



7 MARS 2011

NO. 10

7 MARCH 2011

NOTIFICATION OF PUBLICATION

ORDER

COMPANIES ACT [CAP 191]

- INSTRUMENT OF APPOINTMENT OF INSPECTORS TO INVESTIGATE THE AFFAIRS OF THE NORTHERN ISLANDS STEVEDORING COMPANY LIMITED (NISCOL) ORDER NO. 27 OF 2011

VANUATU COMMODITIES MARKETING BOARD ACT [CAP 133]

- INSTRUMENT OF REMOVAL – MEMBER OF THE VANUATU COMMODITIES MARKETING BOARD ORDER NO. 28 OF 2011
- INSTRUMENT OF APPOINTMENT – MEMBER OF THE VANUATU COMMODITIES MARKETING BOARD ORDER NO. 29 OF 2011.

PUBLIC FINANCE AND ECONOMIC MANAGEMENT ACT [CAP 244]

- STANDING APPROPRIATION FOR A FINANCIAL EMERGENCY ORDER NO. 30 OF 2011

POLICE ACT [CAP 105]

POLICE (FEES FOR SPECIAL DUTIES) (AMENDMENT) ORDER NO. 31 OF 2011

INTERNATIONAL COMPANIES ACT [CAP 222]

- GUIDELINES – CUSTODY OF BEARER SHARES REPEAL ORDER NO. 32 OF 2011
- INTERNATIONAL COMPANIES (MODEL CONSTITUTION) (AMENDMENT) ORDER NO. 33 OF 2011
- FORM OF ANNUAL RETURNS REGULATION ORDER NO. 34 OF 2011



REPUBLIC OF VANUATU

COMPANIES ACT [CAP 191]

INSTRUMENT OF APPOINTMENT OF INSPECTORS TO INVESTIGATE THE AFFAIRS OF THE NORTHERN ISLANDS STEVEDORING COMPANY LIMITED (NISCOL) ORDER NO. 27 OF 2011

In exercise of the powers conferred on me by subsection 169(1) of the Companies Act [CAP 191], I, the Honourable MOANA CARCASSES KALOSIL, Minister of Finance and Economic Management, make the following Order.

1 Appointment of Investigators

The following persons are appointed to investigate the affairs of the Northern Islands Stevedoring Company Limited:

- (a) Antoine Pikioune as the Chief Inspector;
- (b) John Timakata as an Inspector;
- (c) Lawrence Dick as an Inspector;
- (d) Leo Cathy as an Inspector.

2 Period of appointment

The investigators are appointed for a period of 6 months commencing on the date on which this Order is made.

3 Reporting requirement

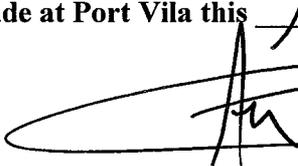
The Chief Inspector and his or her Investigators are required to report to the Minister on the following periods:

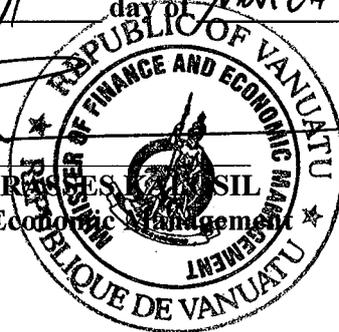
- (a) 3 months from the date on which this Order is made; and
- (b) on the conclusion of the investigation.

4 Commencement

This Order commences on the day on which it is made.

Made at Port Vila this 16th day of March, 2011.


Honourable MOANA CARALES
Minister of Finance and Economic Management





REPUBLIC OF VANUATU

VANUATU COMMODITIES MARKETING BOARD ACT [CAP 133]

Instrument of Removal – Member of the Vanuatu Commodities Marketing Board Order No. 28 of 2011

In exercise of the powers conferred on me by subsection 5 (5) of the Vanuatu Commodities Marketing Board Act [CAP 133], I, the Honourable MELTEK SATO KILMAN LIVTUVANU, Prime Minister of the Republic of Vanuatu, make the following Order.

1 Removal

The following persons are removed as members of the Vanuatu Commodities Marketing Board:

- (a) Daniel Batick; and
- (b) Daniel Tetaune.

2 Commencement

This Instrument of Appointment commences on the day on which it is made.

Made at Port Vila this 24 day of February 2011.


Honourable MELTEK SATO KILMAN LIVTUVANU
Prime Minister of the Republic of Vanuatu


Instrument of Removal – Member of the Vanuatu Commodities Marketing Board Order No. 28 of 2011



REPUBLIC OF VANUATU

VANUATU COMMODITIES MARKETING BOARD ACT [CAP 133]

Instrument of Appointment – Member of the Vanuatu Commodities Marketing Board Order No. 29 of 2011

In exercise of the powers conferred on me by subsection 5 (1) of the Vanuatu Commodities Marketing Board Act [CAP 133], I, the Honourable MELTEK SATO KILMAN LIVTUVANU, Prime Minister of the Republic of Vanuatu, make the following Order.

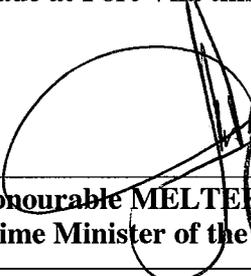
1 Appointment

Antoine Kamoi is appointed as a member of the Vanuatu Commodities Marketing Board.

2 Commencement

This Instrument of Appointment commences on the day on which it is made.

Made at Port Vila this 24 day of February 2011.


Honourable MELTEK SATO KILMAN LIVTUVANU
Prime Minister of the Republic of Vanuatu

Instrument of Appointment – Member of the Vanuatu Commodities Marketing Board Order No. 29 of 2011





REPUBLIC OF VANUATU

PUBLIC FINANCE AND ECONOMIC MANAGEMENT ACT [CAP 244]

Standing Appropriation for a Financial Emergency Order No. 30 of 2011

In exercise of the powers conferred on me by subsection 34C of the Public Finance and Economic Management Act [CAP 244], I, the Honourable MOANA CARCASSES KALOSIL Minister of Finance and Economic Management, with the prior approval of the Council of Ministers, make the following Order.

1 Authorisation for issue of monies from Public Fund

(1) The amount of thirty five million five hundred thousand vatu (VT35.5Million) may be issued from the Public Fund to fund the disaster relief efforts of the Government in relation to Cyclone Vania in TAFEA Province.

(2) The supplementary funds are to be credited as set out in the Schedule.

2 Commencement

This Order commences on the day on which it is made.

Made at Port Vila this 25th day of February, 2011.

Honourable MOANA CARCASSES KALOSIL
Minister of Finance and Economic Management



SCHEDULE

Fund	Department	Activity	Amount (VT)
2	Finance and Treasury	MFEC 3512	35,500.000
		Total	35,500.000

SEKRET
KAONSEL BLONG MINISTAS PEPA

DEIT: Tosdei, 17 February 2011

JOINTLY TABLED BY: Hon.Moana Carcasses, MP
Minista blong Faenans & Ekonomik Manejmen, mo

Hon.Dunstan Hilton,MP
Minista blong Intenol Afeas

SABJEK: Prokumen blo 7,700 bags blo 25 kg rice blo ko lo Tafea province.

PURPOSE: Purpose blong submission i blong askem Kaonsel blong Ministas i acceptem recommendation blo Central Tendas Bod blo **prokumen blo 7,700 bags blo 25 kg rice blo ko lo Tafea province.**

BAKRAON:

Afta lo Tropikol Saeklon Vania lo manis blo Januari 2011, saeklon ibin livim bihaen bigfala damej lo ol aelans blo Tafea province wei kolosap 8,500 haosholds mo 36,660 pipol ibin affected lo category 2 cyclone ia.

Nasional Disasta Manejmen Ofis (NDMO), UN mo UNICEF ibin karemaot wan joen assessmen long ol affected erias mo rilisim wan ripot iko lo kavman lo 28/01/11. Folem ripot ia, Kaonsel blo ol Ministas i mit mo diklerem TAFEA Province ikam wan disasta zone mo setem aside VT35,500,000 aot lo Nasional badjet iko olsem pat blo Kavman kontribusen tuwods reflief program blo TAFEA.

Pat blo mane hemi blo pem ol 25 kg bag rice blo save fidim kolosap 8,500 haosholds wei oli kam victims blo saeklon Vania lo Tafea. NDMO i bin karemaot wan assessmen long ol mein saplias blo rice lo Port Vila mo identifiem 3 mein saplias; Punjas, Au Bon Marche mo Carpenters Cash & Carry. NDMO hemi pem rice finis lo Punjas from valiu blo hem i less blo ko tru lo tendas bod. Mekem se ABM mo Cash & Carry nomo hemi pas tru lo tenda bod blo considerem mo appruvum.

Sentrol Tendas Bod lo miting blo hem tudei hemi akri blo folem wan exception lo tendas rekulesen folem nature blo prokumen mo considarem olsem wan emergency expenditure, wei minim se bod bae no save karem aot wan full tenda process be bae folem wan difren process blo considerem mo appruvum ol quotations blo saplias mo rekomendem saplias iko stret lo Kaonsel blo Ministas blo akseptem. Tendas Bod hemi prosessem prokumen ia folem section 9, sab-seksen 1 mo 3 blo tendas rekulesen.

RISONS BLO FOLEM DIFREN PROCESS

Sam long ol risons from wanem nao Tendas Bod hemi no save karem aot wan full tenda process hemi from;

- 1) Folem ol longfala delays blo mekem mane hemi available mo survey long ol affected erias lo Tafea, naoia ikat shortage blo kaikai, ol victims i stap long wan critical situesen blo kavman imas respond kwik taem

- 2) Blo karem aot wan full tenda process bae tekem kolosap wan manis bakegen mo hemia bae long taem tumas from ol victims blo saeklon oli nidim rice naoia
- 3) Ol ships we NDMO bae usim blo transpotem ol kaikai mo nara relief saplies ikat ol taet schedules mo saposse ikat moa delay bae NDMO i save lusum ol ships ia mo bae finem i had blo save finem shipping transpot kwik taem
- 4) Ol saplias isave salem aot ol stock blong olketa iko long ol nara kastomas sapos NDMO hemi delay blo pemaot ol rice ia kwik taem
- 5) Helt blo ol victims hemi stap olsem wan priority blo Kavman, mo saposse NDMO hemi delay moa, bae ol victims i save fesem ol nara helt complications.
- 6) Province blo Tafea hemi bin declared wan disasta zone, so hemi urgent tumas blo provaedem kwik taem fanding blo essential kaikai mo nara relief saplies, mekem so populesen blo province i save kat access lo kaikai mo nara saplies

CONSIDERATION BLO OL QUOTATIONS:

From limited stock blo rice lo kaontri, NDMO tim ibin mekem wan assessment lo ol bigfala saplias blo rice lo Port Vila. Tim i bin chekem kwaliti mo stock blo rice we saplia i save saplaem blo mitim demand blo 7,700 bags blo 25kg rice.

Ikat tufala saplias nomo wei kat capacity blo saplaem rice lo wan bigfala kwantiti; ABM blo saplaem 5,200 bags mo Cash & Carry blo saplaem 2,500 bags. Tufala saplias ia i comply wetem duty exemption wei Dipatmen blo Customs hemi appruvum.

Lo miting blo Sentrol Tendas Bod tudei, Bod hemi considerem quotations blo tufala saplias ia mo appruvum ol kwantitis we bae tufala saplaem.

FINANCIAL IMPLICATIONS:

Bae nokat eni faenansol implikesens from mane blo pem rice hemi available mo dipatmen blo faenans i redi blo rilisim

LEGAL IMPLICATIONS:

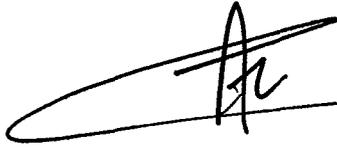
Bae hemi nokat eni fiuja o karen implikesens from kavman bae saenem kontraks wetem tufala saplias mo Steit Loa Ofis nao i priperem ol kontraks

RECOMMENDATION:

Central Tendas Bod i rekomendem folem tendas rekulesens, sab-seksens (1) & (3), se Kaonsel blong Ministas;

- 1) I acceptem mo awodem kontrak iko lo:
 - (i) **Au Bon Marche** blo saplaem **5,200** bags blo 25kg rice lo wan kontrak valiu blo **VT14,560,000**
 - (ii) **Carpenters Cash and Carry Limited** blo saplaem **2,500** bags blo 25kg Rice lo wan kontrak valiu blo **VT6,875,000**

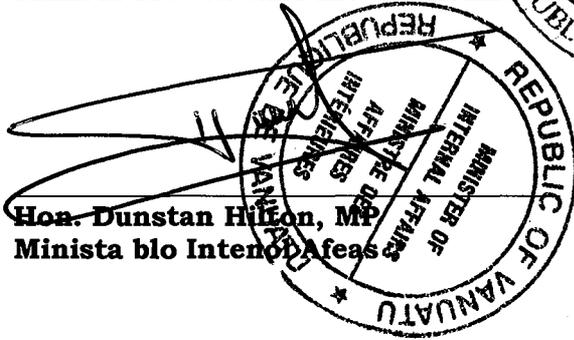
2) Steit Loa Ofis bae priperem ol kontraks we Saplias bae saenem wetem Minista blo Intenol Afeas lo behaf blo Kavman



24/12



Hon. Moana Carcasses Kalosil, MP
Minista blo Faenans mo Ekonomik



Hon. Dunstan Hilfon, MP
Minista blo Intenol Afeas

GOUVERNEMENT DE
LA REPUBLIQUE DE VANUATU

MINISTERE DES FINANCES ET DE
LA GESTION ECONOMIQUE

SAC POSTAL PRIVE 9058, PORT
VILA, VANUATU

TEL: (678) 23032 FAX: (678)27937



GOVERNMENT OF THE
REPUBLIC OF VANUATU

MINISTRY OF FINANCE AND
ECONOMIC MANAGEMENT

PRIVATE MAIL BAG 9058, PORT
VILA, VANUATU

TEL:(678) 23032 FAX: (678)27937

OFFICE OF THE CENTRAL TENDERS BOARD

Thursday, 17 February 2011

COPIE

Mr George Bogiri
Director General
Ministry of Internal Affairs
Port Vila

Dear Mr Bogiri

Re: Procurement of 7,700 bags of 25kg Rice for Tafea Province

This is to inform you that in accordance with the Tenders Regulations, section 9, sub-sections (1) & (3), the Central Tenders Board at its meeting today 17/02/11 has considered and approved the following:

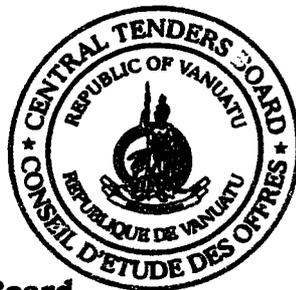
- 1) Supply of 5,200 bags of 25kg Rice is awarded to Au Bon Marche for a Contract Value of VT 14,560,000**
- 2) Supply of 2,500 bags of 25kg Rice is awarded to Carpenters Cash and Carry Limited for a Contract Value of VT6,875,000.**

A COM paper is being prepared for the Council of Ministers to endorse the Board's decision.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Betty Harry'.

Betty Harry
Secretary
Central Tenders Board



Cc: Mr Benjamin Shing, Acting DG MFEM
Mr Peter Korisa, Research & Planning Officer, NDMO

CARPENTERS CASH & CARRY LIMITED



Quotation (000365)

1000 - MAIN WAREHOUSE

Date : 12/02/2011 Sat Time : 12:28:48PM

Page : 1/1

Quotation No : 000365

Q.T. Date : 12/02/2011

Customer : COD

Reference No. :

Remark : NDMO

Reason : 60 Quotation

Entry Date : 12/02/201

Entry By : Daisy Ngwango

Product No	Description	Quotation Qty	Unit Price	STD Price	VAT	Total Amount
58-46-00014-0	Pearl Rice Grade AA 25KG	2,500.00	2,750.00	2,795.00	0.00	6,875,000.00
Total :		2,500.00			0.00	6,875,000.00

This Quotation is Valid for Fourteen (14) Days.

Customer Quotation

Quotation Number: 3457007

Date: 14/02/11

Attention:

Expiry Date:

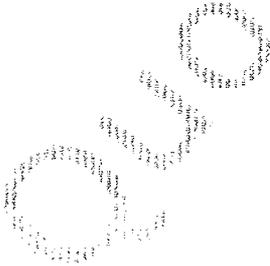
SALE CASH
NATIONAL DISASTER MANAGEMENT OFFICE
CUSTOMS DUTY AND VAT EXEMPTED

Code	Description	Pack Quantity	Quantity	Price (inc VAT)	Amount (inc VAT)
Other					
555	SUNRICE 25KG WHITE MEDIUM GRAIN R		3500.00	2800.0000	9800000.00
Total					9,800,000

Signature: *Bano* 14 / 2 / 11
Name (Please Print): Shereen Bano . (Date)

(7753189)

Sael - 5644104 ,



Customer Quotation

Quotation Number: 3461007

Date: 15/02/11

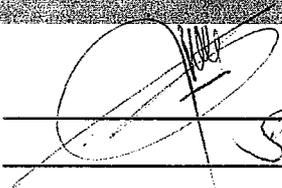
Attention:

Expiry Date:

SALE CASH
NATIONAL DISASTER MANAGEMENT OFFICE
CUSTOMS DUTY AND VAT EXEMPTED

Code	Description	Pack Quantity	Quantity	Price (inc VAT)	Amount (inc VAT)
	Other				
555	SUNRICE 25KG WHITE MEDIUM GRAIN R		1700.00	2800.0000	4760000.00
Total					4,760,000

Signature:



Name (Please Print):

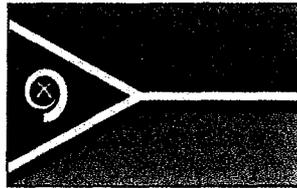
SAEL PITICIP

15/02/2011

(Date)

DUPLICATE

KAONSEL BLONG OL MINISTAS



Jointly Tabled by: **Honorable Sato KILMAN,**
Prime Minister

Hon. Moana Kalosil CARCASSES,
Minister of Finance & Economic Management

Taetol Blong Pepa: KAVA SUBSIDIES

Pepos Blong Pepa: Pepa hemi blong informem KBM long nid blong helpem Kava industry mo get rid long stock we l stap naoia.

Bakraon Blong Pepa:

1. Kava hemi wan traditional plant blong Vanuatu we recently i kam olsem wan commercial produkt we ol pipol blong yumi oli usum blong resem inkam blong olketa long hem.
2. Long 2007, akrikalja survei i faenem aot se total numba blong kava we oli plantem long Vanuatu i kassem 18 million plants.
3. Abaot 78% blong kava plant ia i kam long SANMA mo PENAMA. Table ia i showem klia provins we i produsum mo kava.

Kava Plants by Age and Province (x1,000)

	Total	Age of Plant (Years)		
		1 - 4	5 - 9	10
Vanuatu	18,016	15,387	2,247	380
Torba	356	321	23	11
Sanma	5,250	4,702	542	6
Penama	8,905	7,606	997	302
Malampa	1,664	1,188	444	31
Shefa	1,011	844	152	16
Tafea	830	727	88	14

High concentration of immature plants

High concentration of cultivation in two provinces

Agriculture Census 2007, National Statistics Office, Vanuatu

KAONSEL BLONG OL MINISTAS

Market blong Vanuatu Kava

4. Long saed blong local market i kat smol infomesen nomo is tap wetem praevet sekta mo kavman blong helpem umi long saed blong lokol konsumpsen blong kava.
5. Long saed blong Export, statistic i showem se kolosap 88% blong kava export i ko long New Caledonia. EU hemi remain olsem minor market blong kava blong Vanuatu.

Vanuatu Kava Exports by Destination (Quantity)

	Tons/Year				% of Total Exports		
	2007	2008	2009	2010*	2007	2008	2009
Total	482	837	477	184			
Australia	1	<1	<1		0.2%	<1%	<1%
EU	4.1	<1	0.1		0.9%	<1%	0.0%
New Caledonia	193.2	180.4	247		40.1%	21.6%	51.8%
New Zealand	0.3	0.4	0.7		0.1%	0.0%	0.1%
Other	50	49.3	55.2		10.4%	5.9%	11.6%
MSG	233.7	207.4	173.5		48.5%	24.8%	36.4%
South Korea	<1	<1	0.1		<1%	<1%	0.0%

* Jan - July

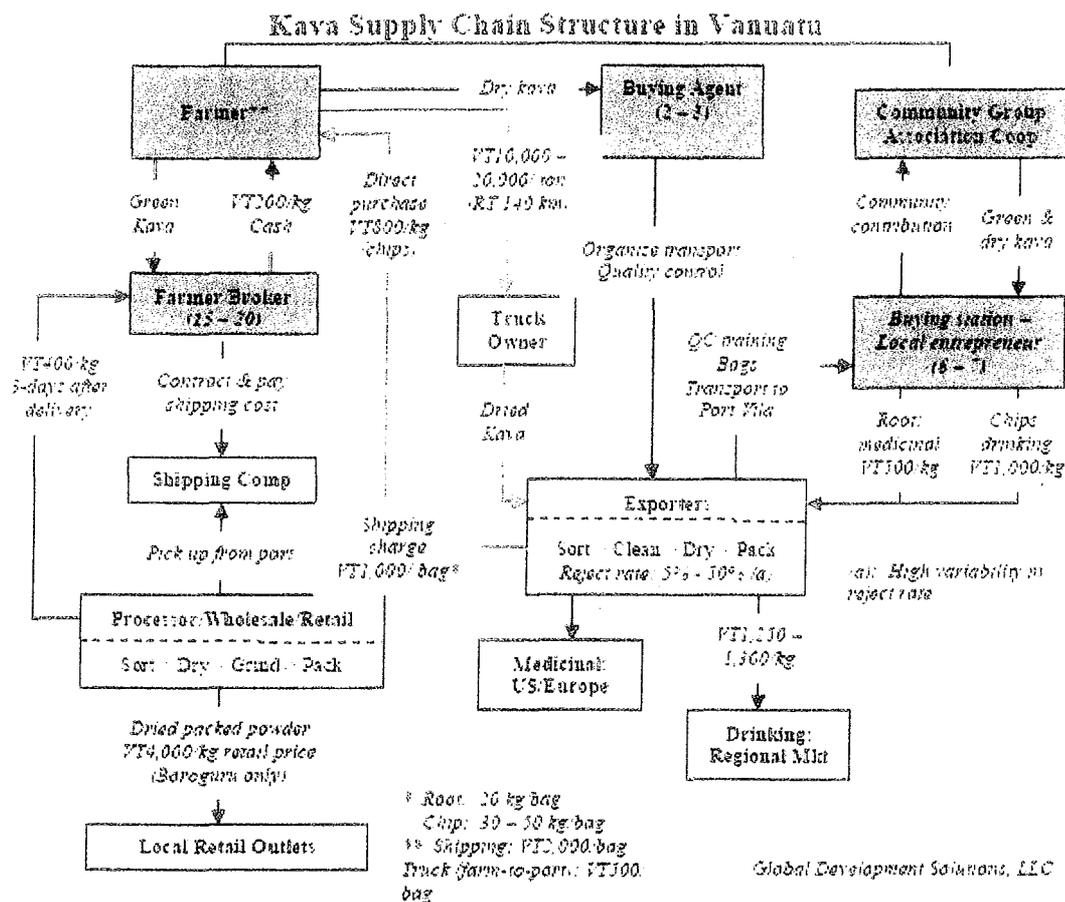
Vanuatu Kava Exports by Destination (Value: Million Vatu)

	Tons/Year				% of Total Exports		
	2007	2008	2009	2010*	2007	2008	2009
Total	679	616	616	185			
Australia	1.6	<1	<1		0.3%	<1%	<1%
EU	7.4	<1	0.1		1.5%	<1%	0.0%
New Caledonia	290	253.8	328.7		60.2%	30.3%	68.9%
New Zealand	0.4	0.9	1		0.1%	0.1%	0.2%
Other	69.1	97.2	110		14.3%	11.6%	23.1%
MSG	310.8	264.1	176.3		64.5%	31.6%	37.0%
South Korea	<1	<1	0.1		<1%	<1%	0.0%

* Jan - July

6. Pricing hemi very based long quality blong kava mo tu long different prodakt we u save karem aot long kava olsem roots mo "kavalactone". So Price blong VCMB long Kavalactone i high komperem long roots.
7. **Kava supply chain.** Normally farmer i salem long ol agents:
 - i. Farmers/brokers
 - ii. Direct sales
 - iii. Truck owners
 - iv. Buying agents
 - v. Community group association/cooperatives

KAONSEL BLONG OL MINISTAS



8. **Transport Cost.** Recent stud ii showem se farma hemi lus bikwan tae mi follem olketa different chain ia. Farma hemi benefit bikwan taem hem mekem direct sale. Table ia i showem different transport cost we wan farma i mitim.

Transport costs

Truck to port (VT/bag)	500	500
Truck to port (VT/plant)	16.7	65.7
Shipping (VT/bag) (3)	1,500	1,500
Shipping (VT/plant)	50.1	197.1
Total transport cost (VT/plant)	66.9	262.9
Farmer's non-labor costs (VT/plant)	67	263
Gross income (VT/plant)	518	3417
Total Gross income (VT/plant)	3,935	

Global Development Solutions, LLC

KAONSEL BLONG OL MINISTAS

Challenges blong sekta ia

- Limited sapplae blong ol mature plants
- No formal replanting program
- Transport kosts i hae
- I no kat organaesesen blong ol farmers
- Limited knowledge long price mo markets

9. Nao everi industry long world tudei oli karem sam form blong assistens blong helpem olketa blong grow long wan base we i strong mo viable.

10. Kavman hemi wandem injektem wan grant long form blong subsidies i ko long industry blong kava blong helpem ol rural farmers

Issues blong Konsiderem

From we fullap ol export buyers oli no pem kava lo praes we VCMB i setem i mekem se VCMB i tekemaut export license blong olgeta.

Ol Praes i ko olsem:

Drae Kava blong export we oli salem I kam Vila/Santo:

- Roots VT500
- Chips VT1,000

Drae Kava blong export we oli salem long aelan:

- Roots VT300
- Chips VT800

Ol buyers we oli pem lo praes antap oli no save pemaut evri kava ia mo tedei lo Santo ikat 80 ton kava istap blo pem be from few buyer nomo istap mekem oli short blo pemaut kava ia.

Gavman iwantem investem VT30million iko long VCMB blo assistim ol buyers ia blo pemaut kava ia. Afta oli salemaut kava ia iko lo ol exporters bae oli rifandem ol main ia I kambak.

SIKRET

KAONSEL BLONG OL MINISTAS

Konsaltesen:

Office Blong Praem Minista mo Ministry blong Finance mo Ekonomik Manajemen i bin konsaltesed long pepa ia.

Faenansol Implikesen:

Kavman i rikwestem VT30Million blong kamaot long grant we Chinise Kavman i kivim long kavman blong kivim long kava buyers through long VCMB.

Money ia umi save rekooverem back long sale blong kava.

Likol Implikesen:

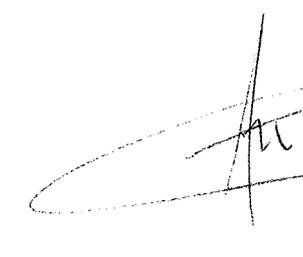
Act blong VCMB oli ripilim finis mo I stap long process blong kavman i gazetem.

Rikomendesen:

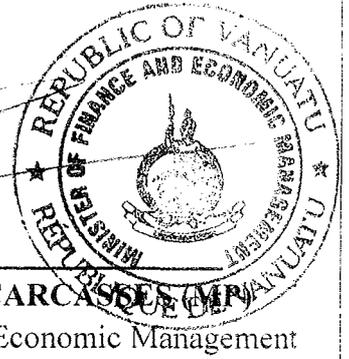
- Kaunsel Blong ol Minista i appruvum VT30 million blong kamaot long Chinis Grant blong sappotem kava industry.



Hon. Sato KILMAN (MP)
Prime Minister



Hon. Moana Kalosil CARCASSO (MP)
Minister of Finance & Economic Management





**REPUBLIC OF VANUATU GOVERNMENT
POLICE ACT (CAP 105)**

**POLICE (FEES FOR SPECIAL DUTIES) (AMENDMENT)
ORDER NO. 31 OF 2011**

In exercise of the powers conferred on me by paragraph 82 (d) of the Police Act (CAP 105), I, the Honourable DUNSTAN HILTON, Minister of Internal Affairs, make the following order.

1 Amendment

The Police (Fees for Special Duties) Order No. 50 of 1985 is amended as set out in the Schedule.

2. Commencement

This Order commenced on the date on which it is made.

Made at Port Vila this 11th day of Jan, 2011



Honourable DUNSTAN HILTON
Minister of Internal Affairs

SCHEDULE

AMENDMENTS OF THE POLICE (FEES FOR SPECIAL DUTIES) ORDER NO. 50 OF 1985

1. Paragraph 1(1) (b)
Delete "VT2,500", substitute "VT 2,000"
On urgent application for Police Clearance – VT4.000
- (bb) On application for a Police Clearance for a student – VT1.000
- (cc) Urgent application for a Police Clearance for a student – VT2.000



REPUBLIC OF VANUATU

INTERNATIONAL COMPANIES ACT [CAP 222]

Guidelines -Custody of Bearer Shares Repeal Order No . 32 of 2011

In exercise of the powers conferred on me by section 131 of the International Companies Act [CAP 222] and 20 of the Interpretation Act [CAP 132], I MOANA CARCASSES KALOSIL, Minister of Finance and Economic Management make the following Order.

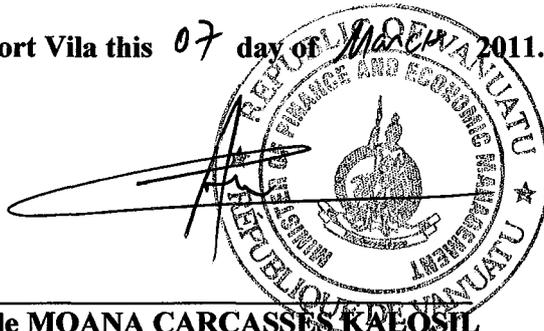
1 Repeal

Guidelines-Custody of Bearer- Shares Order No. 15 of 2007 is repealed.

2 Commencement

This Order commences on the day on which it is made.

Made at Port Vila this 07 day of *Maey* 2011.



Honourable MOANA CARCASSES KALOSIL
Minister of Finance and Economic Management



REPUBLIC OF VANUATU

INTERNATIONAL COMPANIES ACT [CAP222]

International Companies (Model Constitution) (Amendment) Order No. 33 Of 2011

In exercise of the powers conferred on me by subsection 3(4) of the International Companies Act [CAP222], I, MOANA CARCASSES KALOSIL, Minister of Finance and Economic Management make the following Order.

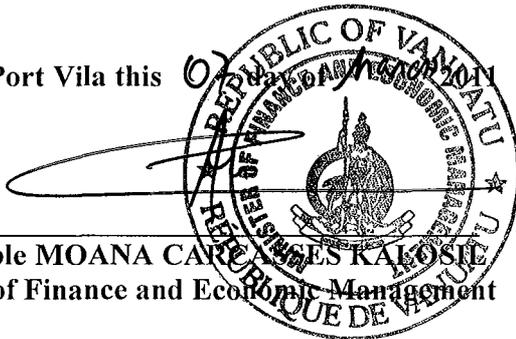
1 Amendment

The International Companies (Model Constitution) Order No. 13 of 1993 is amended as set out in the Schedule.

2 Commencement

This Order commences on the day on which it is published in the Gazette.

Made at Port Vila this



Honourable MOANA CARCASSES KALOSIL
Minister of Finance and Economic Management

SCHEDULE

AMENDMENTS OF THE INTERNATIONAL COMPANIES (MODEL CONSTITUTION) ORDER NO. 13 OF 1993

1 Clause 1

Repeal the clause, substitute

“1 Model Constitution

(1) The form of model constitution for each of the types of company specified in subsection 2(2) of the Act is set out in the Schedule to this Order.

(2) To avoid doubt:

(a) subject to section 10 of the Act, a Company may in its Constitution adopt all or any of the rules contained in the model constitution appropriate of its type.

(b) in so far as the Constitution does not exclude or modify them, the rules contained in the model constitution appropriate for its type must, so far as applicable, be the rules of the Company in the same manner and to the same extent as if they were contained in its duly registered Constitution.”

2 Schedule (heading)

Delete “A COMPANY LIMITED BY SHARES”, substitute “AN INTERNATIONAL COMPANY”

3 Schedule-Clause 2

Repeal the clause, substitute

“Registered Office

2. The address within Vanuatu of the first registered office is-----.”

4 Schedule-Clause 3

Repeal the clause, substitute

“Registered Agent

3. (1) The name of the first registered agent of the Company in Vanuatu is-----.
- (2) The address within Vanuatu of the first registered agent of the Company is-----.”

5 Schedule- After clause 3

Insert

“Term of registration

- 3A. (1) Whether the Company elects to be registered:
- (a) for a period of one year; or
- (b) for a period longer than one year under long term registration.
- (2) If the Company elects to be registered under long term registration, whether the period of registration is 5 years, 10 years or 20 years.”

6 Schedule-Clause 4

Repeal the clause, substitute

“Objects and Purposes

4. (1) Without limiting subclause (1), the objects or purposes of the Company are-----.
- (2) Subject to section 10 of the Act, the objects and purposes of the Company are unrestricted.”

7 Schedule-Subclause 5(2)

Repeal the subclause, substitute

- “(2) The Company, being an international company, must not:
- (a) carry on business in Vanuatu; or
- (b) acquire or own an interest in immovable property situated in Vanuatu other than a lease referred to in paragraph (3)(b); or

- (c) carry on:
 - (i) banking business as defined by the Financial Institutions Act [CAP 254] ; or
 - (ii) banking business within the meaning of the International Banking Act [CAP 280] unless it is licensed under that Act; or
 - (iii) insurance business as defined by the Insurance Act No. 54 of 2005, unless it is licensed under that Act; or
 - (iv) trust business or company management business as defined by the Companies and Trust Service Providers Act No.8 of 2010 unless it is licensed under that Act; or
- (d) at any time have less than one member; or
- (e) make any invitation to the public to:
 - (i) subscribe for any shares or debentures in the Company; or
 - (ii) deposit money with or lend money to the Company.”

8 Schedule-after paragraph 5(3)(a)

Insert

“(aa) offers goods or services:

- (i) electronically from a place of business in Vanuatu; or
 - (ii) through an internet or other electronic service provider located in Vanuatu;
- (ab) makes it known by way of advertisement or by any statement on a website or by an electronic record as defined in the Electronic Transactions Act [CAP 263] that it may be contacted at a particular address in Vanuatu or it uses a Vanuatu domain address.”

9 Schedule-Clause 6

After “shares”, insert “/by guarantee/by both shares and guarantee”

10 Schedule-after clause 6

Insert

“6A. If the company is a company limited by guarantee, each member undertakes to contribute to the assets of the company in the event of it being wound up:

- (a) while he or she is a member; or
- (b) within 3 months after he or she ceases to be a member,

for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories amongst themselves, such amount as required , not exceeding US \$....(*State the amount*).

6B. If the company is limited both by shares and guarantee, each member giving a guarantee undertakes to contribute to the assets of the company in the event of it being wound up:

- (a) while he or she is a member; or
- (b) within 3 months after he or she ceases to be a member,

for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member , and of the costs, charges and expenses of winding up , and for adjustments of the rights of the contributories amongst themselves , such amount as required, not exceeding US \$ (*State the amount*).”

11 Schedule-Clause 8

Repeal clause 8, substitute

“Amendment of Constitution

- 8.** The Company may amend the Constitution by a resolution of members/by resolution of directors.”

12 Schedule--Paragraph 11(1)(k)

Repeal the paragraph.

13 Schedule-after subclause 11(1)

Insert

“(1A) Without limiting subclause (1) shares may carry the right to suspend the voting rights of other shares.”

14 Schedule- Subclause 12(1)

Delete “unissued and”

15 Schedule-Paragraph 18(c)

Delete “shares issued to bearer and shares issued to bearer”, substitute “bearer shares and bearer shares”

16 Schedule-Subclause 20(1)

Delete “shares issued to bearer”, substitute “bearer shares”

17 Schedule-Clause 23

Delete the words “A share or”, substitute “Subject to the provisions of this Act and the regulations a bearer share or”

18 After clause 23

Insert

“Issue of Bearer Shares and Conversion of Registered Shares

23A. (1) Subject to the provisions of the Act and this Regulation, if the Company:

- (a) issues a bearer share; or
- (b) disposes of a treasury share that is a bearer share,

it must not deliver the share to any person other than a custodian who has agreed to hold the share.

(2) The Company must not deliver a bearer share converted from a registered share, to any person other than a custodian who has agreed to hold the share.”

19 Schedule-Clause 24 (heading)

After “Transmission of”, insert “Registered”

20 Schedule-Subclauses 31(2), 45(1),(45(2)and 48(2)

Delete “subparagraph”, substitute “subclause”

21 Schedule-Subclauses 36(2),41(2)

Delete "sub-paragraph", substitute "subclause"

22 Schedule-Subclause 53(1)

Delete "shares issued that have been cancelled", substitute "persons who are no longer members or information relating to bearer shares that have been cancelled"

23 Schedule-Paragraph 53(1)(a)

Repeal the paragraph, substitute

"(a) the names and addresses of the persons:

- (i) who hold registered share in the Company, if the Company is a company limited by shares; or
- (ii) who give a guarantee under the constitution of the Company, if the Company is a company limited by guarantee; or
- (iii) who hold registered shares of the Company, and give a guarantee under the Constitution of the Company, if the Company is a company limited both by shares and guarantee."

24 Schedule-Paragraph 53(1)(e)

Delete "shares issued to bearer"(first and second occurring), substitute "bearer shares"

25 Schedule- Paragraph 53(1)(f)

After "certificate for", insert "bearer"

26 Schedule-Subparagraph 53(1)(f)(ii)

Delete ",and", substitute";"

27 Schedule-Subparagraph 53(1)(f)(iii)

After "certificate;"insert "and"

28 Schedule-After subparagraph 53(1)(f)(iii)

Insert

"(iv) the name and address of the custodian of its certificate"

29 Schedule- Subclauses 57(2), 57(3), 60(2) and 68(2)

Delete "subparagraph", substitute " subclause"

30 Schedule-Subclauses 64(6) and 65(1)

Delete "paragraph" substitute "subclause"

31 Schedule-Paragraphs 65(9)(c) and 65(9)(d)

Delete "subparagraph", substitute "paragraph"(wherever occurring)

32 Schedule-Subclause 68(1)

Delete "paragraph", substitute " clause"

33 Schedule- Paragraph 73(2)(a)

Delete " regulations", substitute "rules"



REPUBLIC OF VANUATU

INTERNATIONAL COMPANIES ACT [CAP 222]

Form of Annual Returns Regulation

Order No. 34 Of 2011

In exercise of the powers conferred on me by section 131 of the International Companies Act [CAP 222], I, MOANA CARCASSES KALOSIL, Minister of Finance and Economic Management make the following Regulation.

1 Form of annual return of a company issued with a provisional certificate of continuation

The annual return filed under section 95C of the International Companies Act [CAP 222] by a company issued with a provisional certificate of continuation, must be in the form and contain the particulars set out in:

- (a) Schedule 1, if the company was, before 11 August 2010, an exempted company of a class specified in Schedule 3 of the Companies Act [CAP 191]; or
- (b) Schedule 2, if the company was, on 11 August 2010, an exempted company other than an exempted company of a class specified in Schedule 3 of the Companies Act [CAP 191].

2 Commencement

This Order commences on the day on which it is published in the Gazette.

Made at Port Vila this 10 day of March, 2011


Honourable MOANA CARCASSES KALOSIL
Minister of Finance and Economic Management

SCHEDULE 1

(Paragraph 1(a))

FORM OF ANNUAL RETURN OF A COMPANY

**(ISSUED WITH PROVISIONAL CERTIFICATE OF
CONTINUATION) THAT ON THE DAY BEFORE 11
AUGUST 2010 WAS AN EXEMPTED COMPANY OF A
CLASS SPECIFIED IN SCHEDULE 3 OF THE
COMPANIES ACT [CAP 191]**

RETURN ofLimited
made up to.....filed in accordance with section 95C of
the International Companies Act [CAP 222].

We certify that:

- (i) The company has not since the date of the last annual return made under the Companies Act [CAP 191] issued any invitation to the public to:
 - (a) subscribe for any shares in or debentures of the company; or
 - (b) deposit money with or lend money to the company;
- (ii) Proper accounts and records have been kept by the company for the period to which this return relates;
- (iii) The company has not, during the period to which this return relates, carried on business in Vanuatu with any person, other than with another international company company, or in the furtherance of its business carried on outside Vanuatu;
- (iv) The company has, during the period to which this return relates, complied with its requirements under the provisions of the International Companies Act [CAP 222], and has not acted in breach of section 10 of that Act.
- (v) To the best of our knowledge and belief, *(no member of the company is acting; or has at any time during the period to which this return relates, acted as agent or nominee for some other person) the following are the

SCHEDULE 1
(ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON THE DAY
BEFORE 11 AUGUST 2010 WAS AN EXEMPTED COMPANY OF A CLASS SPECIFIED IN
SCHEDULE 3 OF THE COMPANIES ACT [CAP 191]

particulars regarding the persons for whom a member of the company is acting or has at any time during the period to which this return relates acted as agent or nominee.

Signed, Director

Signed....., Secretary

**Strike out whichever is inapplicable.*

NOTES

1. In relation to paragraph (v):

- (a) where the second alternative is applicable state the particulars of the persons for whom each member has acted as agent or nominee (giving the name of the member and stating in which capacity he has acted);
- (b) the particulars required to be stated are the full name and former name (if any), the full residential address (or in the case of a corporation the address of the registered office) and, in the case of an individual, the occupation of the person or persons for whom each member has acted as agent or nominee;
- (c) if a member acts or has acted as agent or nominee for a person who is, or was at the relevant time himself acting as the trustee of a trust, this should be stated and the particulars of the person whom the trustee considers to be the real beneficiary or beneficiaries under the trust (whether or not he or they have any present legal entitlement thereunder) should be stated.

2. This return must be made up to the anniversary of the company's incorporation under the Companies Act [CAP 191].

SCHEDULE 2

(Paragraph 1(b))

FORM OF ANNUAL RETURN OF A COMPANY

(ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON 11 AUGUST 2010 WAS AN EXEMPTED COMPANY, OTHER THAN AN EXEMPTED COMPANY OF A CLASS SPECIFIED IN SCHEDULE 3 OF THE COMPANIES ACT [CAP 191]

RETURN ofLimited made up to.....filed under section 95C of the International Companies Act [CAP 222], for the year.

1. Registered office

(Address of the registered office of the company)

2. Nominal share capital:

.....

3. List of present members:

Full name	Residential address <i>(Or in case of a corporation the registered office)</i>	Nationality <i>(or in case of a corporation the country of legal existence)</i>	Number of shares held <i>(by class)</i>	Amount paid or credited as paid up on shares held
.....
.....
.....
.....

SCHEDULE 2
 (ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON 11
 AUGUST 2010 WAS AN EXEMPTED COMPANY, OTHER THAN AN EXEMPTED
 COMPANY OF A CLASS SPECIFIED IN SCHEDULE 3 OF THE COMPANIES ACT [CAP
 191]

4. List of directors and secretaries:

Full name	Residential address <i>(Or in case of a corporation the registered office)</i>	Nationality <i>(or in case of a corporation the country of legal existence)</i>	Director or secretary
.....
.....
.....

We certify that:

- (i) The company has not since the date of the last annual return under the Companies Act [CAP 191] issued any invitation to the public to:
 - (a) subscribe for any shares in or debentures of the company; or
 - (b) deposit money with or lend money to the company;
- (ii) Proper accounts and records have been kept by the company for the period to which this return relates;
- (iii) The company has not, during the period to which this return relates, carried on business in Vanuatu with any person, other than with another international company, or in the furtherance of its business carried on outside Vanuatu;
- (iv) The company has, during the period to which this return relates, complied with its requirements under the provisions of the International Companies Act [CAP 222] and has not acted in breach of section 10 of that Act.

Signed, Director

Signed....., Secretary

**SCHEDULE 2
(ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON 11
AUGUST 2010 WAS AN EXEMPTED COMPANY, OTHER THAN AN EXEMPTED
COMPANY OF A CLASS SPECIFIED IN SCHEDULE 3 OF THE COMPANIES ACT [CAP
191]**

**Note: This return must be made up to the anniversary of the company's
incorporation under the Companies Act [CAP 191].**