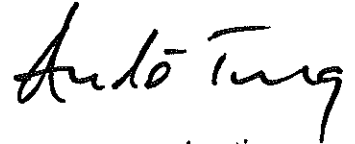


REPUBLIC OF KIRIBATI

(No. 19 of 2013)

I assent,



Beretitenti

30 Dec, 2013



An Act to provide for the Chamber of Commerce and Industry of Kiribati and for connected purposes.

Commencement:

2013

PART I PRELIMINARY

1. **Short Title**

This Act may be cited as the Kiribati Chamber of Commerce and Industry Act 2013.

2. **Interpretation**

In this Act, unless the context otherwise requires:

"Chamber" means the Kiribati **Chamber of Commerce and Industry** established under section 3 of this Act;

"Executive" means all elected or nominated members of the executive body of a Chamber, also refers to the Committee or Executive Committee of the Chamber;

"Constitution" means the Chamber's Constitution;

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

"Citizen" means citizen of the Republic of Kiribati;

"Registration of Business Names Act" means the *Registration of Business Names Act 1988*;

"Assembly" means the Chamber's Assembly;

### 3. Establishment of the Chamber

(1) It is hereby established a body to be known as the Kiribati Chamber of Commerce and Industry.

(2) The Chamber shall be --

(a) a body corporate with --

i. perpetual succession and

ii. a common seal,

(3) capable --

i. of suing and being sued in its corporate name;

ii. of acquiring and disposing of property;

iii. subject to this Act, of performing all such acts as bodies corporate may by law perform.

(4) The Chamber shall be the National Private Sector and Employer's organization of Kiribati recognized under the International Labour Organisation.

(5) The Chamber shall have its head office and hold its meetings in Kiribati which it is named for.

### 4. Membership

(1) Membership of Chamber shall be opened to any person, partnership, firm, company, society, corporate body or any other organization whether incorporated or unincorporated body engaged in commerce, trade, industry or any profession in Kiribati or abroad. Members shall -

(a) Subscribe at all times to the aims, objects and policies of Chamber for which, all subscribed members are registered members.

(b) Where appropriate be a citizen and be over 18 years old;

(c) Duly registered as a business with the Chamber and operating in Kiribati;

(d) Duly complete the application form and paid in full relevant fees prescribed from time to time.

(e) The Executive Committee may approve or reject the registration of foreign registered businesses in Kiribati as members of the Chamber. The Executive Committee may report its findings to the Assembly.

## **(2) Membership Fee**

- a. Any member joining the Chamber may do so at any time of the year by paying full annual subscription provided a receipt for registration is produced.
- b. The secretary shall keep a membership register, which shall be a prima facie proof of membership. A list of members may be displayed in a place where it can be seen and also kept up-to-date.

## **(3) Types of Membership**

(1) Membership may be classified as follows:-

(a) Ordinary member- a body or person (whether a corporation or an unincorporated body) who has registered it under the Registration of Business Names Act, and is not entitled to vote.

(b) Financial member – a body or a person (whether a corporation or an unincorporated body) who has registered it under the Registration of Business Names Act and has paid the full annual fee of Chamber entitling it to vote.

(c) Affiliate member - Any corporation or society or body shall be eligible to apply for an Affiliated membership if its activities are commercial, industry or trade oriented. Members under this category are entitled to vote and have to pay fees as determined by the Assembly.

(d) Associate member - Any corporation or society or body shall be eligible to apply for Associate membership if its activities are commercial, industry or trade oriented. Members under this category are not entitled to vote but have to pay fees as determined by the Assembly.

## **(4) Lapse of Membership**

- a. A member failing to pay subscription on or before the 28<sup>th</sup> of February has become a non-financial member and may make current by payment of a full year's subscription, which will make membership valid until February the following year.

## **(5) Resignation of Membership**

(a) Any member may resign from the membership by giving three (3) months' notice to the Executive Committee.

(b) Any member who fails to renew or pay membership subscription for a continuous period of 2 years from the last payment made shall be deemed as a non-member and shall automatically forfeit all benefits.

(c) In the event as in (b) above any member who wishes to rejoin may do so by formal application as a new member and payment of fees for the current year.

(d) Any member who resigns and cease to be a member of Chamber shall not be entitled to any refund of subscription fee or any other fees paid.

## **(6) Termination of Membership**

Where it is deemed in the best interest of the Chamber, the Executive Committee may appoint or terminate the membership of its member upon such terms and conditions, staff to carry out the functions of the Chamber.

## **5. Voting Rights**

(a) Subject to the provisions of this Act, every member shall have the right to vote in respect of the Chamber's general meeting.

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

(c) All nominees must be aged 18 years or over and a citizen.

## **6. Objectives and functions of the Chamber**

(1) The objectives of the Chamber shall be:

- a) To promote and guide the general interest of business in Kiribati;
- b) To encourage local participation in trade and in other commercial and industrial activities in Kiribati;
- c) To protect and maximize the profit potentials of economic activities where its members are involved;
- d) To hold seminars and workshops and sponsor trainings or courses in commercial activities which would benefit its members;
- e) To disseminate and circulate trade information beneficial to its members through its own newsletter or other trade publications;
- f) To become a forum for its members on issues and matters related to trade within and outside Kiribati;
- g) To foster good relations among its members;
- h) To foster good relations among businesses and the community;
- i) To represent the private sector and its employers on national official and international conferences, meetings, seminars, trainings, Boards and other functions of relevance to the Chamber;
- j) Disseminate/propagate information to its employers recognized under the International Labour Organisation and be a partner in making policies/decisions supporting the employers;
- k) To work together with government bodies, NGOs and other international bodies towards economic empowerment of the indigenous community;
- l) To promote awareness to the business community on legal procedures that should be complied to by the business community; and
- m) To safeguard the interests of small businesses and other services.

## PART II - ORGANISATIONS OF THE CHAMBER

### **7. The Assembly**

- (a) The Assembly shall be the supreme governing body of Chamber.
- (b) It shall oversee all Chamber's functions and activities provided for under this Act.
- (c) Its President and Vice-President shall be the President and Vice-President of the Executive Committee.
- (d) The Assembly shall consist of members prescribed by s4 of this Act.

### **8. Functions and Duties of the Assembly**

The functions and responsibilities of the Assembly are -

- (a) Establish, review and amend the Constitution;
- (b) Elect the members of the Executive Committee;
- (c) Decide on the annual fees and relevant members contributions;
- (d) Review the activities and report of the Executive Committee;
- (e) Approve the Annual Budget and Work Plan;
- (f) Endorsed and approve the Governance Charter of the Executive Committee, including any amendment;
- (g) Determine and approve any surplus funds necessary for the operation and benefit of the Chamber and its members;
- (h) Decide on the dissolution of the Chamber;
- (i) Review and Approve the Audit Report of the Chamber;
- (j) To decide on policy issues that promotes and protects the interests of Chamber members.
- (k) To receive and consider appeals from staff and members.

### **9. The Executive Committee**

- (a) The Executive Committee shall comprise of the following members.

- (i) The President;



- (ii) The Vice President;
- (iii) The Secretary, Treasurer and eleven Financial Members of the Assembly; and
- (iv) The Secretariat who shall be Ex-officio member/members.

(b) The Treasurer and Secretary shall be appointed by the Executive Committee.

(c) The term of office for the Executive Committee shall be two years provided relevant fees are paid.

(d) A Governance Charter for the governing of the Executive Committee shall derive its authority to act from the Constitution.

## **10. Duties of the Executive**

### **(1). Duties of the President**

The President shall -

- (a) be appointed by the Assembly;
- (b) hold office for 2 years in each term and may be reappointed, for a second term;
- (c) except in circumstances reasonably to be excused, preside at all meetings of the Assembly and Executive Committee;
- (d) in the best interest of the Chamber be responsible to carry out the objectives of the Chamber or any other duties specified under the Constitution; and
- (e) Be the public relations officer for the Chamber.
- (f) Assume role of key representative of Chamber in national, regional and international meetings.
- (g) Carry out any duties as decided by the Assembly and the Executive Committee.

### **(2). Duties of the Vice President**

The Vice President shall

Deputized for the President and Chair meetings should the President be unable to perform this or any other functions detailed in the constitutions.

### **(3). Duties of Treasurer**

The Treasurer is responsible to the Executive Committee and shall undertake the following duties:

- (a) To receipt all monies received and issue all payment voucher for all monies paid by the Chamber;
- (b) To maintain proper books of accounts including a file documents in support of each transaction;
- (c) To prepare bank reconciliation statements, trial balance, income and expenditure statements and Balance Sheets; prepare documents for auditing;
- (d) To draft Financial Instructions, Budget Estimates and prepare accounts for Auditing.
- (e) To ensure that as soon as practicable after the end of each financial year, cause to be prepared a statement containing particulars of the income and expenditure for the financial year just ended and the assets and liabilities;
- (f) To ensure that the financial reports are examined by the Auditor; and
- (g) Assist in developing and planning of Business Plans and Project Proposals for members.

### **(4). Duties of the Secretary**

The Secretary is responsible to the Executive Committee and shall undertake the following duties:

- (a) To act as the secretary of the Assembly and to assist the Secretariat in ensuring that all relevant documents and notice for the Annual General Meeting are made available to the members of the Assembly at least seven days before the meeting is schedule to be held.
- (b) To guide the Secretariat in ensuring that the notices and relevant documents for the Executive Committee Meeting are made available to the members of the Executive Committee at least two days before the meeting is scheduled to be held.
- (c) To prepare the agenda for the Annual General Meeting and the Executive Committee meeting for submission to the President for endorsement.
- (d) To give notice to the Members with regards to any proposed changes or amendments to the constitution.
- (e) To carry out any secretary duties as directed by the Assembly or the Executive Committee.

## **(5). Duties of the Secretariat**

The role and duties of the Secretariat shall be specified by the Executive Committee.

## **11. Functions and Responsibilities of the Executive Committee**

The functions and responsibilities of the Executive Committee shall be to:

- (a) Convene and set the agenda for the General Assembly;
- (b) Examine the qualification of membership application and approved the application;
- (c) Accept the resignation and termination of members of the Assembly and Executive Committee;
- (d) Pursuant to the Constitution appoint and dismiss staff of Chamber;
- (e) Prepare yearly work plans, reports, financial statement and budget;
- (f) Appoint a qualified and independent auditor to audit annually the Chamber's financial accounts and ensure that this audit report is tabled at the assembly next meeting.
- (g) Decide policy issues that promote and protects the interest of Chamber members including establishing various committees to pursue the strategic objectives of the organization;
- (h) Appoint the Secretariat and other officers to assist the Secretariat in the administration of Chamber in accordance with the procedure adopted by the Executive Committee and prescribe the roles and duties of such officers.
- (i) To carry out any directives made and approved from time to time by the Assembly.
- (j) To represent the interests of employers in the private sector working hand in hand with labour authorities in consultations and decision making and disseminating information to employers.

## **12. Election of the Committee**

- (a) Election of the Executive Committee may be made at the Annual General Meeting in February in their 2nd year.
- (b) Nomination for position in the Executive Committee shall be in writing and signed by the person being nominated and the person making the nomination. The nomination shall be submitted at least before or at the start of the Annual General Meeting.
- (c) Where there may be more than one nomination for each position the election shall be conducted by the secret ballot and each financial member shall have one vote for each position. The candidate with simple majority shall be declared the winner.



- (d) The quorum for the purpose of conducting the election shall be 50% of financial members.
- (e) If there are no nominations as specified under sub-clause (b), the members of the Assembly shall be authorized to make and determine nominees during the Annual General Meeting. If there is more than one nominee, the election procedure under sub-clause (c) shall be carried out.
- (f) Persons nominated shall have good standing in the business community and shall not have been convicted by court of law for fraud, dishonesty and/or bankruptcy.
- (g) The Assembly shall elect the President and Vice President on a secret ballot, followed by the other thirteen members of the Executive Committee.

### **13. Removal from Office**

- (a) An Executive Committee member may be removed from their position from the Executive Committee by the President if he/she fails to attend three consecutive committee meetings without giving satisfactory reasons;
- (b) In the event that the Executive Committee member is accused of, or found to be at fault by the Executive Committee or by a minimum of a quarter financial members, a Committee of Inquiry shall be established. The Executive Committee member in question shall be allowed fair presentation throughout the duration of the Committee of Inquiry;
- (c) The general meeting may remove executives from office by a secret ballot, with a two thirds majority in favor of removal, after proper inquiry has been conducted by a Committee of Inquiry and its findings has been presented to the General Meeting.

## **PART III - FUNDS**

### **14. Subscriptions**

- a. The subscriptions are payable after the annual General Meeting (AGM) each year;
- b. The prescribed fees shall be determined by the Executive Committee and approved by the Assemble from time to time.
- c. All annual subscription fees shall be paid in full before the next Annual General Meeting and any unpaid subscriptions shall cause an individual member to lose its voting rights and not eligible to other benefits as a financial members.
- d. The subscription rates shall be reviewed only by the AGM.

### **15. 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.

## 16. 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 funds.

## 17. Finance

- (a) All monies received by the Chamber shall be receipted promptly, and Banked at the earliest possible date;
- (b) The Secretariat shall issue an invoice to each member showing period and amount due for subscription each calendar year;
- (c) All payments other than petty cash shall be made by cheque or by cash withdrawal;
- (d) The Chamber shall maintain account or accounts at such Bank as directed by the Executive Committee;
- (e) The Treasurer shall report and table at each Executive Committee Meetings and the General Assembly the details of the financial position and any audit reports of the Chamber;
- (f) Any withdrawals must be signed by two approved signatories. The Bank accounts shall be operated by the following signatories:
  - (a) The President;
  - (b) The Vice President;
  - (c) The Treasurer;
  - (d) The Secretariat or an appointed member of the Executive Committee.
- (g) Any member of the Chamber may request for information on financial records and other assets of Chamber.
- (h) Finances for the Chamber can be obtained by way of direct grant, soft loan, and donations from within Kiribati or from donors abroad.
- (i) The Financial year for the Chamber shall be the month of February.

## **18. Application of subscriptions and other funds**

(1) The subscriptions and other funds of the 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.

## **19. Accounts and audit**

(1) The Treasurer of the 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.

The accounts of the Chamber shall be audited annually by an independent and properly qualified auditor appointment by the Executive.

## **20. Annual budget**

The Chamber shall prepare annual estimates of revenue and expenditure which shall be placed before the AGM.

## **PART IV - MISCELLANEOUS**

### **21. 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.

### **22. Officers and employees**

The 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.

### **23. 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) Without limiting the generality of subsection (1), regulations may be made:

- (a) prescribing forms for the purposes of this Act;
- (b) in compliance with the Chamber's Constitution from time to time.

#### **24. Use of name and logo prohibited**

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

#### **25. 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.

#### **26. Dissolution of the Chamber**

In the event that a motion is filed to dissolve the Chamber, the following procedures shall be followed:

- (a) The motion shall be tabled by the Executive Committee Meeting and endorsed by all its members;
- (b) The resolution shall be tabled at the Annual General Meeting or Special Annual General Meeting and approved by 2/3 majority of all members of the Chamber.
- (c) The resolution shall then be submitted to the Minister who shall according to law issue an order declaring the dissolution of the Chamber.

#### **27. Commencement**

This Act shall come into force on the date of its publication in the Gazette.



## EXPLANATORY MEMORANDUM

The main purpose of the Act is to establish the Kiribati Chamber of Commerce and Industry bestowing its legal recognition as being the representative of the National Private Sector in Kiribati and the Employer's Organisation in Kiribati recognized under the International Labour Organisation.

**PART I** – Introduces the establishment of the Chamber of Commerce and its independence as a legal entity. It also confirms the status of the Chamber being the organisation representing the National Private Sector and Employers recognized under the International Labour Organisation. This part also sets out membership qualifications, the types of members within the Chamber, lapse of membership, resignation from being a member, termination of a member and voting rights of its members. This part also outlines the objectives and functions of the Act which are relevant to the functioning of the Act.

**PART II** – introduces the organizations within the Chamber namely the Assembly and the Executive Committee and their respective functions and duties also outlining its members and their respective responsibilities. The general role of the Executive Committee, procedures for election of the Committee and removal from Office are also prescribed.

**PART III** – regulates Funds of the Chamber received from member's subscriptions or from other sources. Further to this, the Chamber is responsible to have its accounts audited and annual budget before an AGM.

**PART IV** – covers other issues on registration by the Secretary and Officers of the Chamber appointed to operate its Office. It also outlines the Minister's power to make regulations subjected to the Chamber's Constitution. It also prohibits the usage of the name of the Chamber with its logo and giving independence to other business associations who act in the interests of businesses. Finally, procedures for dissolving the Chamber are prescribed.

Martin Tofinga

MP (Betio)

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**CERTIFICATE OF THE CLERK OF THE MANEABA NI MAUNGATABU**

This printed impression has been carefully examined by me with the Bill which passed the Maneaba ni Maungatabu on the 18<sup>th</sup> December 2013 and is found by me to be a true and correctly printed copy of the said Bill.



**Eni Tekanene**  
**Clerk of the Maneaba ni Maungatabu**

Published by exhibition at the Maneaba ni Maungatabu this <sup>30</sup>..... day of December 2013.



**Eni Tekanene**  
**Clerk of the Maneaba ni Maungatabu**