

**BHUTAN NATIONAL CHAMBER OF COMMERCE AND INDUSTRY BILL 2009**

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**THE BHUTAN NATIONAL CHAMBER OF COMMERCE AND INDUSTRY BILL  
2009**

**Preamble**

An Act to provide for the National Chamber of Commerce and Industry of Bhutan, Regional Chambers and for connected purposes;

The Parliament of Bhutan in its ..... Session held on .....Day of the ..... Month of the .....Year of the Bhutanese Calendar, corresponding to ..... of ....., 200..... hereby enacts the Bhutan Chamber of Commerce and Industry Act.

**Chapter 1  
Preliminary**

**Title, Commencement and Extent**

1. This Act shall:
  - (a) be called as the Bhutan National Chamber of Commerce and Industry Act 2007;
  - (b) come into force on the ..... of the ..... of the.....corresponding to the..... Day of the ..... Month 2009; and
  - (c) extend to the whole of the Kingdom of Bhutan.

**Application**

2. This Act shall apply to all the businesses that hold a licence, without regard to scale and investment and who is a member of the Bhutan National Chamber of Commerce and Industry, as established by this Act, in accordance with the membership registration procedures.

**Repeal**

3. This Act hereby repeals any provisions of any law, directives, circulars, rules or regulations that are inconsistent with this Act.

**Chapter 2**  
**Bhutan National Chamber of Commerce and Industry**

**Establishment and Incorporation of the Bhutan National Chamber of Commerce and Industry with its Constitution**

1. There shall be established a body to be called the Bhutan National Chamber of Commerce and Industry with its Constitution, which shall be a body corporate with perpetual succession and a common seal, having capacity to purchase, take, hold and dispose of land and other property of whatever kind, to enter into contracts, to sue and be sued in the said name and to do all things necessary for the purposes of this Act.
2. The persons who were members of the Chamber immediately before the commencement of this Act, and such persons as shall thereafter from time to time be duly admitted members thereof, shall comprise the membership of the Chamber.
3. Appointments to various offices to the Chamber shall be as per the Schedule of this Act.

**Chamber to be governed by its Constitution**

4. The Chamber shall be governed by its Constitution and rules set out in the Schedule to this Act, which Schedule shall be read and construed as an integral part of this Act.

**Objectives of the Chamber**

- 5.1 The objectives of the Chamber shall be to:
  - (a) encourage, enhance and promote an investment climate which is favourable to both local and foreign investors;
  - (b) continuously work towards the strengthening of the partnership between the public and private sectors, and the growth of private enterprise;
  - (c) promote and encourage commercial ventures and capital investment;
  - (d) promote the development of services of agriculture, tourism, forestry, industry, manufacturing and other related fields;
  - (e) undertake, promote and facilitate economic and financial studies as a guide to investment;

- (f) consider, discuss and take action on questions directly or indirectly relating to or affecting commerce and industry generally, including promoting and supporting any other concerns affecting the entire country;
- (g) collect and distribute statistical and other information relating to commercial services, and businesses, tourism, and manufacturing sectors, including the professionals and different trades in Bhutan;
- (h) foster and encourage cooperation among private, financial and non-governmental organizations in the development and use of their human resources to strengthen and improve the economic development of Bhutan;
- (i) promote the development of export-oriented businesses so as to increase foreign earnings and aid growth;
- (j) actively promote Bhutan abroad for foreign investment and a popular destination for tourists;
- (k) promote and support the cultural and scientific advancement of Bhutan with due regard to the protection of the environment and the preservation and promotion of Bhutan's cultural heritage;
- (l) liaise closely with the Government on matters of national importance and interest; and
- (m) promote and foster the tri-partite relationship with Government, Employers and employees through active participation in and contribution to relevant representative organizations and bodies nationally and internationally.

5.2 The objectives and goals of the Chamber shall also include any other objective or purpose that may from time to time be included in the Constitution of the Chamber.

### **Powers of the Chamber**

6. In carrying out any of its goals and objectives, the Chamber may exercise all or any of the following powers of:

- (a) providing assistance to businesses;
- (b) guaranteeing loans;
- (c) making funds available by borrowing from sources either in Bhutan or abroad and giving security for any loans obtained;
- (d) opening and operating bank accounts;

- (e) furnishing managerial, technical, and administrative services for enterprises in Bhutan;
- (f) investing funds and reserves of the Chamber in securities which may be determined by the Chamber;
- (g) acquiring, holding, taking or giving, on lease or hire, any immovable or movable property;
- (h) mortgaging, pledging and selling or otherwise disposing of any properties for the purposes of the affairs of the Chamber;
- (i) giving any guarantee or indemnity or entering into, any arrangements with, the Government, any local authority, body corporate or other person, in order to obtain any rights, concessions, and privileges which any be conducive to the attainment of any of the objectives of the Chamber;
- (j) making appropriate provision for the welfare of employees and former employees of the Chamber;
- (k) doing any other thing which may be incidental or conducive to the carrying out of the Chamber's goals and objectives; and
- (l) forming working committees.

### **Establishment of Regional Branches**

7. The Chamber may establish and maintain Regional Branches in any regions or districts or in such geographical area and where there is a request petitioned by such members for a branch of the Chamber. All such chapters will be accountable to the Executive Council of the Chamber.

### **Legal proceedings against the Chamber**

8. Legal proceedings for and on behalf of the chamber may be brought by the Secretary General, and in any legal proceedings against the Chamber, service of process on the Secretary General shall be sufficient service.

### **Dues and Assessments**

- 9.1 The annual dues payable by the members of the Chamber shall be determined annually by the Council and approved by the General body. The General body shall also endorse any change in the original amount.
- 9.2 Other assessments may be levied against all members, provided they are recommended by the Council and approved by the majority of members present at the General body

meeting of the Chamber. The nature of the proposed assessment shall also be presented in the meeting.

### **Affiliation**

10. The Chamber, at the discretion of the Council, shall have the powers to affiliate with any organization provided it is in the interest of the Chamber.

### **Auditing**

11. The accounts of the chamber shall be audited by the Royal Audit Authority at least once in a year. An audited financial statement shall be presented in the annual general meeting.

## **SCHEDULE**

### **Constitution and Rules of the Bhutan National Chamber of Commerce and Industry**

#### **1. Name of the Chamber**

The Name of the Chamber shall be called the Bhutan Chamber of Commerce and Industry, as established under this Act.

#### **2. Organs**

The Chamber shall comprise of the following Organs:

- 2.1 General Body;
- 2.2 Executive Council;
- 2.3 General Secretariat; and
- 2.4 Working Committees.

#### **3. General Body**

The General Body shall:

- i. be the supreme constitutional organ of the chamber;
- ii. consist of the members of the Executive Council, Thromdue Thuemi from all the Dzongkhags, and the President and Vice Presidents.

#### **4. Responsibilities and Powers of the General Body**

- i. approve the annual budget, accounts and adopt the annual report;
- ii. approve or delineate the approval of byelaws and rules & regulation for the Chamber; and
- iii. frame out general policy directives and the programs of the work of the Chamber.

#### **Executive Council**

**5.1** The members of the Executive Council shall be elected from amongst the members of the Chamber and shall serve for a period of three years. There shall be a fifteen member Council. Where a member of a Council dies or resigns from office, or is absent from three consecutive meetings of the council, the Council may at any meeting thereof, elect a new member of the council in place of the member who had died or resigned, or is absent. The Executive Council shall:

- a) implement the decisions of the General Body and take such other steps as may be necessary to further the objectives of the Chamber;
- b) fulfill other functions delegated to it by the General Body;
- c) determine the time & place of the General Body Meeting;
- d) decide on invitation of guests & observers to attend the General Body Meetings;
- e) finalize the agencies for General Body Meeting;
- f) decide upon points for submission to the Parliament, as and when required;
- g) recommend the byelaws, Rules & Regulations and other modifications for the Chamber for endorsement by the General Body;
- h) set policies for the Chamber; and
- i) appoint the Secretary General, as may be the case, in pursuance to rules & regulations.

**5.2** All the members shall be eligible for only one time re-nomination. However they are eligible for re-election after a passage of three years.

#### **6. General Secretariat**

**6.1** There shall be a General Secretariat of the Chamber headed by a Secretary General and composed of such other staff as may be appointed in accordance with the rules & regulations of the Chamber. The functions of the General Secretariat shall include but shall not be limited to:

- (i) monitoring and reviewing the various trade agreements to which Bhutan is a signatory;
- (ii) monitoring and reviewing the performance of Bhutanese business in these special markets;
- (iii) representing Bhutan through the Chamber in all seminars, conferences and fairs relating to any trade to which the Chamber commits;
- (iv) participating in, as Bhutan's private sector representative, all trade negotiations in which the private sector is involved;
- (v) representing the private sector in all trade and investments;
- (vi) keeping relevant trade statistics on movement of Bhutanese products in and out of the country and the movement of products into the country from special and other markets;
- (vii) updating and sensitizing members on trade regulations relevant to their products, including all aspects of trade protocols and disseminating relevant trade information to members;
- (viii) liaising with relevant public sector officials regarding changes and updates in policies and practices in the field of trade, investment, services, etc;
- (ix) advocating on behalf of members through the relevant mechanism the settlement of trade disputes;
- (x) making representations to the Government on behalf of the business community on policy matters relating to commerce, trade and the development of infrastructure and services relevant to these sectors; and
- (xi) promoting high-level public/private sectors, inbound/outbound trade missions.

## **7. Functions of the Secretary General**

The Secretary General shall:

- i. be the Member Secretary of the General Body;
- ii. be responsible for the day-to-day work of the Secretariat to achieve the aims and objectives of the Chamber;
- iii. appoint necessary staff and fix their emoluments in accordance with the Service Rule;

- iv. in the performance of his duty, communicate with government authorities, national and international organizations in all matters falling within the authority of the Chamber;
- v. report and publish periodically all issues that are of interest to the members and others as may be necessary;
- vi. represent or nominate participants in all sectoral meeting on behalf of the Chamber as and when required;
- vii. have the right to attend all meetings of the General Body, Executive Council and such other committees as may be appointed from time to time; and
- viii. process documents and correspondence in consultation with the President & Vice Presidents.

## **8. Chamber Working Committees**

- 8.1** Various activities and the programmes of the Chamber shall be carried out using Standing and Ad-hoc Committees. There shall be Working Committees as follows:
- a. Membership Development and Services Committee;
  - b. Business Development Committee;
  - c. Export and Import Committee;
  - d. Public Affairs and Government Relations Committee;
  - e. Finance Committee;
  - f. Community Services Committee;
  - g. Employers and Labour Relations Committee;
  - h. Management Committee;
  - i. Arbitration Committee; and
  - j. Adhoc Committees

## **9. Membership Development and Service Committee**

This Committee shall be comprised of five members and shall be appointed in the General Body Meeting and shall have responsibility to:

- (i) review the criteria for membership contribution and recommend modification for ratification of such contribution by the Executive Council;
- (ii) continuously review services offered to members; and
- (iii) give guidance to the established staff membership development.

## **10. Business Development Committee**

**10.1** This Committee shall be comprised of ten members and shall be appointed in the General Body Meeting and shall have responsibility to:

- (i) promote business development both for the domestic and international markets in the traditional and non- traditional sectors of the economy;
- (ii) encourage the effort of agriculture, industrial and manufactured products as well as services and the development of the industries such as tourism and financial services; and

## **11. Export and Import Committee**

This Committee shall be comprised of five members and shall be appointed in the General Body Meeting. The functions of this Committee shall be to:

- (i) actively deliberate on Government's decisions on tariffs and duties as they relate to commerce and industry; and
- (ii) actively address problems hampering the orderly and timely importation and exportation of goods and services into Bhutan.

## **12. Public Affairs and Government Relations Committee**

This Committee shall be comprised of five members and shall be appointed in the General Body Meeting.

The functions of this Committee shall be to address issues relating to the economic development and the business climate of the country. The Committee members shall provide the Secretary General with advice and support on policy matters.

The Chairperson of the Business Development Committee on the advice and agreement of the members of the Association shall appoint the Chairperson of the Association.

### **13. Finance Committee**

This Committee shall be comprised of five members and shall be appointed in the General Body Meeting. The functions of this Committee shall be to:

- (i) review the annual budget and ensure that it is presented to the Executive Council for adoption no later than one calendar month following the end of the accounting period. Such budget when adopted shall form the basis for all appropriations with respect to the Chamber's finances. It shall be the responsibility of the management to ensure that all appropriations are in accordance with the approved budget and any significant deviation must be notified to and sanctioned by the Executive Council. Any such misappropriation or deviation shall form the basis for disciplinary action against such responsible personnel;
- (ii) ensure that monthly statements in accordance with approved budget are presented to the Executive Council;
- (iii) ensure that the Secretary General has put in place adequate systems to safeguard the organization's assets and finances;
- (iv) ensure that there are sufficient funds to run the organization and to take such steps as are necessary to ensure continued viability; and
- (v) ensure that proper audit is done of the finances and operations of the Chamber.

### **14. Community Service Committee**

This Committee shall be comprised of three members appointed in the General Body Meeting. The functions of this Committee shall be to address issues and implement programs relating to social community concerns.

### **15. Employers and Labour Relations Committee**

This Committee shall be comprised of five members appointed in the General Body Meeting. The functions of this Committee shall be to:

- (i) monitor the work of the tripartite relationship with Government, Employers and Labour;
- (ii) represent the Chamber through a member on the Labour Advisory Board;
- (iii) represent the Chamber through a member on the Community Services Committee;

- (iv) participate and report to the Executive Council on all developments with respect to Employer/Labour relations which may impact on business, whether local or international;
- (v) work towards matching job opportunities with skills availability; and
- (vi) assist in human resources development emphasizing right areas to ensure balanced community development.

## **16. The Management Committee**

The President shall be the chairperson of this Committee and the Vice Presidents shall be the members. The functions of this Committee shall be to:

- (i) provide general directions to the General Secretariat on the daily running of the Chamber's operations;
- (ii) act as a consultative body for the management on matters of urgency or special importance;
- (iii) recommend personnel and employment policies for all employees of the Chamber to the Executive Council and recommend disciplinary actions where necessary;
- (iv) liaise with and receive reports from Chairperson of other Committees for presentation to the Executive Council; and
- (v) liaise with local media so as to stimulate public awareness of the issues relating to economic and social development and to motivate public support for these issues.

## **17. Arbitration Committee**

This Committee shall comprise of three members with the President or a Vice President as the Chairman and two other members appointed during the General Body Meeting. This Committee shall look after any dispute among the members or the business or of rule breaking. The arbitral award shall be binding on the parties. The procedure of this Committee shall be as per the rules issued by the Chamber.

## **18. Associations**

The Chamber shall establish business associations base on the need comprising from groupings of businesses with common interest and direction. The associations shall function under the rules and regulations set by the chamber for establishment and operations.

The functions of the Associations shall be to:

- (a) sensitize and keep the Executive Council of Chamber advised and appraised, through the Business Development Committee, of developments within the Association through regular reports by the Chairperson;
- (b) support the Executive Council in its lobbying efforts on their behalf with Government and other institutions;
- (c) create a focused forum for the exchange of information between Chamber Executive and the Association and its members;
- (d) liaise, coordinate and communicate through the Chamber with other similar International Associations; and
- (e) create a dedicated environment for statistical and other data to facilitate the development of strategies for improved efficiencies and increased competitiveness within the Association's related sector.

## **19. Membership**

The membership to the Chamber shall be composed of Sectoral Association, Voluntary individuals and interested enterprises. For this purpose the Chamber shall initiate & encourage formation of Sectoral Association & publicize the membership eligibility.

## **20. Eligibility**

Any Person, Association, Cooperative, Corporation, Partnership, Estate Developer, Service Provider, Quasi-governmental and Non-Governmental Organizations, whose goals and objectives are compatible to those of the organization, shall be eligible to apply for membership.

## **21. Contribution by Membership**

Membership contributions shall be at such rate or rates, schedule or formula as may be prescribed by the Executive Council, from time to time, and as approved by the General Body, payable annually in January or in a proportionate sum on the date of acceptance for new membership.

## **22. Termination of Membership**

Any member of the Chamber may:

- i. be expelled by the Executive Council by a two-third vote for non-payment of dues after ninety days from the date due, unless otherwise extended for good cause;
- ii. be expelled by a two-third vote of the Executive Council, at a regular scheduled meeting thereof, for conduct unbecoming of a member or prejudicial to the aims or

repute of the Chamber, after giving a fifteen day's notice and opportunity of being heard to the concerned member; or

- iii. be expelled for breach of the Constitution of the Chamber or conduct inconsistent with the laws of Bhutan.

### **23. Voting**

In any proceeding in which voting by members is called for, each member shall be entitled to one vote, provided that such member is financially current at the time of such voting.

### **24. Establishment of Branch Offices**

- 24.1. There shall be established a Branch Office of the Chamber headed by a Thromdue Thuemi in each of the Dzongkhags, as and when required.
- 24.2. The Thromdue Thuemi shall represent in the respective Dzongkhag Yargay Tshogchung (DYT) as representative of the local business community. The Thromdue thuemi shall also be one of the office bearers of the local chapter.
- 25.3 Rules and regulations for these Branch Offices shall be constituted within the mandate of the Chamber and adopted by the Executive Council.
- 25.4 The Executive Council shall make regulations for the proper operation of such Branch Offices, including rules and procedures for the selection of officers, regulation of finances and procedures of meetings

### **26. The President**

There shall be one President & two Vice Presidents for the Chamber as elected in the General Body Meeting amongst the members of the Chamber. The President shall be the Chairman of the Executive Council and in his capacity:

- a) make representations and lead all delegations on behalf of the Chamber in accordance with the policy decisions of the General Body and the directives of the Executive Council;
- b) have the authority to sign any documents, which is outside the mandate of the Secretary General, on behalf of the Chamber, as well as delegate this authority to one of the Vice Presidents; and
- c) perform any other functions incidental to the office of the President and take decisions in matters of urgency in agreement with Vice Presidents and report such decisions to the next meeting of the Executive Council.

## **27. Terms of Office**

The President and the Vice Presidents shall serve for a period of three years and they shall be paid remunerations as decided by the service rules of the Chamber. They shall be eligible for only to two terms in the office.

## **28. Vacancies**

Vacancies in the Chamber can arise from death or resignation. Also, should any member of the Council be absent from three consecutive meetings of the Council without a valid excuse, the Council shall have the power to declare the seat vacant. The Council at the next meeting shall fill any such declared vacancy. The term of office of each member so elected shall be for the remaining period of such vacancy.

## **29. Meetings**

The President of the Chamber and in his absence the Vice- President shall chair all the meetings of the Executive Council and the General Body.

## **30. The General Body Meeting**

- i. The General Body shall meet once in every year at such place and time as recommended by the Executive Council and notified by the General Secretariat at least thirty days in advance.
- ii. The resolutions of the General Body shall be deemed to have been adopted if it has been accepted unanimously or by a two third majority.
- iii. The Extraordinary meeting of the General Body may be called by the Executive Committee to discuss urgent matters as and when necessary by giving at least three days of notice to the members of the General Body.
- iv. Such Extraordinary meetings shall discuss only those items on the agenda for which the meeting has been specifically convened.
- v. No proxies shall be permitted.

### **31. The Annual General Meeting**

- i. The Annual General Meeting of the Chamber shall be held no later than the end of April of each year.
- ii. The time and place shall be fixed by the Executive Council and notice thereof sent by hard copy or electronic mail to each member at least thirty days before the said meeting.
- iii. The business to be transacted at an Annual General Meeting shall be as follows:
  - a. to receive from the Council and to consider the report of the proceedings of the past year;
  - b. to approve the audited financial statement of the past year;
  - c. to appoint the auditors for the coming financial year;
  - d. to vote on any resolution which may be proposed by the Council.
- iv. No proxies shall be permitted for the Annual General Meeting.

### **32. Special General Meetings**

- i. The President may call Special General Meetings of the Chamber at any time, or upon petition in writing of any twenty percent (20%) of the members in good standing.
- ii. Notice of such meetings shall be mailed to each member at least fourteen days prior to such meetings.
- iii. The time and place shall be fixed by the Executive Council and the notice shall include the purpose of the meeting.
- iv. Such meetings shall be called to consider any matters coming within the scope of the objectives for which the Chamber is established, and specifically to make amendments to any article of the Constitution and Rules.

### **33. Executive Council/Committee Meeting**

- i. Meetings of the Executive Council shall be held once in every three months at a convenient date to be set by the President.
- ii. Special Meetings of the Council may be called by the President or by three members of the Council upon written notice to the members of the Council.
- iii. Meetings of the Council may be called by the Council Chairperson or by the President.
- iv. In the absence of the President, any Vice President may call a Council meeting.
- v. Notice with an agenda shall be given to each member at least three days prior to the said meeting. However, this period of notice can be varied by the President or in his absence, by the Vice Presidents.
- vi. No proxies shall be permitted.
- vii. The resolution of the Executive Council shall be deemed to have been adopted when it is accepted unanimously or by a two third majority.

#### **34. Quorum**

- i. The Quorum for the Annual General Meetings and Special General Meetings shall be a simple majority of the total strength of the member, but in the event the simple majority of the total strength of the members is not received, one third will also suffice.
- ii. The Quorum for the Executive Committee shall be two third of the total strength of the members. At Committee meetings, a majority of the core Committee shall constitute a quorum.
- iii. Notwithstanding any quorum at Annual General Meeting or Special General Meeting, any special motion that significantly affects membership assets or Constitution and rules of the Chamber, or Executive Council relationship outside
- iv. the normal electoral procedures must be ratified by fifty one percent (51%) of the members. Such ratification may be obtained by circulation and must be duly recorded in the minutes of the meeting.

#### **35. Agendas and Minutes**

Agenda and minutes of the previous meeting must be prepared for all meetings.

#### **36. Chairperson of Meeting**

The President shall chair the meetings. In his absence, one of the Vice Presidents shall chair and in their absence the meeting shall elect its own Chairperson. The Chairperson shall have a second or casting vote.

### **37. Motions**

Any member of the Chamber wishing to propose a motion at any meeting on any subject or matter not included in the Agenda for discussion shall give in writing to the Secretary General, setting forth the terms of his motion a week prior to the day of the meeting at which the motion is intended to be introduced. Any member may at such meeting propose any motion without previous notice with the sanction of the majority of the members present, and which, in the opinion of the Chairperson presiding, it in accordance with the rules.

### **38. Budget & Accounts**

The fiscal year of the chamber shall be the calendar year and the Executive Council shall approve the budget & accounts of the Chamber for each financial year and submit it to the General Body for endorsement.

### **39. Subscription and Donations**

The Chamber may accept Subscriptions, Donations and Grants, both in cash and kinds, with the clearance of the Royal Government from both within and outside the kingdom.

The Chamber may charge a fee in any form for any services rendered with the approval of the Executive Council.

### **40. Limitation of Authority**

No action by any Committee shall be binding upon, or constitute an expression of the policy of the Chamber until it has been approved or ratified by the General Body.

## **Chapter 3 Miscellaneous**

### **Amendment**

1. The amendment of this Act by way of addition, variation or repeal may be effected only by the Parliament.

### **Authoritative text**

2. In any instance of a difference in meaning between the Dzongkha and English texts of this Act, the Dzongkha text shall prevail.

### **Rule of Construction**

3. in this Act:

- (a) Word importing the masculine gender shall include the feminine gender and neutral gender, as the case may be; and

### **Rules**

4. For enforcement of this Act, the chamber shall frame rules within the provision of this Act. All rules framed shall be endorsed by the General body.

### **Definitions**

5. Unless the context otherwise requires, the following words and terms used in this Act shall have the following meanings assigned to them:

“The Chamber” means the Bhutan National Chamber of Commerce and Industry as established under this Act.

“Constitution” means the Constitution of the Bhutan Chamber of Commerce and Industry as set out in the Schedule to this Act and as established under this Act.

“Government” means the Royal Government of Bhutan.

“The Council” means the Executive Council of the Bhutan Chamber of Commerce and Industry.

“Member” means the member of the Bhutan Chamber of Commerce and Industry.

“Special Markets” means niche market created by Bhutanese products.