

## June 1959—THE CHAMBER OF COMMERCE LAW (1)

### Definition and Legal Status of the Chamber of Commerce:

1—The Chamber of Commerce is an institution of public interest whose objects are the regulation of commercial and industrial interests as well as representing these interests, defending them and striving towards their development. Its establishment shall be made upon the request of a minimum of thirty members practicing commerce and industry electing from among them a committee determining the Chamber's status, its sphere of competence and the number of its Board members, including the Chairman, provided that the number of the members of the Board of Directors shall be fixed at twelve only.

2—The Chamber of Commerce shall enjoy legal entity and shall be entitled, within the frame work of the law, to own, sell, purchase, bring action in court, mortgage, accept donations and gifts, enter into loans and any other business which falls within its attributions.

### Attributions and Objects of the Chamber of Commerce:

3—The Chamber of Commerce shall collect, index and publish all information and statistics, which may be of interest to commerce and industry, and provide the Government with all statements, information and opinions relating to commercial and industrial matters.

4—Within its competence, the opinion of the Chamber of Commerce must, first, be sought prior to the establishment of exchanges, ports, markets and exhibitions as well as in the grant of concession rights with respect to public utilities and in the study, preparation and amendment of draft laws and decrees of economic and financial natures. The Chamber of Commerce shall express its opinion within three months from the request thereof and, if requested urgently, within one month from said date. The Chamber of Commerce may, on its own motion, submit opinions and recommendations in matters relating to economic affairs namely those heading towards the activation, protection or orientation of commerce and industry such as customs tariffs, taxes, dues, transportation means, tourism, summer camping and all other matters relating to the improvement of commerce and industry.

5—Within the limits of applicable laws and regulations, the Chamber of Commerce may establish permanent exhibitions, museums, markets, commercial and industrial schools and other establishments and industrial, commercial and agricultural institutes. The Chamber of Commerce may be entrusted with the management of such establishments and institutes which shall depend of the government or municipal or local councils. It may also send study missions to specialize in subjects profitable to the improvement of commerce and industry.

6—The attributions of the Chamber of Commerce shall include, within

its competence, the following acts:

- a- Registration of the names of merchants and industrialists and their classification in categories with regard to their financial solvency.
- b- Authentication of certificates of origin or source and the grant thereof.
- c- Authentication of invoices after examination thereof.
- d- Authentication of guarantees and certificates of financial solvency of the guarantors.
- e- Certification of the merchants and industrialists' signatures.
- f- Certification of applicants' capacity and identity of merchants and industrialists.
- g- Authentication of copies of documents registered with the Chamber of Commerce.
- h- Authentication of dates appearing on documents submitted to the Chamber of Commerce.
- i- Authentication of all commercial and industrial certificates
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- j- Registration of arbitration deeds submitted to the Chamber by the concerned arbitrators or by the parties to arbitration.
- k- Nomination, upon request of public authorities, courts, municipalities or interested parties amongst merchants and industrialists; of experts and representatives to study matters of commercial or industrial nature, including examination of disputed goods, and the authentication of experts' certificates in this respect.
- l- Giving current prices of major commodities, at specific dates, in local commercial markets upon request of official circles and concerned parties registered with the Chamber.
- m- Determination of commercial and industrial usages.
- n- Representation of commercial and industrial organizations in committees, organizations and institutions in which it is of their interest to be represented therein.
- 7-The Chamber may hold economic conferences and may, after agreement with official circles, participate in economic conferences held abroad.
- 8-The Chamber may directly contact government departments to obtain data's and information, relating to business falling within its competence, as may be required by it.
- 9-Every document issued by the Chamber upon request of any of the Government departments or local courts shall, unless otherwise established, be given full faith and credit.
- 10-The Chamber of Commerce shall abstain from indulging in

speculation or acts prejudicial to markets, political or religious matters or from giving any assistance or help to political parties (if any), whether these be in a direct or indirect manner.

11-The Chamber may settle, by way of arbitration, disputes submitted to it by the parties concerned.

12-The Chamber may, from amongst its directors or affiliated members, form committees to examine all matters falling within its competence. The reports of such committees must be submitted to the Chamber for approval.

Constitution of the Chamber:

13-The Chamber shall be composed of a general Assembly, a Board of Directors and a Bureau.

14-a) The Chamber shall, within four months from the promulgation of this Law, be charged of writing its unified bye-laws in which shall be determined the procedures to be followed for convening the general meetings of the Chamber, the meetings of its Board of Directors and its Bureau, the manner according to which its meeting shall be directed and its minutes recorded, the election and voting procedures, the functions of the Bureau members, the methods of appointment of the Chamber's employees and the determination of their powers and duties. The bye-laws shall also determine the categories of members and the conditions required for each, the arbitration rules, the formation of the various committees as well as the rules to be followed in the administration of its incoming funds, the determination of its fees and the manner of their collection and disposal and the rules pertaining to the organization of its records and accounts.

b)-Excluding the first meeting, the general meeting shall be convened once each Gregorian year, at least, provided that the period lapsing between any two meetings shall not exceed 18 months. Three weeks prior to the date fixed for the meeting, notice thereof shall be addressed to all members mentioning the date, hour, and place of the general meeting as well as the items to be discussed by it.

Membership in the Chamber:

15-a)-(Commercial, industrial and financial establishments must be members in the Chamber of Commerce.

b)-Merchants, brokers and contractors must be members of the Chamber and industrial craftsmen shall have the right to join it, should the applicant meet the following requirements:

(i)-To own a commercial or industrial concern within the jurisdiction of the Chamber (brokers shall be exempted from this - condition) and practice their commercial or industrial profession;

(ii)-to be enjoying civil and political rights.

c) -Official circles shall not accept requests submitted by merchants

and industrialists not registered with the Chamber who shall not be allowed to register in the Commercial Register, when instituted, until they register with the Chamber.

16-a)-Application for membership in the Chamber shall be submitted together with the supporting documents determined in the bye-laws.

b) -The Chamber Bureau shall decide on the application within two weeks from the date of its submission duly fulfilling the legal requirements.

c) -Where the application for membership is rejected, the applicant may appeal this decision before the Chamber's Board of Directors. The Board shall decide on the appeal within one month from the date of its filing therewith.

17-A member shall lose his membership, in the general Assembly of the Chamber, in the following instances:

(i)-Bankruptcy; whoever shall be rehabilitated as a merchant may acquire, anew membership in the Chamber.

(ii)-Deprivation of civil rights.

(iii)-Loss of the qualification which qualified the member to membership in the Chamber.

The General Assembly:

18-The General Assembly shall be composed of all subscribers having paid all fees due to the Chamber. The Assembly's functions shall be the election of the members of the Board of Directors within the conditions prescribed by the byelaws of the Chamber.

The Chamber's Board of Directors and the Method of Its Election:

19-The Chamber shall have a Board of Directors whose members shall be, in number, as determined in the Order instituting the Chamber, in accordance with article One of this Law.

20-In addition to the conditions required for a voter, the members of the Board of Directors shall have to meet the following requirements:

a)-He shall not be under thirty years of age. This age limit shall be reduced to twenty five if he is graduated from a university connected with commercial and economics studies such as the diplomas of commerce, economics and law.

b) -He can fluently read and write.

c) -He shall have practiced E business connected with commerce or industry for E period of five consecutive years. This period shall be reduced to three years if he holds a university degree connected with commerce.

21-Elections shall be regulated in accordance with the Chamber's byelaws.

22-Objections to the election of a Director shall be submitted, within a period of fifteen days from the end of said election, to a committee named the "Objection Committee" constituted of a court judge and two members of the Chamber appointed by the Board of

Directors provided they are not Directors. The Committee's decision shall be final.

23- Shall be forfeited from his right of membership in the Chamber of Commerce and in the Board of Directors, every member who is found in a condition of incapacity or disqualification for election, as provided for in this Law or any other law, whether this condition has occurred or been detected subsequent to his acceptance as member of the Chamber or election to the Board of Directors. Forfeiture shall take place by resolution of the "Objections Committee".

24- Where a member's position in the Board of Directors becomes vacant by reason of death, resignation, permanent absence or failure to meet any of the membership requirements, the vacant position shall be filled by the unsuccessful candidate who obtained the highest number of votes in the last elections.

The tenure of membership for the new member filling the vacant position shall be until the expiration of his predecessors' period of membership.

Should the number of Directors fall, at any time, below half the required number, elections of a new Board shall take place.

25- The Board of Directors shall meet, at least, once every month and its meeting shall be convened by the Chairman who shall be under obligation to do so whenever a written request to this effect shall be submitted to him by one third of the Directors.

The Board deliberations shall not be valid unless the meeting is attended by more than half of the members. Where a quorum is not met, the meeting shall be adjourned to two days, at least, and eight days, at most, and all members shall be convened to attend the second meeting. The Board's deliberation in the items of the adjourned meeting's agenda shall be valid irrespective of the number of members present.

The Board's resolutions shall be passed by absolute majority votes of the members present and in case of a tie the chairman shall have a casting vote.

26- Every Director absenting himself, without lawful justification, from three consecutive meetings of the Board, his attention shall be drawn to this effect in writing and the incident shall be recorded in the minutes of the meeting. Should unjustified absence continue strictly, he shall be considered as resigning and the matter shall be recorded in the minutes of the meeting.

The Chamber of Commerce Bureau:

27-a) The Board of Directors shall elect, by secret ballot, from among its members, a President and two vice-presidents. In addition to these three members, the Bureau shall also comprise a Treasurer

and a Secretary. Election shall be repeated every two years and members whose term of office has expired may be reelected. The Bureau shall supervise the Chamber's sections as well as the Treasury and shall implement its Board resolutions.

b) The Board of Directors shall appoint a Secretary and a Treasurer who shall be full time salaried employees of the Chamber, neither entitled to membership in the Chamber nor to the exercise of trade or any other business for their own account. The Secretary shall keep all non-financial and non-accounting records and he, together with the Treasurer, shall attend the Bureau's meetings but shall not have the right to vote. The Secretary and the Treasurer shall, each within his own section, perform the Chamber's affairs, day to day, under the supervision of the executive bureau.

28-Meetings of the Board of Directors and the Chamber's Bureau shall be conducted in accordance with the bye-laws of the Chamber.

29-A member of the Board of Directors may not participate in the meetings of the Board or the Chamber's Bureau or any of its committees when considering matters in which he in person, or through his proxy or whoever is under his guardianship, has a personal interest.

30-The President of the Chamber of Commerce shall represent the Chamber in all occasions and before the Courts, as plaintiff or defendant, and shall preside the Chamber's Board of Directors.

31-The President, may at his discretion, delegate to any of the Bureau or Board of Directors' members as well as to any employee of the Chamber, the conduct of any business falling within the competence of the Chamber.

The Chamber's Finance:

32-The Chamber's incoming sources shall constitute of the registration and subscription fees as well as the fees on guarantees, certificates and all documents issued or authenticated against specific fees, the arbitration fees, the fees for authentication of requests and passports, initialing commercial books, certifying signatures and authentication certificates, registration of the company's contracts, authentication of let and lease certificates and any other fees which may be collected in accordance with the Chamber's rules and resolutions. This income shall also include revenues of its real properties, gifts, donations and investment proceeds.

33-The amounts of the different fees collected by the Chamber shall be based on fixed bases determined in the regulations and bye-laws.

34-Funds originating from the various income sources shall be invested in achieving the Chamber's objects as provided for in this Law.

These funds may also be invested in other investments guaranteed by

the Government such as government bonds as well as shares and bonds of banks guaranteed by it.

35-The Chamber's Board of Directors shall appoint a bank in which shall be deposited the funds of the Chamber and any amount of these funds may not be withdrawn unless the order is signed by the President or, in his absence, by one of his two deputies together with the Treasurer.

The Treasurer may not keep in his cash-box an amount exceeding two thousand Rupees to meet urgent and unexpected needs.

36-The Treasurer shall prepare the balance sheet of the Chamber and shall keep in his custody all documents concerning the treasury and funds which must be deposited in the bank appointed by the Board. In his absence, the Treasurer shall delegate one of his associates to act on his behalf failing which the Board shall appoint a delegate to the Treasurer.

37-The Chamber's financial year shall start on the beginning thereof; i.e. on the first of January of each year. The Chamber's Bureau shall, one month prior to the start of the financial year, submit the draft balance-sheet to the Board of Directors for approval.

38-Any amount of the Chamber's funds not budgeted for in the balancesheet may not be spent except by resolution of the Board of Directors approving such expenditures.

39-The Chamber's Bureau shall prepare a list stating the names, surnames and residence of the merchants abstaining from payment of fees due by them. Once the list approved, a memorandum shall be sent to the concerned authorities in order to collect the fees through tax collectors, in accordance with the Law on collection of taxes, after serving the defaulting persons a notice to pay within ten days from the date of serving such notice to them in person or to their residence address or from the date of their refusing payment thereof.

40-Registration fees shall be paid upon admitting the merchant in the Chamber's general assembly. Registration shall not be effected prior to the payment of these fees.

41-The Chamber's Board of Directors shall appoint an auditor of accounts and budget. The Treasurer shall make available to the auditor the Chamber's books and documents pertaining to its finance.

42-Where the jurisdiction of a Chamber is merged with that of another Chamber, the funds of the merged Chamber shall be annexed to the funds of the merging Chamber.