

No. 23 of 1993.

*The Eastern Caribbean States Export
Development Agency Act, 1993.*

ANTIGUA
AND
BARBUDA

[L. S.]

I Assent,

B. T. Carrott,
Governor-General's Deputy.

26th May, 1993.

ANTIGUA AND BARBUDA

No. 23 of 1993.

AN ACT to give legal effect to the Constitution of the Eastern Caribbean States Export Development Agency, made by the Authority at its Ninth Meeting at Basseterre on 30th day of May, 1986.

[10th June, 1993]

ENACTED by the Parliament of Antigua and Barbuda as follows —

1. This Act may be cited as the Eastern Caribbean States Export Development Agency Act, 1993. **Short title.**
2. In this Act — **Interpretation.**
"the constitution" means the Constitution set out in the Schedule.
3. The Constitution shall have the force of law in Antigua and Barbuda. **constitution to have the force of law in Antigua and Barbuda.**
4. This Act comes into force on such day as the Minister responsible for Trade may, by a Notice published in *Gazette*, appoint. **Commencement.**

SCHEDULE

ARTICLE 1 Citation

This Constitution may be cited as the Eastern Caribbean Export Development Agency.

ARTICLE 2

Interpretation

2. In this Constitution unless the context otherwise requires:

"the Authority" means the Authority of Heads of Government of the Member States of the Organisation;

"the Economic Affairs Committee" means the Economic Affairs Committee established by Articles 5(1)(b) and 7 of the Treaty;

"ECSEDA" means the Eastern Caribbean States Export Development Agency established by Article 3;

"the Members States" has the meaning assigned to it in the Treaty;

"the Organisation" means the Organisation of Eastern Caribbean States;

"the Treaty" means the Treaty establishing the Organisation, signed at Basseterre on the 18th day of June, 1981;

ARTICLE 3

Establishment of the Eastern Caribbean States Export Development Agency

1. The Authority hereby establishes and designates as a subsidiary institution of the Organisation pursuant to section 2 of Article 5 of the Treaty a body to be known as the Eastern Caribbean States Export Development Agency (hereinafter referred to as "ECSEDA").

2. ECSEDA shall be a body corporate with perpetual succession and a common seal and with power as much to enter into contracts, to sue and be sued and in its name, to acquire, hold, lease and dispose of all kinds of property movable and immovable, and, subject to the provisions of this Constitution, to do and perform all such acts and things as bodies corporate may by law do and perform.

3. The Common seal of ECSEDA shall be authenticated by the **Chairman** of the Board and the Executive Director and shall be judicially and officially noticed.

4. ECSEDA shall have its head office in the Commonwealth of Dominica and may establish and maintain branch offices in any part of the world.

ARTICLE 4

Objects and Purposes of ECSEDA

The Objects and purposes of ECSEDA are:

- (a) to encourage, promote and develop export trade through the export of goods and services from Member States;
- (b) to diversify the sources of export of goods and services in order to earn foreign exchange and thereby strengthen the base of the economics of Member States;
- (c) to provide information to the Governments of and other interested organisations in Member States on **matters relating** to the development and facilitation of exports;
- (d) to assist each Member States in developing its support services to exporters.

ARTICLE 5

Board of Directors

There shall be established a **body** to be called the Board of Directors of the Eastern Caribbean States Export Development Agency which shall be responsible for the general management of ECSEDA and the direction and control of its policies.

ARTICLE 6

Composition of the Board

1. The Board shall consist of eleven members, including a Chairman and the Executive Director who shall be the Secretary of the Board, as follows:

- (a) ~~one member being a representative of the Secretariat of the Organisation;~~
- (b) ~~one member being a representative of the Council of Eastern Caribbean Manufacturers (CECM);~~

(c) one member nominated by the Government of each Member State;
and

(d) the executive Director nominated by the Economic Affairs Committee.

2. Members of the Board shall be appointed by instrument in writing under the hand of the Director of the Economic Affairs Secretariat.

3. A member of the Board other than the Executive Director shall hold office for three years, but shall be eligible for reappointment.

4. The Chairman of the Board shall be elected by the Board at its meeting.

ARTICLE 7

Membership of the Board

1. No person shall be appointed to the Board who:

(a) is an undischarged bankrupt;

(b) has been convicted of an offence involving fraud or dishonesty or any other serious crime.

2. Members of the Board shall not, by virtue of their appointment to the Board be deemed to be officers in the public service of any Member State.

3. The names of all the members of the Board, as first constituted, and every change in membership thereafter, shall be published in each Member State in such manner as determined by the Board.

ARTICLE 8

Termination of Membership of the Board

The office of member of the Board shall be vacated:

(a) upon the expiry of the period specified in Article 6.3;

(b) upon his death;

(c) if he is declared bankrupt;

- (d) if he is sentenced for an offence involving a term of imprisonment of or exceeding six months, or in default of the payment of a fine;
- (e) if he is convicted of an offence involving fraud or dishonesty;
- (f) in the case of a member of the Board other than the Chairman, if he is absent without informing the Chairman and in the case of the Chairman, if he is absent without informing the Board, from three consecutive meetings of the Board of which he has been given notice;
- (g) upon the expiry of one month's notice in writing of his intention to resign his said office given by him to the Board;
- (h) if the body or Government by which he is nominated gives notice to the Board of his removal from the Board.

ARTICLE 9

Meetings of the Board

1. The Board shall meet at such places and times as the Chairman shall determine and shall meet at least once every two months unless in the opinion of the Chairman there are valid reasons for not doing so.
2. A meeting of the Board may be convened by at least fifteen working days notice thereof in writing being given to the members of the Board by the Secretary.
3. The Chairman may at any time and shall at the request in writing of not less than fifty per cent of the members of the Board, summon an extraordinary meeting of the Board.
4. The particulars of any business to be transacted at a meeting of the Board shall be circulated to the members of the Board with the notice summoning the Meeting.
5. The Chairman shall **preside** at any meeting of the Board, or, in his absence or inability to act, the members of the Board present shall elect one of their number to preside at the meeting.
6. The decisions of the Board shall be by a majority of votes and in addition to an original vote, in any case in which the voting is equal the Chairman or other member of the Board presiding at that meeting shall have a casting vote.
7. At any meeting of the Board a quorum shall be the minimum number constituting a majority of the total members of the Board.

8. Minutes in proper form of each meeting of the Board shall be kept by the Secretary and shall be **confirmed** by the Chairman or other member of the Board presiding, as the case may be, as soon as possible thereafter at a subsequent meeting.

9. The Board may co-opt any person as adviser and take part in the deliberations of the Board at any meeting of the Board but without the power to vote.

10. The validity of any proceedings of the Board shall not be affected by any vacancy among its members or by any defects in the appointment of any of them.

ARTICLE 10

Disclosure of Interest by Member of the Board

1. If a **member** of the Board or his spouse, or any company of which he or she is a Director or Major shareholder, or any partner of such member of the Board or his spouse, has or acquires any pecuniary interest direct or indirect, in any matter in which his private interest conflicts with his duties **as** a member of the Board and which is the subject of consideration by the Board, he shall, as soon as is practicable after becoming aware of such interest in such matter, disclose the facts relating thereto to the Chairman and to the Economic Affairs Committee.

2. A member of the Board shall not take part in the consideration of, or any vote or any question before the Board which relates to any matter in which his private interest conflicts with his duties **as** a member of the Board without the written permission of the Chairman.

3. For the purpose of this Article, the expression "Major shareholder" means any person who, at the relevant time, has the power to exercise control of not less than ten per cent of the voting rights in the relevant company, whether by reason of share holding, debenture holding, proxy or otherwise.

ARTICLE 11

Power to appoint Committees

1. The Board may appoint committees of the Board to examine and **report** to it on any matter whatsoever arising out of or connected with any of its powers and duties.

2. Any such committee shall consist of at least two members of the Board one of whom to be the Chairman, together with not more than five other persons **who** may or may not be members of the Board, whose assistance or advise the Board may desire.

3. The Board shall determine the quorum and procedure to be followed by any such committee.

ARTICLE 12

Functions of ECSEDA

The functions of ECSEDA are:

- (a) to collect information on products available including the carrying out of surveys on export potential, and to disseminate it in other countries;
- (b) to gather, collate and make available to producers and exporters in Member States, information and statistics on foreign markets, opportunities, conditions and trends;
- (c) to provide technical assistance to the exporting community in all matters such as exporting procedures, marketing, techniques, product adaptation, packaging, publicity, financing, pricing and other subjects related to export promotion and developments;
- (d) to engage in promotional publicity in Member States and abroad, designed to educate producers and potential buyers regarding the export potential of Member States;
- (e) to organise and operate trade fairs both inside and outside Member States, and organise and arrange for participation of producers and exporters of Member States at trade fairs organised by other bodies in any place;
- (f) to organise, or assist in the organisation of, export promotion missions abroad, and help in the organisation of buyer-seller meetings in Member States elsewhere;
- (g) to provide training to the export community, directly or jointly with training institutions, on matters related to export marketing and trade promotion;
- (h) to provide grants and other benefits to cover totally or partially the cost of activities related to export promotion and development;
- (i) to help exporters in sourcing the required imported inputs for the production of exportable items;

- (j) to advise the Economic Affairs Committee on such export incentives as in its opinion are desirable to further and promote exports from Member States;
- (k) to co-operate with other institutions and projects on matters related to export financing, export incentives, specialised support services to exporters and development of a wider export base, and
- (l) to appraise and evaluate projects of an export oriented nature.

ARTICLE 13

Powers of the Board

The Board shall have power to do any thing for the purpose of discharging its functions under this Constitution, or which is incidental or conducive to or connected with the discharge of those functions and in particular, but without prejudice to the generality of the foregoing:

- (a) to invite and receive donations from any person or entity towards its expenses, and to award business and to make grants towards export marketing, research and development or to any other such project as it deems conducive towards the promotion of export marketing;
- (b) to promote or undertake publicity in any form, including the publication of periodicals, booklets and other written materials, of the production of documentary films and other audio-visual materials;
- (c) to charge for the use of any facility or service provided;
- (d) to appoint representatives in any country as and when required and in liaison with principals;
- (e) to enter into arrangements to facilitate the transfer of professional, technical or other staff between itself and any other employee;
- (f) to contract insurance with an insurance company or a pension or provident fund, or in any other manner whatsoever, for the purposes of fulfilling its obligation to persons in its employment or their dependants; and
- (g) to provide to persons in its employment or their dependants, pecuniary benefits upon retirement, death, termination of service or in the event of any sickness or injury.

ARTICLE 14

Management

1. The day-to-day management of the Board shall be delegated to the Executive Director and, in addition to his responsibility for any matter delegated to him by the Board, he shall have specific responsibilities for the following:

- (a) the efficient management and utilisation of the resources of the Board including its finances, assets and personnel;
- (b) the initiation of work plans for the attainment of objects of the Board;
- (c) the preparation of an annual budget for submission to and approval by the Board;
- (d) the **formulation** of long-term development policies and plans for the Board;
- (e) the development of the operational and management structures of the Board, including the professional development of its personnel;
- (f) the appointment of **all officers**, servants and agents of the Board subject to the approval of the Board.

2. If the Executive Director is for any reason temporarily unable to perform his duties, any person may be appointed by the Board to act in the place of the Executive Director during any such period of absence from duty.

ARTICLE 15

Financial Provisions

1. The officers, servants and agents of the Board shall be remunerated in such a manner and at such rates as the Board shall determine.

2. Members of the Board or of any committee of the Board shall be paid such reasonable travelling, transport and subsistence allowance as the Board shall determine.

3. At its first meeting the Board will define its financial year.

4. The annual budget of ECSEDA shall be submitted to the Board no later than six weeks before the end of the financial year.

5. The Board, shall, as soon as practicable, but not later than six months after the expiry of the financial year, submit to the Economic Affairs Committee a report concerning its activities and financial affairs during its financial year and there shall be appended thereto:

(a) a balance sheet.

(b) a statement of its accounts audited by auditors appointed by the Board; and

(c) such other information as the Economic Affairs Committee may require.

6. The Board shall direct the Executive Director to:

(a) ensure that proper books of account are kept;

(b) submit at the end of each quarter of the financial year, a quarterly account of the income and expenditure of the Board;

(c) submit to the Board for its approval the Annual audited accounts, no later than three months after the end of the financial year.

Made by the authority at its Ninth Meeting at Basseterre on the 30th day of May, 1986.

Kennedy A. Simmonds,
Chairman.

Passed the House of Representatives this 29th
day of April, 1993.

C. L. Murray,
Speaker.

L. A. Dowe,
Clerk to the House of Representatives.

Passed the Senate this 18th
day of May, 1993.

William A. Robinson,
Vice-President.

L. A. Dowe,
Clerk to the Senate.