

LAW ON CHAMBERS OF COMMERCE

GENERAL PROVISIONS

Article 1

Subject

This Law shall regulate the establishment, organization, operation, financing and termination of the chambers of commerce.

Article 2

Aims

For the purpose of promoting the professional and business practices and norms, as well as advocating and protecting the interests, the business entities on the territory of the Republic of Macedonia shall establish chambers of commerce (hereinafter: chamber).

Article 3

Status and registration

(1) The chamber shall be an independent and autonomous organization with capacity of a legal entity.

(2) The chamber shall acquire the capacity of a legal entity as of the day of its entry in the register of other legal entities (hereinafter: register), kept by the Central Register of the Republic of Macedonia.

(3) The chamber shall be a non-profit organization. If in the course of its operations the chamber generates profit on any grounds referred to in this Law, it has to be used solely for supporting and achieving the aims and tasks for which it is established.

(4) The chamber shall be liable for its obligations with its entire assets.

Article 4

Membership

(1) Natural persons – sole proprietors (SP) and legal entities, entered in the trade register and the register of other legal entities, with head office in the Republic of Macedonia, performing commercial activity, shall become members of the chamber.

(2) Other entities entered in the register, with head office in the Republic of Macedonia, which contribute to the promotion of the performance of the economy by their activity, may become members of the chamber.

Article 5

Chamber's membership fee

(1) The admission to, and resignation from the chamber shall be free and on a voluntary basis.

(2) The members of the chamber shall pay chamber's membership fee.

Article 6

Name of the chamber

- (1) Each chamber shall have a name.
- (2) The chamber may as well use an abbreviation of the name if it is entered in the register.

Article 7

Publicity

- (1) The operations of the chamber shall be public.
- (2) The publicity of the operations of the chamber shall be ensured especially by:
 - continuous provision of information to the members about the operations of the chamber,
 - publication of the decisions of the chamber's bodies, in the manner determined by the statute of the chamber;
 - publication of brochures, magazines and alike, and
 - other manners closely regulated by the statute of the chamber.

II. ESTABLISHMENT OF THE CHAMBERS

Article 8

Establishment of the chamber

- (1) Founders of the chamber may be at least 50 legal entities and natural persons, entered in the trade register and the register of other legal entities, with head office in the Republic of Macedonia and performing a commercial activity.
- (2) The chamber shall be established on a founding assembly when a decision on establishment is to be adopted.
- (3) The statute shall be adopted and the bodies of the chamber shall be elected on the founding assembly.

Article 9

Statute and content of the statute

- (1) The statute of the chambers shall contain:
 - 1) name of the chamber, containing the word "chamber" at the beginning or at the end, unless that word is in any other manner part of the name of the chamber;
 - 2) head office of the chamber;
 - 3) manner of decision-making;
 - 4) type, composition and manner of election of the management, i.e. the supervisory body;
 - 5) detailed regulation of the manner and requirements for admission, resignation and exclusion from the chamber;
 - 6) control over the operations of the chamber;
 - 7) manner of convening and holding the chamber's assembly;
 - 8) content and forms of achieving cooperation with other chambers;
 - 9) achieving publicity in the operations;
 - 10) manner of providing funds for operations of the chamber;
 - 11) status and tasks of the expert services ;
 - 12) dealing with the chamber's assets in case of termination of the chamber,

- 13) performance of public authorizations determined by law, and
- 14) other issues determined by this Law.

(2) The statute of the chamber shall be adopted with consent given by all founders, and shall be amended with the majority determined by the statute of the chamber (hereinafter: statute).

Article 10

Relationship between the Law, the statute and other acts

(1) Any provision of the statute or other act of the chamber contrary to the provisions of this Law shall be null and void.

(2) The provisions of the statute shall apply if any provision of other act of the chamber is not in accordance with the statute.

Article 11

Bodies of the chamber

Bodies of the chamber shall be:

- assembly,
- management board,
- supervisory board, and
- president.

Article 12

Composition of the assembly

(1) The assembly of the chamber shall be the highest body of the chamber, composed of all the members of the chamber.

(2) The statute of the chamber may anticipate the assembly to be composed of representatives of several members of the chamber.

(3) The number of representatives in the assembly referred to in paragraph (2) of this Article shall be constituted of representatives whose number, term of office, manner of election and dismissal shall be determined by the statute of the chamber.

Article 13

Competences of the assembly of the chamber

The chamber's assembly shall have the following competences:

- adopt a statute and other acts as well as their amendments,
- adopt annual work program of the chamber and a financial plan,
- adopt the report on the implementation of the annual work program and the financial plan,
- determine the amount of the membership fee,
- elect and dismiss the president of the chamber,
- elect and dismiss the members of the management board and the members of the supervisory board,
- decide on termination of the chamber with two-thirds majority,
- decide on the manner of association in separate organizational forms as determined in Article 22 of this Law, and
- perform other activities determined by this Law and by the statute of the chamber.

Article 14

Manner of operation of the assembly

(1) The assembly may legitimately operate if the majority of the total number of members of the chamber are present.

(2) The assembly shall decide upon issues within its competence by majority votes of the present members of the assembly, unless otherwise determined by the statute of the chamber.

Article 15

Management board

(1) The management board of the chamber shall be a management body.

(2) The number of members in the management board and the manner of election shall be regulated by the statute of the chamber.

(3) The management board shall:

- prepare the sessions of the assembly of the chamber,
- implement the policy, conclusions and decisions adopted by the assembly,
- adopt decision pertaining to the implementation of the work program, financial plan and other acts of the assembly of the chamber,
- raise initiatives and take positions for adoption of laws and other regulations and acts being of interest for the chamber,
- adopt decision on the basis of the statute of the chamber,
- adopt acts on organization, systematization and scope of operations of the expert services, in accordance with law and with the statute of the chamber, and
- perform other activities determined by this Law and by the statute of the chamber.

Article 16

Supervisory board

(1) The supervisory board shall be composed of at least three members.

(2) The members of the supervisory board shall be elected for a time period of four years without the right to be re-elected.

(3) The supervisory board shall supervise the lawfulness, material and financial operations, assets and regularity in the operation of the chamber and shall notify the assembly of the chamber regarding its work within the time period determined by the statute of the chamber.

(4) The manner of election of the members of the supervisory board, as well as the manner of conducting the supervision, shall be regulated by the statute of the chamber.

Article 17

President of the chamber

(1) The president of the chamber shall represent and present the chamber, manage its operations and enforce the decisions and conclusions of its bodies.

(2) The president of the chamber shall be responsible for the lawfulness in the operations of the chamber and shall have authorizations determined by the statute of the chamber.

Article 18

Executive director and expert services of the chamber

(1) The chamber shall have an executive director to represent it in the property and other legal matters, to manage and organize the operations of the expert services and to perform other activities in accordance with the acts of the chamber.

(2) The expert, administrative and technical, ancillary and other activities for the needs of the chamber shall be performed by the expert services of the chamber.

Article 19

Entry of the chamber in the register

(1) The chamber shall be obliged to submit an entry application to the Central Register within a time period of 30 days as of the day of adoption of the decision on establishment.

(2) The following shall be attached to the entry application:

- decision on establishment,
- statute,
- minutes from the founding assembly of the chamber,
- decisions on election of the members of the management, i.e. the supervisory board, if they are not specified by the statute, and
- name of the authorized person for representation of the chamber.

(3) The person authorized to represent the chamber shall be liable for the credibility, accuracy and validity of the data contained in the application and the attachments determined by this Law to be attached to the entry application for establishment of the chamber in the register of other legal entities.

Article 20

Adoption of a decision on entry

The procedure for entry of the chamber shall be conducted in accordance with the Law on One-Stop-Shop System and Keeping a Trade Register and Register of Other Legal Entities.

Article 21

Entry of data changes

(1) The chambers that have changed the data entered in the register referred to in Article 19 of this Law shall be obliged, within a time period of 30 days as of the day of the performed changes, to submit an application to the register for the purpose of entry of the changes.

(2) The application for the performed changes shall be submitted by the person authorized for representation of the chamber.

(3) The provisions on entry determined in Article 19 of this Law shall apply to the entry of the changes in the register.

III. FORMS OF ORGANIZATION AND OPERATION

Article 22

Associations, according to activities, regional chambers and other forms of organization and operation may be organized as forms of organization and operation of the chamber.

Article 23

Association according to activities

(1) Association according to activity, i.e. activities shall be organized by the members of the chamber and shall be a form of organization and operation through which the members of the chamber independently decide and perform activities and tasks of interest for the corresponding activity, i.e. activities.

(2) Each member of the chamber shall directly join in one or more associations, depending on the registered activity which is predominant in its operations, i.e. according to the interest it has in the corresponding association.

(3) The organization, manner of operation, management and election of the bodies of the association shall be regulated by the statute of the chamber.

Article 24

Regional chambers

(1) Regional chambers, whose functioning ensures performance of chamber's tasks and activities and independent decision-making in regard to the operations and tasks of the chamber, which are of particular significance to the region where it has been organized, shall be organized within the framework of the chamber, in the manner determined by the statute of the chamber.

(2) The organization, manner of operation, management and election of the bodies of the regional chambers shall be regulated by the statute of the chamber.

Article 25

Other forms of organization and operation

Sections, boards and other forms of organization and operation for the purpose of efficient realization of specific interests in a certain field, activity or alike, may be organized and operate within the framework of the chamber, in accordance with the statute of the chamber.

Article 26

(1) Within the scope of its activities determined by this Law and the statute, the chamber may cooperate with the chambers of commerce of other countries, with international business organizations, as well as with bodies and other institutions in the Republic of Macedonia.

(2) The chambers may mutually associate in unions or other form of connection or association.

(3) The Union of Chambers referred to in paragraph (2) of this Article shall have capacity of a legal entity.

(4) The Union of Chambers shall acquire the capacity of a legal entity as of the day of entry in the register kept by the Central Register of the Republic of Macedonia.

IV. OPERATIONS OF THE CHAMBER

Article 27

Activities of the chamber

(1) The chamber shall perform the following activities:

- undertake activities for development of the market economy, free entrepreneurship and promotion of competition,
- improve efficiency of the operations and the work of the members and their organization, as well as staff training,
- provide expert assistance to the members in the development of certain activities, adoption and introduction of modern technologies and methods of operation,
- encourage and coordinate the research and development of technical and technological achievements,
- provide quality and efficient expert assistance and business services for the members,
- promote goods and services, economic propaganda, organize fairs, participate in the development of foreign trade activities,
- accelerate the development of the micro economy, organize professional training,
- develop and organize a single information system and business information for important projects from domestic and world economy regarding development projects, current specialized information from the credit and monetary, tax, customs policy and market, technology and export and import opportunities,
- advocate the interests of the members before the state bodies, especially in the preparation of legislation in the field of economy, the measures and mechanisms of the economy system and economic policy, and determination of the macro economy and developmental policy and information in regard to the preparations and amendments in the legal and other processes in the field of economy,
- give opinions to the state administration bodies, institutions, organizations and other legal entities,
- advocate the interests of the members of the chamber through participation of representatives of the chamber in commissions, councils and other working bodies established by law or by the Government of the Republic of Macedonia, i.e. the state administration bodies in the respective field,
- advocate the interests of its members regarding issues of economic and social character, and
- perform other activities of interests of the members of the chamber in accordance with law.

(2) The activities referred to in paragraph (1) of this Article shall be regulated by the statute of the chamber.

Article 28

Public authorizations

(1) The chamber may perform public authorizations determined by law and in the manner determined by the statute.

(2) The ministry responsible for the respective field shall supervise the performance of the public authorizations.

(3) Regarding the performance of the public authorizations referred to in paragraph (1) of this Article, the chamber shall submit an annual report to the ministry responsible for the respective field.

V. FUNDS OF THE CHAMBER

Article 29

Manners of financing

(1) The chamber shall be financed by:

- membership fee,
- payment for services rendered,

- donations, and
- other sources.

(2) The chamber shall independently determine the basis for calculation, the amount and the manner of membership fee payment and the other contributions.

(3) The amount charged for the rendered services of the chamber when performing public authorizations shall be determined by the management board of the chamber, upon a prior consent of the Government of the Republic of Macedonia.

(4) The assembly of the chamber may allow exemption from payment of the membership fee, under certain conditions and criteria determined by the statute of the chamber.

(5) The supervisory board shall control the payment of the membership fee.

VI. COURT OF HONOR

Article 30

(1) The chamber may establish a court of honor as an independent body.

(2) The competence, composition, financing, manner of election, as well as dismissal of the members of the court of honor, shall be determined by an act of the chamber adopted by the assembly of the chamber.

Article 31

(1) The court of honor shall be mindful of the development, achievement and strengthening of the good business practices and business moral.

(2) The court of honor shall decide about violation of the good business practices, non-fulfillment of the obligations of the members of the chamber, as well as other violations of the acts of the chamber wherefore measures in accordance with the statute of the chamber may be imposed.

VII. PERMANENT ELECTED COURT – ARBITRATION IN THE CHAMBER

Article 32

A permanent elected court – arbitration may exist in the chamber as an independent body.

Article 33

(1) The permanent elected court- arbitration shall decide by mediation or decision-making about the mutual business disputes between the members of the chamber, between the members of the chamber and third parties, as well as other legal entities in the country and abroad, provided that the parties have agreed on the competence of this court.

(2) The decisions of the permanent elected court- arbitration shall be final and shall have an effect of a legally valid judgement.

Article 34

The competence, composition and organization of the permanent elected court-arbitration, the manner of election and dismissal of its members, and the procedure upon the cases within its competence shall be determined by an act adopted by the assembly of the chamber.

VIII. COOPERATION AGREEMENT

Article 35

Within the scope of its activities determined by this Law and the statute, the chambers of commerce in the Republic of Macedonia may mutually cooperate, but they may also cooperate with the chambers of commerce of other countries, with international commercial organizations, bodies and other institutions in the Republic of Macedonia, as well as become members of international commercial organizations and chambers of commerce.

Article 36

For the purpose of mutual improvement of their operations and activities, harmonization of the special and mutual interests in the field they were established for, achievement of other issues of common interest, ensurance of single professional interest of the chambers of commerce and the other forms of association of the chambers of commerce in the relationships with the state bodies and the international community, the chambers of commerce may conclude a cooperation agreement.

Article 37

In the cooperation agreement in accordance with the activities referred to in Articles 35 and 36 of this Law, the chambers of commerce shall mutually define the manners of achieving the aims of the cooperation agreement.

Article 38

Each chamber of commerce registered in accordance with this Law shall have the right to conclude a cooperation agreement.

IX. TERMINATION OF THE CHAMBER

Article 39

(1) The chambers shall terminate in case of liquidation and bankruptcy, in accordance with the provisions of the law regulating issues on liquidation and bankruptcy of trade companies.

(2) The chamber shall be deleted from the register on the basis of a concluded procedure for liquidation or bankruptcy.

(3) Upon deletion from the register, the chamber shall cease to exist as a legal entity.

Article 40

Following the deletion of the chamber, the assets and funds remaining after settling the claims shall be used in the manner determined by the statute of the chamber.

X. TRANSITIONAL AND FINAL PROVISIONS

Article 41

As of the day this Law enters into force, the Law on the Chamber of Commerce of Macedonia ("Official Gazette of the Republic of Macedonia no.89/2004) and the Law on the Chambers of Commerce ("Official Gazette of the Republic of Macedonia" no.54/2002 and 84/2005) shall cease to be valid.

Article 42

(1) The chambers of commerce registered in accordance with the laws referred to in Article 41 of this Law shall be obliged to harmonize their operation with the provisions of this Law within a time period of six months as of the day this Law enters into force.

(2) If the chambers of commerce do not harmonize their operation within the time period referred to in paragraph (1) of this Article, the Ministry of Economy shall submit a request to the competent body for initiation of a liquidation procedure.

Article 43

The initiated procedures with the permanent arbitration court and the court of honor in the Chamber of Commerce of the Republic of Macedonia until this Law enters into force, shall be concluded in accordance with the Law on the Chamber of Commerce ("Official Gazette of the Republic of Macedonia" no.89/2004).

Article 44

This Law shall enter into force on the eighth day of its publication in the "Official Gazette of the Republic of Macedonia".