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CHAPTER 236

CHAMBERS OF COMMERCE AND INDUSTRY OF VANUATU

Act 4 of 1995
Act 6 of 1999
Act 32 of 2000
Act 28 of 2003

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CHAMBERS OF COMMERCE AND INDUSTRY OF VANUATU

An Act to provide for the Chamber of Commerce and Industry of Vanuatu, local chambers and for connected purposes.

1. Definitions

In this Act, unless the context otherwise requires:

"business licence" means a licence issued under section 5 of the Business Licence Act [Cap. 249];

"business licensing authority" means a licensing authority referred to in section 3 of the Business Licence Act [Cap. 249];

"Chamber" means a Chamber of Commerce and Industry established under section 2 of this Act;

"Local Chamber" means a Chamber of Commerce and Industry of one of the Regions excluding the Port Vila Chamber;

"Capital Chamber" means the Chamber of Commerce and Industry for the Port Vila Municipal Region;

"Council" means all elected or nominated members of the executive body of a Chamber;

"National Council" means the National Council of the Chambers of Commerce and Industry of Vanuatu established under section 13 of this Act;

"Minister" means the Minister responsible for Trade, Tourism and Business Development;

"Region" means the geographical area of a municipality as defined by the Municipalities Act [Cap. 126] or of a Local Government Region as defined by the Decentralization Act [Cap. 230] and in respect of a Chamber which represents both a municipality and a Local Government Region means both of them.

2. Establishment of Chambers

(1) There are hereby established –

(a) the Port Vila Chamber of Commerce and Industry;

(b) the SANMA and Luganville Chamber of Commerce and Industry;

(c) the TORBA Chamber of Commerce and Industry;

(d) the PENAMA Chamber of Commerce and Industry;

(e) the MALAMPA Chamber of Commerce and Industry;

(f) the SHEFA Chamber of Commerce and Industry;

(g) the TAFEA Chamber of Commerce and Industry.

(2) Each Chamber created under this section is a separate body corporate with legal personality.

(3) Each Chamber shall have perpetual succession and the right to sue or be sued in its corporate name.

(4) Each Chamber shall have its head office and hold its meetings in the Region which it is named for.

3. Objectives and functions of the Chambers

(1) The objectives of the Chambers of Commerce shall be:

(a) the representation of the business community in dealings with persons or organisations, public or private, national or international;

(b) the collection and dissemination of information on all matters of interest to the business community;

(c) the promotion of commerce and industry in each region;

(d) the encouragement and promotion of the greatest possible Ni-Vanuatu participation and success in business;

(e) the provision of information and advice to the Government and other public authorities in all matters affecting business in or the economy of the Republic of Vanuatu;

(f) to pursue the above objectives whilst respecting the cultural traditions and natural environment of Vanuatu.

(2) Each Chamber has specific responsibility for pursuing the above objectives within its Region and is the representative body of business within its Region.

(3) The Capital Chamber has additional responsibilities including but not limited to the following:

(a) the establishment and management of a business training and support centre for the promotion of Ni-Vanuatu people in business, directed specifically to the development of their managerial and technical skills;

(b) whenever required, the provision of information and advice to all business licence holders, Government services and overseas trade and investment partners;

(c) assistance to potential investors;

(d) assistance to Local Chambers;

(e) the provision of information to the Local Chambers on the activities of the Capital Chamber;

(f) the administration and management of the National Council of Chambers and Commerce.

4. Membership

Every holder of a business licence shall be an ordinary member of the Chamber of the Region in which their licence is issued.

5. Voting rights

(1) Subject to the provisions of section 19(3)(b), every ordinary member of a Chamber shall have one vote in respect of any general meetings of that Chamber.

(2) A member who is a company, partnership or other association shall nominate an individual to exercise its vote.

(3) All nominees must be aged 18 years or over and resident in the Region.

6. Associate membership

A person, company, partnership or other association involved in business in a Region but legally exempt from holding a business licence may, at the discretion of the Council of the Chamber of a Region, be granted associate membership of the Chamber.

7. Subscriptions

(1) With effect from 1st January 2004 each Chamber shall be entitled to receive an annual sum from the business licensing authority for its Region equal to ten percent (10%) of all business licence fees paid in respect of that Region during the previous 12 month period.

(2) Such payment shall constitute the members' subscriptions.

(3) The payment shall be made to the Chamber in four equal instalments on or before the 1st January, 1st April, 1st July and 1st October in each year.

(4) A reference to business licence fees under subsection (1) does not include any turnover payable under class F in Schedule 1 of the Business Licence Act [Cap. 249].

8. Other sources of funding

In addition to the subscriptions Chambers may –

(a) receive grants from the National or Local Government or from any other source.

(b) raise funds by means of –

(i) the selling or hiring of goods or services;

(ii) the rental of premises; or

(iii) the sale of publications,

relevant to the Chamber's objectives;

(c) borrow money provided that the total debt of any one Chamber shall not exceed, in aggregate, at any time, fifty percent (50%) of the last annual revenue from the Chamber's subscriptions.

9. Investment of funds

Any funds of a Chamber not immediately required for the carrying out of its objects may be invested from time to time in such investments as may be authorized by law for the investment of trust funds.

10. Accounts and audit

(1) The Treasurer of each Chamber shall keep proper accounts and other records in respect of its receipts and expenditure and shall cause to be prepared an annual statement of accounts in respect of each financial year.

(2) The accounts of each Chamber shall be audited annually by the Auditor-General or by an independent and properly qualified auditor or auditors approved by the Auditor-General.

11. Annual estimates

Each Chamber shall prepare annual estimates of revenue and expenditure which shall be placed before a general meeting of that Chamber.

12. Application of subscriptions and other funds

(1) The subscriptions and other funds of each Chamber shall be used exclusively to further the objectives of the Chamber and may, pursuant to those objectives, be used for the following purposes –

(a) the leasing, renting, acquisition or construction of premises and equipment reasonably required for the objectives of the Chambers;

(b) the establishment or management of training and consultancy services or enterprises relevant to the objectives;

(c) the publication of documents and other materials relevant to the objectives of the Chambers.

(2) The subscriptions and other funds of the Capital Chamber shall additionally be applied as follows –

(a) not less than fifty percent (50%) of all subscriptions and other funds received by the Capital Chamber shall be credited to a separate account for the purposes of the Business Training & Support Centre;

(b) to pay the expenses of the National Council including the travel expenses for attendance of each member of the National Council who is not a member of the Capital Chamber at two National Council meetings per year.

13. National Council of the Chambers of Commerce and Industry

(1) There shall be a National Council of the Chambers of Commerce and Industry of Vanuatu, which shall consist of the following members:

(a) the President of each Local Chamber and the Capital Chamber; and

(b) one additional member of each Local or Capital Chamber for every two hundred (200) ordinary members of that Chamber. Such additional member or members shall be appointed in such manner as their Chamber may decide.

(2) Each member of the National Council may be represented in the National Council by a member of the Council of his Chamber, or by another member of the National Council, appointed in either case, in writing by that member or by the President of his Chamber.

(3) No fees or salary shall be paid for membership of or attendance at the National Council.

14. President of the National Council

(1) The members of the National Council shall elect a President from amongst their members.

(2) The President must be a citizen of Vanuatu.

(3) If the President is not a member of the Capital Chamber, the President of the Capital Chamber shall be appointed Vice-President of the National Council.

(4) There shall be two Vice-Presidents of the National Council elected by the members of the National Council from amongst the members of the National Council, except where one of them is appointed pursuant to the provisions of subsection (3).

15. Secretariat of the National Council

(1) The offices of Secretary, Treasurer and Auditor of the National Council shall be held by the Secretary, Treasurer and Auditor of the Capital Chamber who shall be responsible for the administration and management of the National Council.

(2) The Council of the Capital Chamber may be given specific powers to act for the National Council by resolution of the National Council.

16. Meetings of the National Council

(1) There shall be at least two meetings of the National Council per year.

(2) The manner and conduct of the National Council meetings may be decided upon by the National Council by resolution.

(3) In addition to those meetings, the President or one of the Vice-Presidents shall convene an extraordinary meeting, subject to the required period of notice, on receipt

of a request in writing signed by the Minister, or by the majority of the Chambers' Presidents. Such request shall state the purpose for which it is sought to convene the meeting.

(4) Notice of any National Council meeting shall be given at least fourteen (14) days in advance and shall contain the agenda of the meeting.

(5) The President or, in his absence, one of the Vice-Presidents, shall chair the meeting. Decisions shall be made by simple majority and, in the event of an equality of votes, the Chairman of the meeting shall have a casting vote.

(6) At any meeting of the National Council, half of the members shall constitute a quorum.

(7) Resolutions and decisions of the National Council shall be minuted, and such minutes shall be presented for approval at the next meeting of the National Council.

17. Name of the National Council

The National Council of the Chambers of Commerce and Industry shall act and be known as the "Chamber of Commerce and Industry of Vanuatu".

18. Organisation of the Chambers of Commerce and Industry

(1) Each Chamber must be administered and managed by a Council of not less than six (6) members and not more than sixteen (16) members, at least one of whom must be a woman.

(2) The members of the council shall be elected by the ordinary members of the Chamber from amongst the ordinary and associate members of the Chamber provided that not more than three associate members shall be appointed.

(3) Members of the Council shall be elected as individuals only, notwithstanding that they may represent a company, partnership or other association.

(4) The period of office of the Council members shall not exceed two (2) years. Members of the Council are eligible for re-election.

(5) The Council shall elect from its members the President, two Vice-Presidents, a Secretary and a Treasurer for a term of not less than one year.

(6) At any meeting of a Council one-half of the members shall constitute a quorum.

(7) No fees shall be paid for membership of or attendance at meetings of the Council.

(8) General Meetings of each Chamber shall be convened by the decision of its Council and there must be at least one Annual General Meeting in each year.

(9) In addition to the General Meetings convened by the Council, the President, or in his absence, one of the Vice-Presidents, shall convene a General Meeting, subject to the required period of notice, on receipt of a request signed by at least twenty (20) ordinary members, or ten percent (10%) of their whole number, whichever is the lesser. Such request shall state the purpose for which it is proposed to convene the meeting.

(10) Only ordinary members shall have the right to vote at General Meetings. They may exercise their vote by proxy given to another ordinary member.

(11) Associate members may be present at General Meetings. They may also be appointed by the Council to serve on Committees.

(12) In any General Meeting, each ordinary member has the right to one vote. He may also vote on behalf of no more than three (3) ordinary members from whom he holds a proxy. Proxies may not be given to other than ordinary members of the Chamber.

(13) The Annual General Meeting shall be held no later than the last day of April each year. The Agenda shall include, at least:

(a) the receipt and consideration of the Council's Annual Report;

(b) the receipt and consideration of the financial statements of the Chamber for the preceding financial year;

(c) the Auditors' report;

(d) the election of members to vacancies of the Council.

(14) Each Chambers shall be responsible for making its own constitution, provided that such constitution shall not be inconsistent with the provisions of this section.

(15) Save in so far as they are varied by section 19, the provisions of this section shall apply to the Capital Chamber.

18A. Disqualification for appointment as a member of a Council

A person is disqualified from being appointed or from continuing as a member of a Council if he or she:

(a) is or becomes a member of Parliament; or

(b) is or becomes an officer or servant of a Chamber; or

(c) is or becomes insolvent or an undischarged bankrupt; or

(d) is convicted of any criminal offence; or

(e) is a person having professional qualifications and is disqualified or suspended from practicing his or her profession by a competent authority by reason of misconduct.

19. Organisation of the Capital Chamber

(1) The Council of the Capital Chamber shall have sixteen (16) members.

(2) The members shall be –

(a) one individual (who need not be a business licence holder) engaged in agriculture nominated by the elected members of the Council of the Capital Chamber;

(b) one individual (who should be, but need not be, a business licence holder) nominated by the elected members of the Capital Chamber Council from female nominees whose names are put forward by any group or groups representing women in Vanuatu;

(c) 14 individuals elected to represent the following sectors of trade, commerce and industry:

(i) 1 representative of the manufacturing industry involving businesses having a Class A or B business licence;

(ii) 1 representative of the construction industry having a Class C or F4 business licence;

(iii) 2 representatives of the tourism industry having a Class D3 or E business licence;

(iv) 1 representative of the shipping industry having a Class E business licence;

(v) 1 representative of the land transport industry having a Class E business licence;

(vi) 1 representative of the air transport industry having a Class E business licence;

(vii) 2 representatives of the financial and commercial services industry having a Class F1, F2, F3 or F4 business licence;

(viii) 1 representative of the utilities industry having a Class I1, I2, I3 or I4 business licence;

(ix) 2 representatives of small businesses having a Class D1, D2, D4, D5, G1 or G2 business licence attracting an annual turnover of less than VT 50,000,000;

(x) 2 representatives of larger businesses having a Class D1 or D2 business licence attracting an annual turnover of VT 50,000,000 or more.

(3) (a) Each sector representative shall be an ordinary member, or its nominated representative, holding a business licence in the sector which he represents and shall be elected by the majority vote of ordinary members of the Capital Chamber holding business licences in the sector which he represents.

(b) The holder of business licences in two or more different sectors may vote in each sector for which he holds a licence but the holder of two or more business licences in the same sector shall only have one vote in that sector.

(c) A candidate may only stand for election in one sector notwithstanding that he may hold business licences in more than one sector.

(d) If only one candidate stands for election as sector representative, he shall be elected unopposed. If two candidates have an equal number of votes, the eldest shall be elected.

(4) (a) The nomination of members for the purposes of subsection 2(a) and (b) of this section shall take place annually at a Council meeting following the election of new members of the Council.

(b) The nominated members shall be nominated for a term of office expiring on the appointment of new nominees and shall continue in office notwithstanding any alteration of their status in the organisation which they represent.

(c) The nominated members shall be eligible for re-appointment provided that they fulfil the requirements of subsection 2(a) or (b), as the case may be, at the date of their re-appointment.

(5) (*Repealed*)

20. Register

(1) The Secretary shall cause a register to be kept containing the names, addresses and business licence categories of each member.

(2) The Secretary shall be responsible for the maintenance and custody of the register.

(3) The business licensing authority for the Region shall be obliged to provide to the Secretary of the Regional Chamber the names, addresses and business licence categories of all business licence holders in its Region –

(a) within 21 days of the appointment of the first secretary of the Chamber; and

(b) thereafter, within 14 days of the issue or renewal of any business licence.

21. Officers and employees

Each Chamber may appoint, at such remuneration and upon such terms and conditions as it thinks fit such officers, agents and employees as may be required for the proper and effective discharge of the objects of the Chamber.

21A. General Manager of Chambers

(1) The General Manager of the Chambers of Commerce and Industry of Vanuatu is to be appointed by the Minister after consultation with the National Council.

(2) The General Manager is to be appointed on merit.

(3) The appointment is not to exceed 2 years and a person is eligible for re-appointment.

(4) The other terms and condition of appointment are to be provided for in a contract to be entered into by the Minister and the General Manager.

22. Government supervision

(1) Each year, no later than seven (7) days after the first meeting of the Council following the Annual General Meeting, the Capital Chamber will deliver to the Minister and the Local Chambers will deliver to the President of the Local Government Council for their Region –

(a) the annual report by the Council;

(b) the financial statements;

(c) the Auditor's Report;

(d) the resolutions of the Annual General Meeting;

(e) the new composition of the Council.

(2) If the Auditor's report shows a breach of the rules or a serious mismanagement of the funds of the Chamber, or if the General Meeting has refused to give its agreement to the annual report by the Council or if there are less than the required number of Council Members, the Minister may dissolve the Council of the Capital Chamber and may dissolve the Councils of the Local Chambers on being so requested by the President of the Local Government Council of the Region concerned.

(3) Where a council is dissolved under subsection (2), an election for a new Council must take place within 3 months from the date of such dissolution unless the Minister exercises his powers under section 23.

(4) During the period of dissolution and before a new Council is elected or appointed pursuant to section 23 the Minister may appoint a Manager to be responsible for the day to day administration of the affairs of the Chamber and the Minister may also appoint such other officers as he considers appropriate.

23. Transitional provisions

(1) The Minister shall appoint a provisional Council to govern the Capital Chamber for the initial period following the coming into force of this Act.

(2) The Government shall grant an establishment grant of 10,000,000 vatu to the Capital Chamber within 30 days of the appointment by the Minister of the Council referred to in subsection (1). The subsidy shall be paid into a bank account approved by the Council.

(3) One-tenth of the establishment grant shall be used or saved to help other local Chambers establish themselves and must not be used to pay for travel expenses of members of local Chambers to attend the National Council meetings.

(4) The Minister may appoint a provisional Council to govern any Chamber for the first year following the coming into force of this Act or at anytime if the Council has been dissolved and a new Council has not been elected.

(5) In the case of a Local Chamber such appointment shall only be made following consultation with the president of the local government council and, where applicable, the mayor of the municipality of the Region concerned.

(6) The number and qualifications of members of any Council thus appointed must comply with the provisions of sections 18 and, in respect of the Capital Chamber, 19 of this Act.

(7) Such nominated members may be appointed for a period not exceeding 24 months.

24. Regulations

(1) The Minister may make regulations, not inconsistent with this Act, prescribing all matters which by this Act are required to be prescribed, or which are necessary or convenient to be prescribed for carrying out or giving effect to the principles and provisions of this Act.

(2) Regulations made under subsection (1) may provide for a penalty of not more than VT 100,000 for the contravention of any such regulations.

25. Use of name prohibited

The names "Chamber of Commerce" or "Chamber of Commerce and Industry" or other names incorporating those combinations of words shall not be used by any other person or organisation in the Republic of Vanuatu than the ones designated in this Act.

26. Other business associations may act independently

Any other association or body corporate representing particular or general business interests is entitled to carry on its activities by any lawful means, and to act or express its views independently from the Chambers of Commerce and Industry.

Table of Amendments

1	*Amended by Act 6 of 1999*
7	*Amended by Acts 6 of 1999, 28 of 2003*
7(4)	*Inserted by Act 28 of 2003*
18(1)	*Substituted by Act 6 of 1999; amended by Act 32 of 2000*
18A	*Inserted by Act 6 of 1999*
19(1)	*Amended by Act 6 of 1999*
19(2)(c)	*Substituted by Act 6 of 1999*
19(5)	*Repealed by Act 6 of 1999*
21A	*Inserted by Act 28 of 2003*