



REPUBLIC OF VANUATU

**STATUTE LAW (MISCELLANEOUS PROVISIONS)
ACT NO. 19 OF 2013**

Arrangement of Sections

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REPUBLIC OF VANUATU

Assent: 14/10/2013
Commencement: 27/11/2014

STATUTE LAW (MISCELLANEOUS PROVISIONS) ACT NO. 19 OF 2013

An Act to provide for amendments to certain Acts.

Be it enacted by the President and Parliament as follows-

1 Amendment

The following Acts are amended as set out in the Schedule:

- (1) Vanuatu Agriculture College Act [CAP 314];
- (2) Business Names Act [CAP 211];
- (3) E-Business Act [CAP 264];
- (4) Employment Act [CAP 160];
- (5) Financial Institution [CAP 254];
- (6) Incorporated Cell Companies Act No. 25 of 2009;
- (7) International Banking Act [CAP 280];
- (8) International Companies Act [CAP 222];
- (9) Mines and Minerals Act [CAP 190];
- (10) National Bank of Vanuatu Act [CAP 209];
- (11) Police Act [CAP 105];
- (12) Protected Cells Companies Act No. 37 of 2005;
- (13) Vanuatu Financial Services Commission Act [CAP 229];
- (14) Vanuatu Interactive Gaming Act [CAP 261];

(15) Vanuatu National Provident Fund Act [CAP 189].

2 Repeal of Act

- (1) This Act is repealed on the day following the day on which all of the provisions of this Act have commenced.
- (2) The repeal of this Act does not, because of the operation of section 11 of the Interpretation Act [CAP 132], affect any amendment made by this Act.

3 Commencement

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

SCHEDULE
MINOR AMENDMENTS

**1 VANUATU AGRICULTURE COLLEGE ACT [CAP 314]
(FRENCH TEXT)**

(a) Paragraph 10(2)(e)

After “personnes”, insert “nommées par le Ministre”

2 BUSINESS NAMES ACT [CAP 211]

(a) Subsection 1(1) (definition of the Companies Act)

Delete “Companies Act [Cap. 191], substitute “Companies Act No. 25 of 2012”

(b) Subsection 1(1) (definition of creditors’ voluntary winding -up)

Repeal the definition.

(c) Subsection 1(1) (definition of exempted company)

Repeal the definition, substitute

““exempted company” means a company registered or re-registered under Part 11 of the Companies Act and is either exempted from the application of all or any requirements of that Part;”

(d) Paragraph 3(1)(a)

Delete “in a creditors’ voluntary winding - up”

3 E-BUSINESS ACT [CAP 264]

(a) Section 1 (definition of Companies Act)

Repeal the definition, substitute

““Companies Act” means the Companies Act No. 25 of 2012”

(b) Paragraph 5(2)(a)

Repeal the paragraph, substitute

“(a) a company within the meaning of the Companies Act other than a company registered under Part 11 of that Act; or”

(c) Paragraph 5(2)(c)

Delete “in Schedule 3 of”, substitute “under”

(d) Paragraph 5(2)(d)

Repeal the paragraph, substitute

“(d) is permitted by the Minister to carry on business in or within Vanuatu as the case may be with a company or a resident of Vanuatu in accordance with the Companies Act.”

4 EMPLOYMENT ACT [CAP 160]

(a) Subsection 54(3)

Delete “section 308 of the Companies Act [CAP 191]”, substitute “section 16, Part 3 of Schedule 7 of the Companies Act No. 25 of 2012”

5 FINANCIAL INSTITUTIONS ACT [CAP 254]

(a) Subsection 1(1) (definition of ‘holding company’)

Repeal the definition, substitute

“‘holding company’ has the same meaning as in the Companies Act No. 25 of 2012;”

(b) Subsection 1(3)

Delete “Companies Act [CAP 191]”, substitute “Companies Act No. 25 of 2012”

(c) Subsections 4(1) and (2)

Delete “Companies Act [CAP 191]” (wherever occurring), substitute “Companies Act No. 25 of 2012”

(d) Paragraph 22(1A)(a)

Delete “section 166 of the Companies Act [CAP 191]”, substitute “section 130 of the Companies Act No. 25 of 2012”

(e) Paragraph 46(3)(e)

Delete “Companies Act [CAP 191]”, substitute “Companies Act No. 25 of 2012”

(f) Subsection 50(2)

Delete “section 212 of the Companies Act [CAP 191]”, substitute “Division 1 of Part 2 of the Companies Act No. 25 of 2012”

(g) Subparagraph 51(2)(b)(i)

Delete “Companies Act [CAP 191]”, substitute “Companies Act No. 25 of 2012”

6 INCORPORATED CELL COMPANIES ACT NO. 25 OF 2009

(a) Subsection 1(1) (definition of ‘Companies Act’)

Repeal the definition, substitute

“‘Companies Act’ means the Companies Act No. 25 of 2012”

(b) Subsection 1(1) (definition of ‘registrar of companies or registrar’ and ‘special resolution’)

Delete “Companies Act [CAP 191]”, substitute “Companies Act No. 25 of 2012”

(c) Subsection 1(2)

Delete “Companies Act [CAP 191]” (wherever occurring), substitute “Companies Act No. 25 of 2012”

(d) Section 6

Delete “section 26 of the Companies Act”, substitute “Division 2 of Part 2 of the Companies Act”

(e) Paragraph 8(2)(b)

Delete “terms of the memorandum and articles of the incorporated cell setting out the matters mentioned in section 5 and 11 of the Companies Act”, substitute “rules of the incorporated cell setting out the matters as provided under the Companies Act”

(f) Subsections 8(3)

Delete “memorandum and articles”, substitute “rules or model rules”

(g) Subsection 8(4)

(1) Delete “memorandum” (wherever occurring), substitute “rules or model rules”

(2) Delete “section 18 of the Companies Act”, substitute “the Companies Act”

(h) Subsection 8(5)

Delete “memorandum and articles”, substitute “rules or model rules”

(i) Subsection 8(6)

Delete “memorandum” and “memorandum and articles” (wherever occurring), substitute “rules or model rules”

(j) Section 11

Delete “section 26 of the Companies Act”, substitute “Division 2 of Part 2 of the Companies Act”

(k) Subsection 16(1)

Delete “section 127”, substitute “Section 119”

(l) Subsection 16(2)

Delete “by subsection 127(2) of”, substitute “by subsection 119(1)”

(m) Subsection 17(1)

Delete “section 146 of”

(n) Subsection 18(1)

Delete “by section 209 of”, substitute “under”

(o) Subsection 18(2)

Delete “section 209 of”

(p) Subsection 19(1)

Repeal the subsection, substitute

“(1) The duties imposed on a company under the Companies Act on share register must, in the case of an incorporated cell, be performed by its incorporated cell company.”

(q) Subsection 19(2)

Delete “section 114 of”

(r) Subsection 20(1)

Repeal the subsection, substitute

“(1) The duties imposed on a company under the Companies Act on share register must, in the case of an incorporated cell, be performed by its incorporated cell company.”

(s) Subsection 21(1)

Repeal the subsection, substitute

“(1) The duties imposed on a company under the Companies Act on inspections of company records must, in the case of an incorporated cell, be performed by its incorporated cell company.”

(t) Subsections 22(1), (2) and (3)

Delete “section 148” (wherever occurring), substitute “section 124”

(u) Subsections 23(1), (2), (5) and (6)(a)

Delete “section 149C” (wherever occurring), substitute “section 125”

(v) Section 24

Delete “section 132 of” (wherever occurring)

(w) Subsection 25(1)

Delete “in section 161 of”, substitute “under”

(x) Paragraph 26(a)

Delete “section 163 of”

(y) Paragraphs 26(d) and (e)

Delete “section 167” (wherever occurring), substitute “section 133”

(z) Subsections 27(1) and (2)

Delete “section 163 of”

(za) Subsection 30(3)

Delete “subsection 335(4)”, substitute “section 150”

7 INTERNATIONAL BANKING ACT [CAP 280]

(a) The entire Act

Delete “Companies Act [CAP 191]” (wherever occurring), substitute “Companies Act No. 25 of 2012”

(b) Paragraph 34(2)(a)

Delete “section 166 of the Companies Act [CAP 191]”, substitute “section 130 of the Companies Act No. 25 of 2012”

8 INTERNATIONAL COMPANIES ACT [CAP 222]

(a) Subsection 1(1) (definition of ‘Companies Act’ and ‘exempted company’)

Delete “Companies Act [CAP 191]”, substitute “Companies Act No. 25 of 2012”

(b) After subsection 25(3)

Insert

- “(4) A company must not transfer its registered share if the company or its beneficial owner is an owner of a real property in Vanuatu.
- (5) Subsection (4) does not apply if a payment of 4% of the registered share value has been made to the Commission by that company.”

(c) Paragraph 110(2) (c)

Delete “Part 6 of the Companies Act”, substitute “the Companies (Insolvency and Receivership) Act No. of 2013”

9 MINES AND MINERALS ACT [CAP 190]

(a) Subsection 1(1) (definition of ‘building minerals’ and ‘quarry permit’)

Repeal the definitions.

(b) Subsection 1(1) (definition of ‘Mining Right’)

After “permit” (second occurring), insert “issued under the Quarry Act No. of 2013”

(c) At the end of section 55

Add

“(4) In this section, “quarry permit” means a quarry permit issued under the Quarry Act No. of 2013”

(d) Part 14 - QUARRY PERMITS

Repeal the Part.

(e) Subsection 67(3)

Delete “or a quarry permit”

(f) Section 68

Delete “or quarry permit”

(g) Subsection 69(1)

Delete “or quarry permit”

(h) Paragraph 88(2)(t)

Repeal the paragraph.

**10 NATIONAL BANK OF VANUATU (RESTRUCTURING)
ACT NO. 3 OF 2012**

(a) Section 2 (definition of ‘Companies Act’)

Delete “Companies Act [CAP 191]”, substitute “Companies Act No. 25 of 2012”

11 POLICE ACT [CAP 105]

(a) After subsection 7A(1)

Insert

“(1A) The Commission must consult the Minister before an advice can be made by it to the President under subsection (1).”

12 PROTECTED CELLS COMPANIES ACT NO. 37 OF 2005

(a) Paragraph 2(1) (b)

Delete “articles”, substitute “rules or model rules”

(b) Paragraphs 8(7)(a), (b) and (c)

Delete “memorandum” (wherever occurring), substitute “rules or model rules”

(c) Subsections 11(2) and (3)

Delete “memorandum” (wherever occurring), substitute “rules or model rules”

(d) Section 13

Delete “the Companies Act [CAP 191]”, substitute “the Companies Act No. 25 of 2012”

(e) Paragraph 16(2)(a)

Delete “articles”, substitute “rules or model rules”

(f) Subsection 16(5)

Delete “articles”, substitute “rules or model rules”

(g) Subsection 23(5)

Delete “memorandum or articles”, substitute “rules or model rules”

**13 VANUATU FINANCIAL SERVICES COMMISSION ACT
[CAP 229]**

(a) Subparagraph 18(5)

Delete “section 166 of the Companies Act [CAP 191]”, substitute “section 130 of the Companies Act No. 25 of 2012”

14 VANUATU INTERACTIVE GAMING ACT [CAP 261]

(a) Subsection 27(1)

Delete “section 166 of the Companies Act [CAP 191]”, substitute “section 130 of the Companies Act No. 25 of 2012”

(b) Subsection 28(2)

Delete “section 166 of the Companies Act [CAP 191]”, substitute “section 130 of the Companies Act No. 25 of 2012”

15 VANUATU NATIONAL PROVIDENT FUND ACT [CAP 189]

(a) Subsection 20 (3)

Delete “section 166 of the Companies Act [CAP 191]”, substitute “section 130 of the Companies Act No. 25 of 2012”