

A G R E E M E N T
ESTABLISHING
THE
EASTERN CARIBBEAN INVESTMENT PROMOTION SERVICE

ARTICLE 1
ESTABLISHMENT OF THE EASTERN CARIBBEAN
INVESTMENT PROMOTION SERVICE

The Authority of Heads of Government of the Member States of the Organisation of Eastern Caribbean States hereby establishes and designates as a subsidiary institution of the Organisation pursuant to section 2 of Article 5 of the Treaty done at Basseterre on the 18th June, 1981 a body to be known as the Eastern Caribbean Investment Promotion Service (hereinafter referred to as "ECIPS") which shall have the membership powers and functions hereinafter specified.

ARTICLE 2
INTERPRETATION

In this Agreement unless the context otherwise requires:-

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

"the Board" means the Board of Directors of the Eastern Caribbean Investment Promotion Service established under Article 5;

"the Director-General" means the Director-General appointed under the Treaty;

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

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

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

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

ARTICLE 3

OBJECTS AND PURPOSES OF ECIPS

The objects and purposes of ECIPS are:-

- (a) to develop the investment promotion activities of Member States and to foster economic growth and development in Member States;
- (b) to increase the national capacity of Member States to promote and absorb the inflow of investment from, and to increase commercial links between foreign countries and Member States;
- (c) to expand and strengthen the investment promotion foundation and capability of Member States in order to take advantage of opportunities being offered and in order to enhance the attractiveness of Member States to North American and other potential investors;
- (d) to establish a permanent institutional infrastructure to promote the objectives of the Governments of Member States in the field of foreign investment thereby to stimulate increase in the level of industrial activities in Member States;
- (e) to establish and maintain strong linkages with market-place institutions at the local, regional and international levels.

ARTICLE 4

STRUCTURE OF ECIPS

1. ECIPS shall have a Board of Directors, an Executive Director and such other staff as it may require.
2. The Economic Affairs Committee may give to the Board general directions as to the policy or otherwise to be followed by the Board in the exercise of its functions and the Board shall comply with such directions.

ARTICLE 5

BOARD OF DIRECTORS

1. The Board shall be the principal organ of ECIPS and shall be responsible for the general management of ECIPS and the direction and control of its policies.
2. The Board shall consist of nine members five of whom shall be from the private sector and four from the public sector of Member States.
3. Of the members of the Board from the private sector:-
 - (a) four shall be appointed from the Council of Eastern Caribbean Manufacturers; and
 - (b) one on the advice of the Ministers responsible for trade of Member States.
4. The members of the Board from the public sector shall be from four Member States in rotation for periods of two years, the order of rotation among the Member States to be as follows:-
 - (a) British Virgin Islands, Dominica, St Kitts and Nevis and Saint Vincent and The Grenadines; and
 - (b) Antigua and Barbuda, Grenada, Montserrat and Saint Lucia.
5. Members of the Board shall be appointed by instrument in writing under the hand of Director-General.
6. A member of the Board shall hold office for two years, but shall be eligible for re-appointment.

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

ARTICLE 6

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 7

TERMINATION OF MEMBERSHIP OF THE BOARD

- The office of member of the Board shall be vacated:-
- (a) upon his death;
 - (b) if he is declared bankrupt;
 - (c) 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;
 - (d) if he is convicted of an offence involving fraud or dishonesty;
 - (e) upon the expiry of one month's notice in writing of his intention to resign his said office given by him to the Board;
 - (f) if the Government by which he is nominated gives notice to the Board of his removal from the Board.

ARTICLE 6

MEETINGS OF THE BOARD

1. The Board shall hold an annual general meeting and such other meetings as it may consider necessary or expedient for the performance of its functions, but the first annual general meeting shall be held within three months of the date of the Agreement.
2. At the first and each subsequent annual general meeting of the Board the members of the Board shall elect from among their number a person to be Chairman of the Board and the person so elected shall, unless previously ceasing to be a member of the Board, hold office until the election of a new Chairman at the next annual meeting.
3. 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.
4. The Chairman may at any time and shall at the request in writing of not less than fifty percent of the members of the Board, summon an extraordinary meeting of the Board.
5. 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.
6. 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.
7. 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.
8. At any meeting of the Board a quorum shall be the minimum number constituting a majority of the total members of the Board.
9. 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 members of the Board presiding, as the case may be, as soon as practicable thereafter at a subsequent meeting.

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

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

12. The Board may regulate its own procedure.

ARTICLE 9

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.

2. A member of the Board shall not take part in the consideration of or any vote on 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.

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 percent of the voting rights in the relevant company, whether by reason of shareholding, debenture holding, proxy or otherwise.

ARTICLE 10

FUNCTIONS OF ECIPS

The functions of ECIPS are:-

- (a) To identify industries in the Member States and in the region as a whole;
- (b) to develop profiles of these industries, by product, by company and on a country by country basis;
- (c) to target and screen potential investors in North America and elsewhere based on the foregoing profiles;
- (d) to appraise and evaluate projects of an investment oriented nature;
- (e) to target and screen new investment opportunities for which no or limited funding capability has been identified in the Member States;
- (f) to organise or assist in the organisation of meetings and visits in conjunction with bodies in the Member States and elsewhere; and
- (g) to cooperate with other institutions and projects on matters related to investment promotion.

ARTICLE 11

POWERS OF THE BOARD

The Board shall have power to do anything for the purpose of discharging its functions, 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 investment promotion, research and development or to any other such project as it deems conducive towards the promotion of investment promotion;

- (b) to promote or undertake publicity in any form, including the publication of periodicals, booklets and other written materials, or the production of documentary films and other audio-visual material;
- (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 employer;
- (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 obligations to persons in its employment or their dependents; 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 12

OFFICE

ECIPS shall have its principal office at the Economic Affairs Secretariat of the Organisation in Antigua and Barbuda and may, for the better performance of its functions, establish branch offices and appoint agents or representatives in any part of the world.

ARTICLE 13

SEAL

1. ECIPS shall have an official seal.

2. The Board shall provide for the safe custody of the seal which shall only be affixed to instruments in accordance with a resolution of the Board and authenticated by the Chairman of the Board and the Executive Director or by some other duly authorised person and shall be judicially and officially notice.

ARTICLE 14
LEGAL STATUS

1. ECIPS shall possess full juridical personality and, in particular, full capacity to -
 - (a) enter into agreements;
 - (b) acquire and dispose of property whether movable or immovable; and
 - (c) institute legal proceedings.

ARTICLE 15
LEGAL PROCEEDINGS

1. Legal proceedings may be instituted against ECIPS in any court of competent jurisdiction in the Member State where:
 - (a) the cause of action arose; or
 - (b) ECIPS has its principal office or a branch office.

In any other case such proceedings may be instituted against ECIPS in any such court in the country where it has appointed an agent for the purpose of accepting service or notice of process.

2. Service upon the ECIPS of any documents shall be effected by delivering or sending it by registered post to its principal office or any branch office.

ARTICLE 16

IMMUNITIES AND PRIVILEGES OF PERSONNEL

1. The Directors, officials and staff of, and experts performing missions for, ECIPS shall be immune from legal process with respect to acts done by them in their official capacity.
2. Persons referred to in paragraph 1 of this Article who are not nationals shall -
 - (a) enjoy immunity from national service obligation;
 - (b) have the right to repatriate funds derived from income earned in the service of ECIPS;
 - (c) be immune, together with their families forming part of their household, from immigration restrictions, and alien registration;
 - (d) be given, together with their families forming part of their household, the same repatriation facilities and right to protection as are accorded to members of Consular missions in time of international crisis.

ARTICLE 17

EXEMPTIONS

1. ECIPS, its assets and operations and transactions, shall be exempted from all direct taxation and no customs duties nor charge of equivalent effect shall be paid on articles imported for its official use.
2. Notwithstanding the provisions of paragraph 1 of this Article, ECIPS shall be entitled to exemption from taxes which are not more than charges for public utility services.
3. Subject to paragraph 4 thereof, dividends and other distributions made by ECIPS or a distribution of such dividends or distributions made by a recipient thereof shall be exempt from income tax in the hands of a recipient.
4. Where the recipient is not resident in any Member State the exemption in paragraph 3 shall apply to so much

only of the tax as exceeds his tax liability on such dividends or other distributions in his country of residence.

ARTICLE 18

WAIVER OF IMMUNITIES, EXEMPTIONS AND PRIVILEGES

Except as provided for in paragraph 2 of Article 20 of this Agreement, the Executive Director shall have the right and the duty to waive any immunity, exemption or privileges in respect of any other member of the staff of ECIPS or any expert performing a mission for ECIPS where, in his opinion, the immunity, exemption or privilege would impede the course of justice and can be waived without prejudice to the interest of ECIPS. In similar circumstances and under the same conditions, the Board shall have the right and duty to waive any immunity, exemption or privileges respecting the Executive Director.

ARTICLE 19

MANAGEMENT

1. The day-to-day management of the Board shall be delegated to the Executive Director who shall be appointed by the Director-General after consultation with the Board and, in addition to his responsibility for 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 ECIPS including its finances, assets and personnel;
- (b) the initiation of work plans for the attainment of the objects of ECIPS;
- (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 20

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 ECIPS 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 accounts 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 this 29th day of May 1987.


JOHN G M COMPTON
CHAIRMAN

