], a public limited company [PLC], a private company limited by guarantee or a community interest company. It includes both for-profit and not-for-profit business entities. Depending on jurisdiction, this will include LLCs, S-corps, C-corps, non-profit corporations, sole proprietorships or their equivalent.

"Control": An RJC member controls a business or other organisation if it:

- directly or indirectly owns or controls 50 per cent or more of the company's voting rights;
- directly or indirectly has the power to remove, nominate or appoint at least half the company's board members or managers; or
- has day-to-day or executive management of the business (for example, by setting and enforcing workplace standards.

"Group company": means any "company" that is part of a "group of companies".

**"Group of Companies":** means a collection of parent and subsidiary companies that function as a single economic entity through a common source of control. A Group Company means any subsidiary or holding company or associate company of the applicant company and any subsidiary of any holding company of the applicant company.

"Other beneficial owner": means any individual, company, government or parastatal organisation or trust that own or control 20% or more of the shares in in a "company" that is part of a "group of companies", but is not the "ultimate parent company".

**"PGMs":** means Platinum Group Metals; currently defined as Palladium, Platinum and Rhodium

#### "Recognised government": means

- i. any government that is recognised by the United Nations as the legitimate government; AND
- ii. any government that is not subject to sanctions by the UK government for the mining, selling, manufacturing or buying of materials within "RJC Scope"; AND
- iii. any government whose recognition by the RJC is one that the RJC Board of Directors believes will not lead to any:
  - a. reputational damage to the RJC
  - b. decline in consumer confidence in the global jewellery industry.

Currently, the RJC Board has determined that this excludes ANY company from the following countries: Afghanistan, Belarus, Iran, Myanmar, North Korea & Russia.

**"RJC Certification Scope"**: means any **"company"** that mines, sells, manufactures or buys materials within scope of the RJC Code of Practices (COP). Currently this encompasses Diamonds, Emeralds, Gold, **"PGMs"**, Rubies, Sapphires, or Silver.

"Ultimate beneficial owner": means any individual, company, government or parastatal organisation or trust that own or control shares in the "ultimate parent company". UK law requires the identification of all ultimate beneficial owners that own or control 20% or more of the shares in the "ultimate parent company".

"Ultimate Parent Company": means the company that controls a "group of companies".

#### **BEFORE YOU START...**

#### Annual Reconfirmation Of Data

Henceforward, the RJC is going to ask all members to update the "Due Diligence" section of their application form on an annual basis. The RJC will require confirmation that information is still valid, or the provision of updated information as required.

To make this ongoing task less onerous, the RJC strongly recommends that all members create a digital data folder, and keep all copies of required "Due Diligence" documents in that one folder.

#### Language

Unless otherwise stated, all documents submitted to the RJC should be in English (or accompanied by an accurate English translation).

#### **Time Validity**

All government-issued photo ID documents must have at least at least six (6) months validity at the time of submission to the RJC.

If any government-issued photo ID documents expire during the course of a year, these documents should be replaced with current government-issued photo ID documents, within two (2) months of expiry.

All copies of documents or translations must be certified (within the past twelve (12) months) by the company secretary, company legal officer, a qualified external lawyer, chartered accountant or notary public.

#### DEFINING YOUR MEMBERSHIP SCOPE

The RJC membership scope refers to all the business entities and/or facilities (including retail stores, trading offices, manufacturing sites, etc) that are owned by, or are under the control of the applicant and which actively contribute to the diamond, coloured gemstones (rubies, sapphires and emeralds) gold, silver and/or platinum group metals jewellery and watch supply chain.

If the applicant has ownership and/or control (as defined below) of any entity/facility, such an entity/facility must be included in the scope table in section three of the membership application form.

"Control" means having the beneficial ownership of 50% or more of the issued share capital of a company or the power to direct or cause the direction of the management of the company (including by setting workplace standards and enforcing their application).

Application for, and continuing membership of the RJC is conditional upon your disclosure of all eligible entities you own and control at all times. Failure to list all eligible entities that are owned and/or controlled by the applicant company may result in the cancellation of your application or termination of your membership of the RJC, without prejudice to any other right or remedy of the RJC.

The membership scope becomes your certification scope following your RJC certification audit.

In all cases, a member's certification scope is reviewed by auditors, documented in the audit report and checked by the RJC. Each member's certification scope is then published on the RJC website. Further information on membership and certification scope can be found in the RJC assessment manual.

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# REQUIRED DOCUMENTATION

# Applicant Company

1	Certificate of Registration/Incorporation for the applicant company.	
2	Articles/Memoranda/Bylaws of Incorporation or Deeds of Partnership for the applicant company.	
3	A brief company profile of the company on company letterhead, focusing on the company's involvement in the jewellery industry (size speciality, sourcing profile, operations, key management etc.).	
4	Government-issued photo ID (Passport/ID documentation/drivers license) for all directors of the applicant company.	
5	Government-issued photo ID (Passport/ID documentation/drivers license) for all private individuals that own or control 20% or more of the shares of the applicant company.	
6	Certificates of Registration/Incorporation for companies or trusts that own or control 20% or more of the applicant company.	
7	Company tax numbers for the applicant company.	
8	Any national or state licences to mine or trade precious stones or precious metals.	
9	Any national or state licences to export or import precious stones or precious metals.	
10	The applicant company's Anti Money Laundering/ Countering Financing of Terrorism (AML) policy on company letterhead. If available, please provide a website link to this policy.	
11	A reference letter from the applicant company's Bank (see Section 8 of the application form) which confirms that the applicant company is "in good standing and fully compliant with the bank's KYC requirements". The letter should further include the account number and the names of the account signatories (if the bank is not willing to confirm this, a letter from a Chartered Accountant may be provided confirming the same).	
12	A letter from the applicant company's Bank, as detailed in Section 8 of the application form, stating that the Bank has an AML policy in place.	
13	Certificates of any Industry Trade Association membership held by the applicant company. If no memberships are held of a Trade Association/ Bourse Membership, please indicate that in a letter on company letterhead.	
14	A copy of, or electronic link to, any recent reports, financial or otherwise, published by the applicant company.	

# PART 3 Due Diligence

# REQUIRED DOCUMENTATION

#### Group Companies

1	Government-issued photo ID (Passport/ID documentation/drivers license) for all directors of all group companies that fall within RJC certification scope.	
2	Certificates of Registration/Incorporation for all group companies that fall within RJC certification scope.	
3	Articles/Memoranda/Bylaws of Incorporation or Deeds of Partnership for all group companies that fall within RJC certification scope.	
4	Company tax numbers for each group company that falls within RJC certification scope.	
5	Company tax numbers for the applicant company.	
6	Any national or state licences to mine or trade precious stones or precious metals.	
7	Any national or state licences to export or import precious stones or precious metals.	
8	Government issued photo ID for all individuals that own or control 20% or more of the shares in each group company that falls within RJC certification scope, including Ultimate Beneficial Owners.	
9	Certificates of Registration/Incorporation for companies or trusts that own or control 20% or more of the shares in all group companies that fall within RJC certification scope, including Ultimate Beneficial Owners.	
10	The Anti Money Laundering/ Countering Financing of Terrorism (AML) policy applicable to all group companies on company letterhead of the ultimate parent company. If available, please provide a website link to this policy.	
11	Certificates of any Industry Trade Association membership held by any company within the group of companies.	
12	A copy of, or electronic link to, any recent reports, financial or otherwise, published by the ultimate parent company or any other group company.	
Org	anogram	
1	An organogram on letterhead of the applicant company of the structure of the group (as in section 4 of the application form), including all parent companies, subsidiary companies, associates and beneficiaries.	
2	Please highlight where the applicant company sits within the group of companies. If the applicant company is NOT the ultimate parent company of the Group, please explain why.	
3	Please include percentages of shareholdings.	

4 If the company is a single entity, please provide an internal company structure indicating that the company is a single entity on company letterhead.

#### ORGANOGRAM DEVELOPMENT

#### Background

The Financial Action Task Force (FATF) is the global money laundering and terrorist financing watchdog. This inter-governmental organisation sets the international standards that aim to prevent illegal financial activities and the harms they cause to society. The FATF holds more than 200 countries and jurisdictions committed to implementing these standards to account; with rigorous monitoring and public reports; to ensure global cooperation on these standards.

The FATF also has specific recommendations for industries that it deems are at particularly high-risk of abuse by unscrupulous persons. "Dealers in precious metals" and "Dealers in precious stones" are two of those nine (9) industries (known as "Designated non-financial Businesses and Professions " (DNFBPs)) deemed most high-risk.

These FATF recommendations then feed into other international decision making systems. Not least the Basel III accords; which determine how much lending banks can assign to certain risk categories of clients; and the Egmont Group of Financial Intelligence Units (FIUs). FIUs are those national organisations that are the primary responders/investigators of AML/CFT crimes. The Egmont Group is the international grouping of those FIUs.

#### High-Risk Industries

- 1 Auditors, external accountants, and tax advisors;
- 2 Casinos and other gambling service providers;
- 3 Company service providers;
- 4 Dealers in precious metals;
- 5 Dealers in precious stones;
- 6 Lawyers;
- 7 Notaries and other independent legal professionals;
- 8 Real estate agents;
- 9 Trusts note many countries also include "transport dealers (car, van, lorry)" and "international remittance businesses" as high risk – essentially including any business that makes use of "escrow" or "client" accounts"...

Most of the largest companies in the jewelry supply chain will already have had to produce "organograms" of their group structures for many years – not least to satisfy their banks' due diligence requirements – but also the requirements of the largest suppliers and customers.

#### Creating an Organogram

**Current Situation** 

For most SME's, an organogram is very simple – it is just one company, and therefore only requires a letter to that effect on company letterhead.

If there are more than just one company involved – perhaps because they are in different states or countries, then it is still relatively simple to create an organogram.

Possibly the simplest way is to use tools that are already inbuilt into Microsoft Word. Below is a starter's guide....

# ORGANOGRAM CREATION

#### Step 1

In Microsoft word, select "Insert" and "Smart Art"

#### Step 2

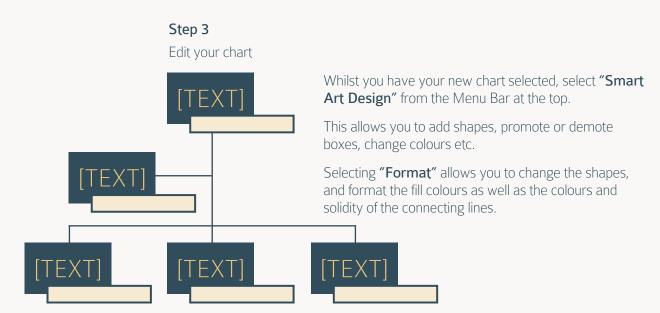
Select "Hierarchy"

Choose a SmartArt Grap	hic	? ×
<ul> <li>All</li> <li>List</li> <li>Process</li> <li>Cycle</li> <li>Hierarchy</li> <li>Relationship</li> <li>Matrix</li> <li>Pyramid</li> <li>Picture</li> <li>Office.com</li> </ul>		Basic Block List Use to show non-sequential or grouped blocks of information. Maximizes both horizontal and vertical display space for shapes.
		OK Cancel

## Select "Name and Title Organisation Chart"

Choose a	a SmartArt Graph	ic				?	×
	All List Process Cycle Hierarchy Relationship Matrix Pyramid						
P	Picture Office.com			Use to show reporting rel To enter tex in the smalle	Title Organization hierarchical inform lationships in an or t in the title box, ty er rectangular shap ape and Org Chart	nation or ganization pe directly e. The	
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The text box below the title box allows for the ownership description.

An example could be as below:



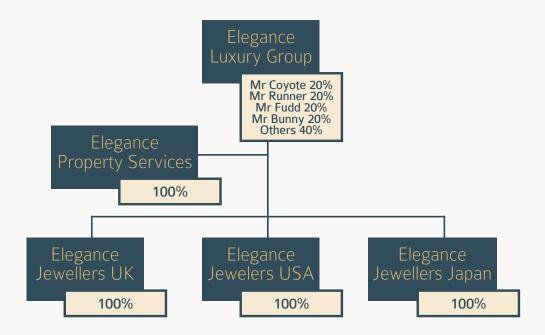
In this case, there are 3 separate ACME Jewelers, each in a different State, that are 100% owned by Mr Acme. There is also a 4th company in Rhode Island, which is highlighted by its different fill colour, in which both Mr Acme and Mr Coyote are 50% owners.



Alternatively, there could be a situation where parts of an organisation do not fall within RJC Scope:

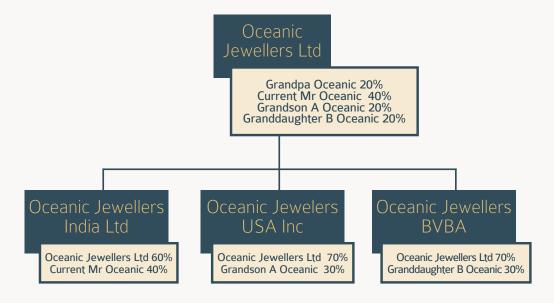
In this case, the out of scope companies are clearly marked in orange.

However, there are some circumstances where companies that do not primarily appear to be involved in the jewellery industry may well be so...



In this case, the property services company IS within RJC Scope, as it only provides property services for the Elegance Group, and must be included when considering issues such as legal compliance, AML/CFT, working hours etc..

A further case could be where there is multi-generational ownership within a family:



In this instance, whilst each company is owned differently, because Oceanic Jewellers Ltd owns a majority of each company, all companies are part of the group.

## CHOOSING YOUR MEMBERSHIP FORUM

To enable fair representation of the membership at all levels of RJC's decision making, all commercial members are grouped into categories based on their activities within the supply chain. These categories are called "Membership forums".

Each membership forum represents the different sectors of the jewellery and watch supply chain from mine to retail. They also determine voting rights within the RJC governance system, and the applicable annual membership fee rate.

Each commercial member is entitled to join the one membership forum, which most closely represents the predominant nature of its business.

In cases where a member's business activities cut across multiple sectors of the jewellery and watch supply chain, the member must choose the one forum (sector) from which it derives the most significant portion of its Annual Relevant Sales (ARS).

For example, if you are engaged in both manufacturing and retail activities but you derive more income from your manufacturing activities than from your retail activities, then you should select 'jewellery manufacturer' as your membership category.

Please note that membership fee calculations will still be based on the total annual relevant sales for the member.

If the nature of a member's business changes, they are entitled to be moved to an alternative membership forum after informing the RJC of the change in their business activity.

Members are not entitled to change their forum more than once in a calendar year.

	MEMBERSHIP FORUM	DESCRIPTION OF BUSINESS ACTIVITY
$\nearrow$	Diamonds, coloured gemstones and precious metals miner	Mining companies only (including small scale mines)
	Precious metals trader, refiner and/ or hedger	Refining companies, trading and hedging companies for example, banks, bullion merchants, etc
	Diamonds and coloured gemstones trader, cutter and/or polisher	Loose gemstone companies involved in the treatment, manufacturing and trading of rough and/or polished diamonds and coloured gemstones including supply, auctions, online trading, brokerage etc
	Jewellery and watch manufacturer and/or wholesaler	Jewellery and watch manufacturing companies including those that supply watch dials and services including polish, surface treatment, jewellery repair, stone setting, jewellery fabrication etc
	Jewellery and watch retailer	Jewellery and watch retail stores including department stores with jewellery and watch retail concessions, online retail etc
Q	Service Industry	Gem labs, assay offices, secure transport and logistic companies

#### ANNUAL RELEVANT SALES -MEMBERSHIP FEE CALCULATION

A key principle of the RJC is to be inclusive, encouraging organisations of all sizes to contribute to the overall aim of promoting responsible business practices throughout the diamond, coloured gemstones, gold, silver and platinum group metals jewellery and watch supply chain. To achieve this, annual membership fees for commercial members are calculated as a percentage of their annual relevant sales, as defined below:



Annual Relevant Sales (ARS) are defined as the total sales derived from those parts of the applicant's business that are directly involved in the diamond, coloured gemstones (rubies, sapphires and emeralds), gold, silver and/or platinum group metals jewellery and watch supply chain, for the financial year immediately preceding the date of the application or renewal date.



For members in the precious metals, refiner, trader and hedger forum, the ARS is defined as the total net income received from the refining of precious metals i.e. the refining/handling fees charged for the refining of precious metals that are sold and directly involved in the diamond, coloured gemstones, gold, silver and/ or platinum group metals jewellery supply chain.



Jewellery includes, but is not limited to, bracelets, rings, earrings, brooches, necklaces and watches that contain diamonds, coloured gemstones (rubies, sapphires and emeralds), gold, silver and platinum group metals. Gold, silver and platinum metals that are by-products of mining activity must be included. Sales derived from non-diamond, non- gold, non-silver and non-platinum group metals jewellery products may be excluded.

The RJC reserves the right to request additional information about an applicant's declared ARS figure to ensure consistency of fee payments across the RJC's membership.

#### CURRENT MEMBERSHIP FEE RATES

MEMBERSHIP FORUM	ANNUAL MEMBERSHIP FEE RATES
<ul> <li>Diamonds, coloured gemstones and precious metals miner; or</li> <li>Jewellery and watch retailer;</li> </ul>	0.006% of annual relevant sales Minimum and maximum fees apply
<ul> <li>Precious metals trader, refiner and/or hedger;</li> <li>Diamonds and coloured gemstones trader, cutter and/or polisher;</li> <li>Jewellery and watch manufacturer and/or wholesaler;</li> <li>Service industry e.g. gem laboratories, logistic companies.</li> </ul>	0.004% of annual relevant sales Minimum and maximum fees apply

Minimum fee: £500 GBP or \$790 USD

Maximum fee: £63,750 GBP or \$102,000 USD

Membership starts in the month of payment and subscriptions run for 12 months on a rolling year

In the case of applicants who have been in business for less than a year, with no ARS figures, the minimum fee applies. Registration details to confirm the start date of the business must be submitted along with the application.



In addition to the preceding information, the RJC's membership fees terms ("Fees Terms") which will apply to membership are as follows:

- 1. Membership fees must be paid in full in accordance with the payment terms on invoices we issue, without any deduction or set off any kind.
- 2. Membership fees, once paid to the RJC, are non-refundable in all circumstances.
- 3. Without prejudice to any other right or remedy of the RJC, if a member fails to make any payment of membership fees by the due date for payment, the RJC may in its sole discretion opt to suspend their membership, including removing their website listing until the overdue membership fee is paid.
- 4. If any member fails to pay its subscription membership fee on the due date for payment for three calendar months, the RJC may (without prejudice to any other right or remedy of the RJC) opt in its sole discretion at any time to terminate such member's membership and remove the member from RJC's membership lists.

## REJOINING THE RJC AFTER TERMINATION

RJC recognises that there may be legitimate reasons for a termination and/or failure to meet the applicable certification deadline.

The conditions for re-joining the RJC are documented on our website and summarized in the table below.

	Applicable stand-down period	Conditions for re-joining within the stand-down period with certification audit with an RJC accredited auditor	Conditions for re-joining after the stand-down period without certification audit
Rejoining the RJC following termination for any reason	2 years	<ul> <li>Complete RJC COP certification audit</li> <li>Audit firm must submit complete audit report to RJC before the business can re-apply for RJC membership</li> <li>RJC will only reinstate the membership and process the audit report when the membership fee invoice is paid.</li> <li>RJC will issue certification (if achieved)</li> </ul>	<ul> <li>Apply for RJC membership</li> <li>Achieve RJC certification within six months of joining or forfeit membership</li> </ul>



# OVERVIEW OF THE COMPULSORY CODE OF PRACTICES (COP) CERTIFICATION.

RJC commercial members commit to achieving RJC Code of Practices (COP) Certification within the first two years of joining. Failure to achieve this certification within the specified timeframe will result in the immediate termination of the membership even if membership fee payments are up to date.

The certification process involves:

- 1. Self-Assessment: undertaking a self-assessment to review your performance against the COP
- 2. Training: accessing resources and liaising as necessary with the RJC help desk and management team
- 3. Audit: booking your audit with an RJC accredited audit firm of your choice from the list available on our website.

For further information on RJC certification please visit www.responsiblejewellery.com

## YOUR ONGOING INVOLVEMENT WITH THE RJC

Following the achievement of the initial certification, membership is conditional on your continued maintenance of the certification through regular re-certifications as and when due. If your certification lapses, the RJC may in its sole discretion elect to terminate your membership with immediate effect and without liability to you of any kind. For the avoidance of doubt, the RJC shall have no obligation to refund any membership fees which have been paid to the RJC in respect of the period following termination.

# PART 4 Glossary

Antitrust Policy & Rules RJC makes clear its unequivocal support for the policy of competition served by Antitrust Laws, as well as its uncompromising intent to comply strictly in all respect with those laws.

Full details on the RJC's policies including the Articles of Association can be found on the website www.responsiblejewellery.com

TERM	DEFINITION		
ANTITRUST POLICY & RULES	RJC makes clear its unequivocal support for the policy of competition served by Antitrust Laws, as well as its uncompromising intent to comply strictly in all respect with those laws. Full details on the RJC's policies including the Articles of Association can be found on the website www. responsiblejewellery.com		
ARS	Annual Relevant Sales (ARS) are defined as the total sales derived from those parts of the applicant's business that are directly involved in the diamond, coloured gemstones (rubies, sapphires and emeralds), gold, silver and/or platinum group metals jewellery and watch supply chain, for the financial year immediately preceding the date of the application or renewal date.		
ARS FOR REFINERS	For members in the precious metals, refiner, trader and hedger forum, the ARS is defined as the total net income received from the refining of precious metals i.e. the refining/handling fees charged for the refining of precious metals that are sold and directly involved in the diamond, coloured gemstones, gold, silver and/ or platinum group metals jewellery supply chain.		
AUDIT	Assessment carried out by an independent, RJC- accredited, third party to confirm a RJC member's conformance with the RJC COP. Audit types include certification audits, mid-term reviews and recertification audits.		
CERTIFICATION	Confirmation, based on the results of a valid certification audit, that a company conforms with a specific standard. For RJC members, this is conformance with the COP.		

TERM	DEFINITION		
CODE OF PRACTICES	The RJC's set of standards that defines responsible ethical, human rights, social and environmental practices, which are applicable to all RJC members.		
EMPLOYEE	An employee is an individual who has entered into, or works under, a contract of employment, service or apprenticeship with an RJC member. This includes permanent, temporary, full-time, part-time, casual, homework and seasonal employees at any level.		
ENTITY	A business or similar that operates one or more facilities owned or controlled by an RJC member. A member can be one or more entities.		
FACILITY	<ul> <li>A site or premises that is:</li> <li>under an RJC member's control; and that</li> <li>actively contributes to the gold, silver, PGM, diamonds, coloured gemstones or jewellery supply chain.</li> </ul>		
MEMBERSHIP SCOPE	This refers to all the facilities the member owns and/or controls that contribute to the gold, silver, PGM, diamond and coloured gemstone jewellery supply chain.		



THE COUNCIL FOR RESPONSIBLE JEWELLERY PRACTICES LTD.

Second Floor, Quality House, 5-9 Quality Court, Chancery Lane, London, WC2A 1HP.

The Responsible Jewellery Council is the trading name of the Council for Responsible Jewellery Practices Ltd.

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