

OBJECTS AND REASONS

This Bill would

- (a) make provision for the establishment of a body corporate to be known as Business Barbados by coordinating and carrying out functions in relation to specified corporate and intellectual property enactments in order to provide efficient, effective and timely service to users; and
- (b) repeal the *Corporate Affairs and Intellectual Property Office Act*, Cap. 21A,

and provide for related matters.

Arrangement of Sections

PART I

PRELIMINARY

1. Short title
2. Interpretation
3. Act to bind State
4. Construction of specified enactments

PART II

ESTABLISHMENT, FUNCTIONS AND ADMINISTRATION OF BUSINESS
BARBADOS

5. Establishment of Business Barbados
6. Functions of Business Barbados
7. Establishment of Board
8. Functions of Board
9. Board may delegate functions
10. Staff of Business Barbados and establishment of divisions
11. Chief Executive Officer

12. Functions of Chief Executive Officer
13. Functions of Registrar
14. Functions of the Director of IP
15. Transfer and secondment of employees
16. Limitation on powers of Board concerning staff, etc.
17. Private pension plan
18. Appointment of experts
19. Advisory Committee on Intellectual Property
20. Functions of the Committee

PART III

FINANCIAL PROVISIONS

21. Establishment of Fund
22. Borrowing power
23. Guarantee of loans
24. Exemption from taxes
25. Accounts
26. Audit
27. Public Finance Management Act to apply

28. Reports

PART IV

MISCELLANEOUS

29. Remuneration of directors

30. Directors to declare interest

31. Certain information not to be disclosed to Board

32. Protection from personal liability

33. Notaries public

34. Corporate business plan

35. Ministerial directions

36. Amendment of Schedules

37. Regulations

38. Transitional provisions relating to the State

39. Transitional provisions relating to civil proceedings

40. Appeals to Minister or tribunal

41. Consequential amendments

42. Repeal of Cap. 21A

43. Commencement

FIRST SCHEDULE

Specified enactments relating to Corporate Affairs

SECOND SCHEDULE

Specified enactments relating to Intellectual Property

THIRD SCHEDULE

Constitution of Business Barbados Board

FOURTH SCHEDULE

Constitution of Advisory Committee on Intellectual Property

FIFTH SCHEDULE

Consequential Amendments

BARBADOS

A Bill entitled

An Act to establish a body corporate to be known as Business Barbados by coordinating and carrying out functions in relation to specified corporate and intellectual property enactments and to provide for related matters.

ENACTED by the Parliament of Barbados as follows:

PART I

PRELIMINARY

Short title

1. This Act may be cited as the *Business Barbados Act, 2024*.

Interpretation

2. In this Act,

“Business Barbados” means the body established by section 5;

“Board” means the Business Barbados Board established by section 7;

“Chief Executive Officer” means the Chief Executive Officer appointed pursuant to section 11;

“Committee” means the Advisory Committee on Intellectual Property established by section 19;

“Director of IP” means the Director of Business Barbados Intellectual Property;

“Fund” means the Business Barbados Fund established by section 21;

“Minister” means Minister responsible for Business;

“Registrar” means Registrar of Companies;

“specified enactments” means the Acts specified in the *First and Second Schedules* and any statutory instruments made thereunder.

Act to bind State

3. This Act binds the State.

Construction of specified enactments

4. The specified enactments shall be construed with such modifications, adaptations, qualifications and exceptions as may be necessary to bring them into conformity with this Act.

PART II

ESTABLISHMENT, FUNCTIONS AND
ADMINISTRATION OF BUSINESS BARBADOS

Establishment of Business Barbados

- 5.(1) There is established a body to be known as “Business Barbados”.
- (2) Business Barbados is a body corporate to which section 21 of the *Interpretation Act*, Cap. 1 applies.

Functions of Business Barbados

- 6.(1) The functions of Business Barbados are to
- (a) administer this Act;
 - (b) advise the Government and other public authorities on matters relating to this Act; and
 - (c) do such other things as are necessary to give effect to this Act.
- (2) Business Barbados shall do all things necessary or convenient to be done in connection with the performance of its functions.
- (3) Business Barbados shall, in the exercise of its functions pursuant to subsection (1), administer and carry out functions relating to the specified enactments with such modifications, adaptations, qualifications and exceptions as may be necessary to bring them into conformity with this Act.

Establishment of Board

7.(1) There is established a board, to be known as the “Business Barbados Board”, which shall be responsible for the policy, organization and administration of Business Barbados.

(2) The *Third Schedule* has effect with respect to the constitution of the Board and otherwise in relation thereto.

Functions of Board

8.(1) The functions of the Board are

- (a) the appointment of staff to Business Barbados and the management thereof;
- (b) the management of the resources and contracts of Business Barbados;
- (c) the development of policies for the prudent and efficient management of Business Barbados; and
- (d) the monitoring of the performance of Business Barbados in respect of the discharge of its functions.

(2) For the purpose of subsection (1) the Board shall

- (a) provide strategic direction and policy guidance to Business Barbados;
- (b) ensure compliance with relevant laws, enactments, and government policies;
- (c) oversee the budget and financial affairs of Business Barbados;
- (d) participate in the development and review of Business Barbados’ strategic plans, policies and programmes;
- (e) advise on the alignment of Business Barbados’ initiatives with national development goals;

- (f) foster collaboration with relevant government agencies, private sector organizations, research institutions and other stakeholders;
- (g) promote public-private partnerships to drive innovation and industry growth;
- (h) monitor the performance of Business Barbados against strategic objectives and key performance indicators;
- (i) review and assess the annual reports and financial statements of Business Barbados;
- (j) identify and address potential risks and challenges related to the activities of Business Barbados; and
- (k) ensure the implementation of effective risk management strategies.

Board may delegate functions

9.(1) The Board may delegate such of its functions as it thinks expedient for the purpose of effectively transacting the business of the Board to the Chairman, a committee of the Board or the Chief Executive Officer of Business Barbados.

- (2) The delegation of a function under subsection (1)
 - (a) does not prevent the Board from discharging that function; and
 - (b) the Board may at any time revoke the delegation.

Staff of Business Barbados and establishment of divisions

10.(1) The staff of Business Barbados shall comprise:

- (a) a Chief Executive Officer;
- (b) the Registrar;
- (c) the Director of IP;
- (d) a Senior Legal Counsel;

- (e) a Legal Counsel;
- (f) a Legal Administrator; and
- (g) such other staff as Business Barbados considers necessary for giving effect to this Act.

(2) For the purposes of this Act, Business Barbados may separate its operations into divisions.

Chief Executive Officer

11.(1) The Board shall, with the approval of the Minister, appoint a Chief Executive Officer of Business Barbados.

(2) The Chief Executive Officer

- (a) shall hold office for a term not exceeding 4 years but is eligible for reappointment;
- (b) is entitled to such remuneration and allowances as the Board determines; and
- (c) shall not be removed from office without the approval of the Minister.

Functions of Chief Executive Officer

12.(1) The functions of the Chief Executive Officer are to

- (a) discharge the functions of Business Barbados;
- (b) execute the policy and manage the affairs of Business Barbados;
- (c) inform the Minister of any matter that may affect public policy or materially affect the affairs of Business Barbados;
- (d) perform such other functions as the Board determines;
- (e) lead strategy, build talent and teams and regularly engage stakeholders; and
- (f) develop policy and business facilitation products.

(2) The Chief Executive Officer is, in the exercise of the Chief Executive Officer's functions, subject to the directions of the Board.

(3) Notwithstanding subsection (2), the Board shall not give directions to the Chief Executive Officer, Registrar, Director of IP or any other person with respect to the administration of any of the specified enactments and, in particular, in the exercise of a function conferred or delegated under any of the specified enactments.

Functions of Registrar

13.(1) The Registrar is responsible for

- (a) administering and ensuring compliance with this Act and the specified enactments set out in the *First Schedule*;
- (b) advising the Chief Executive Officer and the Board on legal matters relating to the specified enactments referred to in paragraph (a);
- (c) instituting legal proceedings in matters relating to breaches of the specified enactments referred to in paragraph (a) after consultation with the Board; and
- (d) doing any other act or thing required to be done by the Chief Executive Officer.

(2) Notwithstanding anything to the contrary in this Act, but subject to subsection (1)(b) and (c) and any provision of a specified enactment in the *First Schedule*, the Registrar shall not be answerable to the Chief Executive Officer, the Board or the Minister in the exercise of the duties, obligations, powers or rights conferred on the Registrar by any of the specified enactments.

Functions of the Director of IP

14.(1) The Director of IP is responsible for:

- (a) administering and ensuring compliance with this Act and the specified enactments set out in the *Second Schedule*;

- (b) advising the Chief Executive Officer and the Board on legal matters relating to the specified enactments referred to in paragraph (a);
- (c) instituting legal proceedings in matters relating to breaches of the specified enactments referred to in paragraph (a) after consultation with the Board; and
- (d) doing any other act or thing required to be done by the Chief Executive Officer.

(2) Notwithstanding any provision of this Act but subject to subsection (1) (b) and (c) and any provision of any specified enactment set out in the *Second Schedule*, the Director of IP shall not be answerable to the Chief Executive Officer, the Board or the Minister in exercise of the duties, obligations powers or rights conferred on the Director of IP by any of the specified enactments.

Transfer and secondment of employees

15.(1) Where a public officer is seconded to a post in Business Barbados from a pensionable office within the meaning of section 2 of the *Pensions Act*, Cap. 25, the period of service with Business Barbados, unless the President otherwise determines, counts for pension under that Act as if the officer had not been so seconded.

- (2) Where a public officer accepts employment with Business Barbados,
 - (a) the public officer shall be employed as a permanent employee on terms and conditions that are no less favourable than those on which the officer was employed before the commencement of this Act;
 - (b) the public officer shall retain any right to pension, gratuity or other allowance for which the officer would have been eligible had the officer remained in the public service;
 - (c) the public officer's service in the public service before the commencement of this Part shall be aggregated with his service in the Board for the purposes of paragraph (d); and

- (d) the public officer's right to pension, gratuity and other allowances shall be calculated in accordance with the *Pensions Act*, Cap. 25.

Limitation on powers of Board concerning staff, etc.

16. Notwithstanding the powers conferred on the Board by section 8, the Board shall not, without the prior approval of the Minister,

- (a) assign to a post established by Business Barbados a salary in excess of such amount per annum as the Minister may determine;
- (b) appoint a person to a post established by Business Barbados to which a salary in excess of the amount determined by the Minister under paragraph (a) is assigned; or
- (c) provide for the payment of a pension, gratuity or similar benefit to the directors of the Board or the employees of Business Barbados in respect of service to Business Barbados.

Private pension plan

17. Business Barbados shall, no later than 12 months after the commencement of this Act, provide for the establishment and maintenance of a pension plan for the benefit of the staff of Business Barbados.

Appointment of experts

18. Business Barbados may appoint, on such terms and conditions as the Minister approves, such experts as it considers necessary to assist it in such manner as it determines.

Advisory Committee on Intellectual Property

19.(1) There is established a Committee to be known as the "Advisory Committee on Intellectual Property".

(2) The *Fourth Schedule* has effect with respect to the constitution of the Committee and otherwise in relation thereto.

Functions of the Committee

- 20.** The functions of the Committee are to advise the Board on
- (a) policies relating to intellectual property rights in Barbados;
 - (b) matters relating to the specified enactments set out in the *Second Schedule*;
 - (c) the status of Barbados' compliance with intellectual property treaties and conventions; and
 - (d) such other matters relating to intellectual property rights in Barbados, including matters relevant to Barbados' economic and cultural interests,
- as the Board may direct.

PART III

FINANCIAL PROVISIONS

Establishment of Fund

- 21.(1)** For the purposes of this Act, the Business Barbados Fund is established.
- (2) The Fund shall comprise an initial capitalization amount agreed between the Board and the Government which shall be vested in Business Barbados and such other amounts as may
- (a) be voted for the purpose by Parliament;
 - (b) be collected as fees paid to Business Barbados pursuant to the specified enactments;
 - (c) be borrowed by Business Barbados for its purposes;

- (d) be realized from the proceeds of its investments; and
 - (e) become available to Business Barbados from any other source approved by the Minister.
- (3) Notwithstanding any enactment to the contrary, all fees collected by Business Barbados pursuant to the specified enactments shall be retained by Business Barbados and paid into the Fund.
- (4) The resources of the Fund shall be applied in payment or discharge of its expenses, obligations and liabilities and towards the performance of its functions.
- (5) Business Barbados
 - (a) shall develop an investment policy in relation to its resources; and
 - (b) may invest any sums not required for the purposes of subsection (4) in such low-risk securities as it considers appropriate.

Borrowing power

22.(1) Business Barbados may, with the approval of the Minister, borrow any money it requires for meeting any of its obligations or performing any of its functions and shall, in such a case, inform the Minister of

- (a) the amount and source of the loan; and
 - (b) the terms and conditions on which the loan may be obtained.
- (2) The approval of the Minister under subsection (1) may be general or limited to a particular borrowing.

Guarantee of loans

23. The Government may, with the approval of Parliament, in such manner and on such terms and conditions as may be specified, guarantee a loan to Business Barbados together with any interest or other charges payable thereon.

Exemption from taxes

24. Business Barbados is exempt from the payment of corporation tax and land tax.

Accounts

25.(1) Business Barbados shall, in respect of its affairs and functions

- (a)* keep proper accounts and adequate financial and other records; and
- (b)* prepare financial statements in respect of each financial year,

in conformity with generally accepted accounting practice.

(2) For the purposes of subsection (1), “generally accepted accounting practice” means

- (a)* the International Public Sector Accounting Standards issued by the International Federation of Accountants;
- (b)* where no guidance is provided by the Standards referred to in paragraph *(a)*, the Accounting Standards issued by the International Accounting Standards Board; or
- (c)* where no guidance is provided by the Standards referred to in paragraph *(a)* or *(b)*, accounting practice that is generally accepted within the accounting profession in Barbados as appropriate for reporting by the public sector, including statutory bodies.

Audit

26.(1) The Auditor-General shall be the auditor of Business Barbados.

(2) The Auditor-General shall

- (a)* audit annually the accounts of Business Barbados and report to the Business Barbados and the Minister on the financial statements of Business Barbados;

- (b) periodically assess, on such basis as the Auditor-General may determine to be reasonable, the fairness and reliability of the information submitted to the Auditor-General by Business Barbados; and
- (c) provide the Minister and Business Barbados with copies of reports of audits and assessments carried out under this section.

Public Finance Management Act to apply

27. The *Public Finance Management Act, 2019* (Act 2019-1) applies to Business Barbados with such modifications and adaptations as may be necessary.

Reports

28. Business Barbados shall, not later than 3 months after the end of every financial year, submit to the Minister a report containing

- (a) an account of the activities and transactions of Business Barbados throughout the financial year in such detail as the Minister may direct; and
- (b) a detailed statement of all sums remitted in accordance with section 42 of the *Public Finance Management Act, 2019* (Act 2019-1).

PART IV

MISCELLANEOUS

Remuneration of directors

29. Directors, other than *ex officio* directors, are entitled to such remuneration and allowances as the Minister determines.

Directors to declare interest

30.(1) A director who is in any way, whether directly or indirectly, interested in a matter before the Board shall declare the director's interest to the Board.

(2) The Board, excluding the director whose interest was declared, shall determine whether the interest is sufficiently material as to constitute a conflict of interest.

(3) Where the Board determines that the interest is such as to constitute a conflict of interest, the director shall not

- (a) participate in deliberations on the matter concerned; and
- (b) be present during the deliberations.

(4) For the purpose of this section, a director shall be deemed to have a direct interest in a matter where the director or the nominee or immediate relative of the director is

- (a) a shareholder or a partner in; or
- (b) an officer of,

a company or other body of persons having an interest in or involved in a matter before the Board.

(5) For the purpose of subsection (4), "immediate relative" means the spouse, child, parent, brother or sister of a director.

(6) A person who fails to comply with subsection (1) is guilty of an offence and is liable on summary conviction to a fine of \$25 000, unless the director proves that the director did not know of the interest in the matter which was the subject of consideration by the Board.

(7) A person convicted of an offence under this section is no longer eligible to sit on the Board.

Certain information not to be disclosed to Board

31. No person shall disclose to the Board information obtained under any of the specified enactments or prepared from information so obtained, that directly or indirectly reveals the identity of the person, organization or business to which the information relates.

Protection from personal liability

32. No action or other legal proceedings shall lie personally against an employee of, or other person acting under the direction of, Business Barbados or against a director or member for anything done in good faith or intended to be done in the execution or purported execution of this Act.

Notaries public

33.(1) Notwithstanding the provisions of the *Notaries Public Act* (Act 2024-21) any person holding or acting in an office set out in subsection (2) shall be a notary public for Barbados.

(2) The offices to which subsection (1) refers are:

- (a) Registrar;
- (b) Director of IP;
- (c) Senior Legal Counsel;
- (d) Legal Counsel; and
- (e) Legal Administrator.

Corporate business plan

34.(1) Business Barbados shall, every year, prepare and submit to the Minister, a corporate business plan for the following year beginning on 1st April and ending on 31st March.

- (2) The plan referred to in subsection (1) shall include
- (a) the objectives of Business Barbados;
 - (b) the strategies that Business Barbados intends to use to achieve its objectives, including
 - (i) operational and financial strategies; and
 - (ii) human resource strategies,
- and their impact on overall salaries and benefits;
- (c) the expected performance of Business Barbados, generally, and its Divisions, separately;
 - (d) the operating and capital budgets of Business Barbados, including grants and contributions and revenues from the conduct of the operations of Business Barbados generally, and its Divisions, separately; and
 - (e) any other strategic information that the Minister may require.

Ministerial directions

35.(1) The Minister may, in writing, give to Business Barbados directions of a general nature as to the policy to be followed in the performance of its functions; and Business Barbados shall comply with the directions.

(2) The Minister may, at any time, require Business Barbados to provide information concerning any aspect of its administration under this Act; and Business Barbados shall provide the information.

Amendment of Schedules

36. The Minister may by order amend the *First, Second, Third and Fourth Schedules*.

Regulations

37. The Board may, with the approval of the Minister, make regulations to give effect to the provisions of this Act and generally for the proper administration of this Act.

Transitional provisions relating to the State

38.(1) Upon the commencement of this Act

- (a) all funds appropriated for the administration of the Corporate Affairs and Intellectual Property Office shall, by virtue of this Act, vest in Business Barbados;
- (b) all rights, powers, privileges and authorities relating to the administration of the specified enactments, that immediately before the commencement of this Act were vested in and exercisable by the State through the Corporate Affairs and Intellectual Property Office, are vested in and exercisable by Business Barbados;
- (c) all assets vested in or held by the State and used for matters relating to the administration of the Corporate Affairs and Intellectual Property Office before the commencement of this Act
 - (i) are transferred to and vested in Business Barbados and shall be used by Business Barbados for the purposes of this Act; and
 - (ii) are by virtue of this Act, and without further assurance, transfer or formality, with effect from the commencement of this Act, to be held by Business Barbados for the same estate and interest and to the same extent and in the manner as the assets were vested in or held by the State immediately before the commencement of this Act.
- (d) all liabilities incurred by the State in respect of the administration of the Corporate Affairs and Intellectual Property Office and subsisting

immediately before the commencement of this Act shall have effect as if they had been incurred by or on behalf of Business Barbados; and

- (e) without affecting paragraph (d), all contracts made by or on behalf of the State in respect of the administration of any the Corporate Affairs and Intellectual Property Office and subsisting immediately before the commencement of this Act shall be deemed to have been made by or on behalf of Business Barbados and shall be construed with such modifications and adaptations as may be necessary to give effect to them.

(2) For the purpose of this section, the Corporate Affairs and Intellectual Property Office means the office established by section 3 of the *Corporate Affairs and Intellectual Property Office Act*, Cap. 21A, now repealed by this Act.

Transitional provisions relating to civil proceedings

39. All proceedings commenced before the commencement of this Act in any court of competent jurisdiction by or against the State in connection with the Corporate Affairs and Intellectual Property Office may be continued by or against Business Barbados; and process in those proceedings may be amended accordingly.

Appeals to Minister or tribunal

40. An appeal relating to any matter under a specified enactment begun before the commencement of this Act before a Minister, tribunal or other body may be continued and process had and decisions given thereon as if this Act had not been enacted.

Consequential amendments

41. The enactment set out in Column 1 of the *Fifth Schedule* is amended in the respects specified in Column 2 of the *Fifth Schedule*.

Repeal of Cap. 21A

42. The *Corporate Affairs and Intellectual Property Office Act*, Cap. 21A is repealed.

Commencement

43. This Act shall come into operation on a date to be fixed by Proclamation.

FIRST SCHEDULE

(Sections 2, 13 and 36)

Specified enactments relating to Corporate Affairs

1. *Barbados Foreign Sales Corporation Act, Cap. 59C*
2. *Bills of Sale Act, Cap. 306*
3. *Caribbean (Caricom Enterprises) Act, Cap. 14B*
4. *Charities Act, Cap. 243*
5. *Companies Act, Cap. 308*
6. *Electronic Filing Act, 2014 (Act 2014-16)*
7. *Financial Institutions Act, Cap. 324A*
8. *Insurance Act, Cap. 310*
9. *Limited Partnerships Act, Cap. 312*
10. *Pharmacy Act, Cap. 372D*
11. *Private Trust Companies Act, 2012 (Act 2012-22)*
12. *Property Transfer Tax Act, Cap. 84A*
13. *Public Documents (Exemption from Diplomatic or Consular Legislation) Act, Cap. 122*
14. *Registration of Business Names Act, Cap. 317*
15. *Registration of Newspapers Act, Cap. 302*
16. *Small Business Development Act, Cap. 318C*
17. *Societies with Restricted Liability Act, Cap. 318B*
18. *Stamp Duty Act, Cap. 91*
19. *Trade Unions Act, Cap. 361*

SECOND SCHEDULE

(Sections 2, 14, 20 and 36)

Specified enactments relating to Intellectual Property

1. *Copyright Act, Cap. 300*
2. *Geographical Indications Act, Cap. 320*
3. *Industrial Designs Act, Cap. 309A*
4. *Integrated Circuits Act, Cap. 320A*
5. *Patents Act, Cap. 314*
6. *Protection of New Plant Varieties Act, Cap. 267*
7. *Trade Marks Act, Cap. 319*

THIRD SCHEDULE

(Sections 7(2) and 36)

Constitution of Business Barbados Board

Appointment of directors

- 1.(1) The Board shall comprise no more than 9 directors as follows:
- (a) Permanent Secretary in the Ministry responsible for Business, *ex officio*, or nominee; and
 - (b) the following persons appointed by the Minister, by instrument in writing:
 - (i) a representative of Barbados International Business Association;
 - (ii) a representative of the Barbados Chamber of Commerce and Industry;
 - (iii) a representative of the Small Business Association; and
 - (iv) at least 3, but no more than 5 individuals with experience in industry, commerce or business.
- (2) A director, other than an *ex officio* director, shall, subject to the provisions of this *Schedule*
- (a) hold office for a term not exceeding 3 years; and
 - (b) be eligible for reappointment.
- (3) The Minister shall, pursuant to subparagraph (2), determine the term of office of a director in such a manner that in any one year the respective terms of office of no more than 3 directors expire.

Chairman and Deputy Chairman

2. The Minister shall appoint a director to be Chairman, and another to be Deputy Chairman, of the Board.

Resignation

3.(1) The Chairman may resign office by instrument in writing addressed to the Minister.

(2) A director, other than the Chairman, may resign office by instrument in writing addressed to the Chairman, who shall forthwith forward the instrument to the Minister.

(3) Resignation takes effect from the date on which the Minister receives the instrument.

Temporary leave of absence

4. The Minister may, in writing, grant leave of absence to a director.

Temporary appointment

5. Where a director is, or is likely to be, unable to perform the functions of office for more than 30 days, whether as a result of absence from Barbados, illness or other cause, the Minister may appoint a person to act in the place of the director.

Revocation of appointment

6. The Minister shall revoke the appointment of a director who

- (a) fails to carry out any of the functions of director under this Act;
- (b) becomes of unsound mind or becomes permanently unable to perform the functions of director by reason of ill health;
- (c) is convicted of an offence involving fraud or dishonesty or, in the case of any other offence, is sentenced to a term of imprisonment;
- (d) is guilty of serious misconduct in relation to functions as director;
- (e) is bankrupt or compounds with or suspends payment to creditors; or

- (f) fails to declare interest in a matter before the Board as required by section 30.

Vacancies

- 7.(1) A vacancy in the membership of the Board arises on
- (a) the death or resignation of a director;
 - (b) the revocation of the appointment of a director; or
 - (c) the absence of a director from 4 consecutive meetings of the Board without the approval of the Minister.
- (2) A person who is appointed to fill a vacancy referred to in subparagraph (1) shall hold office only for the unexpired portion of the term of the former director concerned.

Disqualification to be director

8. The following persons are disqualified from being directors:
- (a) a member of Parliament; or
 - (b) a person who, were the person a director, would have to be removed from office pursuant to paragraph 6.

Gazetting of appointments

9. The appointment, resignation, death or removal from office of a director shall be notified in the *Official Gazette*.

Seal and execution of documents

- 10.(1) The seal of the Authority shall be
- (a) kept in the custody of the Chairman, the Deputy Chairman, the Chief Executive Officer or the person performing the functions of secretary to the Board and may be affixed to documents or instruments pursuant

to a resolution of the Board, in the presence of any 2 of the persons referred to in this subparagraph; and

- (b) authenticated by the signature of the Chairman or the Deputy Chairman and the Chief Executive Officer or the person performing the functions of secretary to the Board.

(2) All documents or instruments made by the Board, other than those required by law to be under seal, and all decisions of the Board shall be signified under the hand of the Chairman or the Deputy Chairman, the Chief Executive Officer or the person performing the functions of secretary to the Board.

Committees

11.(1) The Board may appoint committees of its members or other persons to assist it with the proper discharge of its functions.

(2) Where a person who is not a member of the Board is appointed to a committee, the Board may, with the approval of the Minister, determine the remuneration and allowances to be paid to the person.

Meetings

12.(1) The Board shall meet as often as may be necessary or expedient for the transaction of its business; and such meetings shall be held at such places and times as the Board may determine.

(2) The Chairman, or in the event of the Chairman's absence from Barbados or inability to act as such, the Deputy Chairman, may at any time call a special meeting of the Board and shall call such a meeting within 7 days of the receipt of a request for the purpose addressed to the Chairman in writing and signed by not less than 3 directors.

(3) The Chairman, or in the Chairman's absence, the Deputy Chairman, shall preside at all meetings of the Board.

- (4) Where the Chairman and the Deputy Chairman are absent from a meeting, the directors present shall elect a director from among their number to preside at the meeting.
- (5) Five directors shall constitute a quorum.
- (6) The decisions of the Board shall be by a majority of votes and in a case where the voting is equal, the Chairman or other person presiding at the meeting shall, in addition to an original vote, have a casting vote.
- (7) Minutes of each meeting shall be kept by the person performing the functions of secretary to the Board or by such other officer as the Board appoints for the purpose and shall be confirmed by the Board and signed by the Chairman or Deputy Chairman at the next meeting of the Board.

Attendance of non-members at meetings

- 13.** The Board may invite any person to attend any of its meetings to assist or advise it with respect to any matter under its consideration, but a person so invited does not have a right to vote.

Board may regulate proceedings

- 14.** Subject to the provisions of this *Schedule*, the Board may regulate its own proceedings.

FOURTH SCHEDULE

(Sections 19(2) and 36)

Constitution of Advisory Committee on Intellectual Property

Appointment of Committee members

1. The Committee shall comprise no more than 13 members as follows:
 - (a) Permanent Secretary in the Ministry responsible for Business, *ex officio*, or nominee;
 - (b) Permanent Secretary in the Ministry responsible for Agriculture, *ex officio*, or nominee;
 - (c) Permanent Secretary in the Ministry responsible for Innovation, Science and Technology, *ex officio*, or nominee;
 - (d) Director of Intellectual Property, *ex officio*;
 - (e) Chief Executive Officer, National Cultural Foundation, *ex officio*, or nominee;
 - (f) Chief Executive Officer, Export Barbados, *ex officio*, or nominee;
 - (g) Solicitor General, *ex officio*, or nominee;
 - (h) Chief Executive Officer, Copyright Society of Composers, Authors and Publishers Inc., *ex officio*, or nominee;
 - (i) Director, Barbados Museum and Historical Society, *ex officio*, or nominee; and
 - (j) at least 2, but not more than 4 individuals with experience in intellectual property, industry, business or innovation who shall be appointed by the Minister.

Chairman and Deputy Chairman

2. The Minister shall appoint one of the members of the Committee to be Chairman and one to be Deputy Chairman, respectively.

Meetings

3.(1) The Committee shall meet at such times as the business of Business Barbados requires.

(2) The Chairman, or in the Chairman's absence the Deputy Chairman, shall preside at meetings of the Committee.

(3) Seven members of the Committee shall constitute a quorum.

Term of appointment

4.(1) Members of the Committee other than *ex officio*, members, hold office for a period of 3 years from the date of their appointment but are eligible for reappointment on the expiration of the period of their tenure of office.

(2) The Minister shall, pursuant to subparagraph (1), determine the term of office of a member of the Committee in such a manner that in any one year the respective terms of office of no more than 3 members of the Committee expire.

Resignation

5.(1) The Chairman may resign office by instrument in writing addressed to the Minister.

(2) A member, other than the Chairman, may resign office by instrument in writing addressed to the Chairman, who shall forthwith forward the instrument to the Minister.

(3) Resignation takes effect from the date on which the Minister receives the instrument.

Temporary leave of absence

6. The Minister may, in writing, grant leave of absence to a member.

Temporary appointment

7. Where a member is, or is likely to be, unable to perform the functions of office for more than 30 days, whether as a result of absence from Barbados, illness or other cause, the Minister may appoint a person to act in the place of the member.

Revocation of appointment

8. The Minister shall revoke the appointment of a member who
- (a) fails to carry out any of the functions under this Act;
 - (b) becomes of unsound mind or becomes permanently unable to perform functions by reason of ill health;
 - (c) is convicted of an offence involving fraud or dishonesty or, in the case of any other offence, is sentenced to a term of imprisonment;
 - (d) is guilty of serious misconduct in relation to the member's functions;
 - (e) is bankrupt or compounds with or suspends payment to creditors;
 - (f) fails to declare the member's interest in a matter that is before the Committee.

Vacancies

- 9.(1) A vacancy in the membership of the Committee arises on
- (a) the death or resignation of a member;
 - (b) the revocation of the appointment of a member; or
 - (c) the absence of a member from 4 consecutive meetings of the Committee without the approval of the Minister.

(2) A person who is appointed to fill a vacancy referred to in subparagraph (1) shall hold office only for the unexpired portion of the term of the former member concerned.

Disqualification

10. The following persons are disqualified from being members of the Committee:

- (a) a member of Parliament;
- (b) a person who, other than a person specified in paragraph 1(1)(a),(b), (c) or (g) is a public officer within the meaning of the *Public Service Act*, Cap. 29; or
- (c) a person who, were the person a member, would have to be removed from office pursuant to paragraph 8.

Gazetting of appointments

11. The appointment, resignation, death or removal from office of a member shall be notified in the *Official Gazette*.

Attendance of non-members

12. The Committee may invite any person to attend any of its meetings to assist or advise it with respect to any matter under its consideration, but a person so invited does not have a right to vote.

Remuneration

13. Members of the Committee, other than *ex officio* members, are entitled to such remuneration and allowances as the Minister determines.

Committee may regulate procedure

14. Subject to this *Schedule*, the Committee may regulate its own procedure.

FIFTH SCHEDULE

(Section 41)

CONSEQUENTIAL AMENDMENTS

| Column 1 | Column 2 |
|---|--|
| <i>Enactments</i> | <i>Amendments</i> |
| 1. <i>Companies Act</i> , Cap. 308 | <p>In section 175,</p> <p>(a) insert the following immediately after subsection (10):</p> <p style="padding-left: 40px;">"(10A) Without affecting the powers conferred upon the Registrar by subsections (5), (6), (7), (8) and (10), the Permanent Secretary in the Ministry responsible for Business shall have and exercise the same powers as are conferred on the Registrar by those subsections for the proper administration and enforcement of the affairs of the Ministry; and for the purpose of giving effect to this subsection those subsections shall be read and construed as if the words "or Permanent Secretary in the Ministry responsible for Business" were set out in those subsections immediately after the word "Registrar."; and</p> <p>(b) In subsection (12), immediately after the words "(10)" add the words "or (10A)".</p> |
| 2. <i>Public Finance Management Act</i> , 2019 (Act 2019-1) | <p>In the <i>Second Schedule</i>, insert immediately after paragraph 14 the following:</p> <p style="padding-left: 40px;">"14A. Business Barbados."</p> |
| 3. <i>Notaries Public Act</i> , 2024 (Act 2024-21) | <p>In the <i>First Schedule</i>, delete paragraphs (p), (q) and (r).</p> |