



GOVERNMENT OF THE REPUBLIC OF VANUATU
GOUVERNEMENT DE LA REPUBLIQUE DE VANUATU



VANUATU INVESTMENT PROMOTION AUTHORITY

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APPLICATION FOR A VARIATION OF A VIPA CERTIFICATE OF APPROVAL

Vanuatu Investment Promotion Act No. 15 of 1998
(Section 6 and Section 9A)

Version: 2009

This application form must be accompanied by the relevant fee based on the project's Total Investment Cost (TIC) as specified below. This fee must be payable **by cash or cheque** to the Vanuatu Investment Promotion Authority.

This fee is **not refundable**.

Application Fee

VT. 10,000

Please submit the completed application form to:

VANUATU INVESTMENT PROMOTION AUTHORITY
PMB 9011,
PORT VILA,
VANUATU



Incomplete Application Will Be Returned

An online version of this and all other VIPA forms can be found at
<http://www.investinvanuatu.com/process/appforms.htm>

This application form comprises of **14** pages.

2.

SECTION 1	TYPE OF VARIATION REQUESTED AND CHECKLIST
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1. **Business Name** (existing) _____

2. **Name of Key Contact** _____ 3. **Telephone** _____

4. **Type of Variation Requested and Checklist** (please identify which variation(s) is applicable to you):

Enclosed

OFFICE USE

a) **CHANGE IN BUSINESS NAME**

▪ Completed and signed section 1 and 2 of the application form	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Copy of business name registration certificate	<input type="checkbox"/>		<input type="checkbox"/>	
<u>Decision Criteria</u>			Yes	
▪ All information requirements satisfactorily met?			<input type="checkbox"/>	

b) **CHANGE IN OWNERSHIP**

▪ Completed and signed section 1 and 3 of the application form, and statutory declaration(s)	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Photo-copy(s) of passport ID pages for each new investor	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Photo-copy of police clearance(s) for each new investor intending to reside in Vanuatu	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Letter of support from existing owner/resident director of business	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Confirmation of 5.0 million Vatu (or equivalent) in cash/assets	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Copy of existing business licence	<input type="checkbox"/>		<input type="checkbox"/>	
<u>Decision Criteria</u>			Yes	
▪ All information requirements satisfactorily met?			<input type="checkbox"/>	
▪ Proposed new foreign investor(s) is deemed to be a fit and proper person?			<input type="checkbox"/>	

c) **CHANGE IN BUSINESS ACTIVITY**

CHANGE IN LOCATION OF BUSINESS ACTIVITY

▪ Completed and signed section 1 and 4 of the application form	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Copy of existing business licence	<input type="checkbox"/>		<input type="checkbox"/>	
▪ Business summary (if investing in a “reserved” activity)	<input type="checkbox"/>		<input type="checkbox"/>	
<u>Decision Criteria</u>			Yes	
▪ All information requirements satisfactorily met?			<input type="checkbox"/>	
▪ Proposed investment does not include a “prohibited” activity?			<input type="checkbox"/>	
▪ Proposed investment does not contravene “reserved” list requirements?			<input type="checkbox"/>	

Date application accepted _____

Target processing date _____

Fee paid _____

Processing Officer _____

Recommendation Approve Reject

Explanation: _____

Assessment Officer _____

Variation in Business Name

SECTION 2	VARIATION IN BUSINESS NAME
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5. Business Name

New Business Name _____

Name _____	Date _____
Signature _____	

Variation in Business Activity or Location

SECTION 3	VARIATION IN OWNERSHIP
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6. Investors

a) For each proposed new shareholder provide the following details:*

New Investor 1

Surname	_____	First Name	_____
Telephone	_____	Email	_____
Primary Nationality	_____	2 nd Nationality	_____

New Investor 2

Surname	_____	First Name	_____
Telephone	_____	Email	_____
Primary Nationality	_____	2 nd Nationality	_____

New Investor 3

Surname	_____	First Name	_____
Telephone	_____	Email	_____
Primary Nationality	_____	2 nd Nationality	_____

* Please include a photocopy of the passport ID page for each proposed new investor. Investors with more than one passport must provide photocopies for each of their passports.

b) Is another company(s) a new shareholder in the investment? Yes No

If yes, attach full particulars, including: name, registered address, details of shareholders and directors, and the total percentage of shareholding by non-residents of Vanuatu.

7. Associated Businesses

Are any of the individuals or companies identified in section 6 own, or have controlling interests in, other business enterprise(s) in Vanuatu or overseas? Yes No

If yes, please provide the following details:

Name of business(s) _____

Names of shareholders _____

8. Day to day management

Will the business be managed by someone other than the foreign investor? Yes No

If yes, please complete the following:	
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Manager's Name	_____		
Telephone	_____	Email	_____

9. Summary

(a) Type of variation in ownership being applied for (please tick appropriate box):

- Purchase of the entire business by a new investor(s) Adding new investors

(b) Summary of ownership

Previous Ownership		Proposed New Ownership		
Investor Name	Share (%)	Investor Name	Nationality	Share (%)

(c) Residency permits required for proposed new ownership

	Full Name(s)	Permit Already Issued?	New Permit required? *
Investor	_____	<input type="checkbox"/>	<input type="checkbox"/>
(or designated	_____	<input type="checkbox"/>	<input type="checkbox"/>
manager)	_____	<input type="checkbox"/>	<input type="checkbox"/>
	_____	<input type="checkbox"/>	<input type="checkbox"/>
Accompanying	_____	<input type="checkbox"/>	<input type="checkbox"/>
family member	_____	<input type="checkbox"/>	<input type="checkbox"/>
	_____	<input type="checkbox"/>	<input type="checkbox"/>

* You must provide a police clearance from your state of origin for each individual for whom a residence permit is being requested.

Name _____	Date _____
Signature _____	

STATUTORY DECLARATION*

*** Note: Each new non-citizen investor is required to sign a statutory declaration**

I/We the undersigned, solemnly and sincerely DECLARE that:

to the best of my knowledge and belief the information contained in this application form related to the proposed investment of

_____ (proposed business name)

is correct and complete. I/We also authorise VIPA to carry out due diligence on me including credit checks from my bank.

I/We understand that the provision of false information is an offence and where a body corporate is guilty of an offence and that offence is proved to have been committed with the connivance of, or attributable to the neglect on the part of a director, manager, secretary, or other officer of any person purporting to act in any such capacity, that person as well as the body corporate will be liable for prosecution.

I/We have been convicted of no serious offences, nor of tax evasion, nor been declared bankrupt, nor has any applicant or its officers been in liquidation, except as follows:

Date _____ Court _____
Offence _____
Penalty _____

Date _____ Court _____
Offence _____
Penalty _____

Date _____ Court _____
Offence _____
Penalty _____

*Please append any further convictions to this document and sign both copies

Name of Investor _____
Company/Business Name _____
Signed _____ This _____ Day of _____ 20 _____

Subscribed and Declared at _____ On the _____
Before Me _____

Signature of Justice of the Peace/Commissioner
For Oaths/Notary Public

Address _____

Variation in Business Activity or Location

SECTION 4	VARIATION IN BUSINESS ACTIVITY OR LOCATION
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10. Brief description of the new proposed investment

11. Variation in business activity or location

a) Are you proposing to begin operation of a new business activity? Yes No

If yes, using the list provided in Appendix A, please identify all new business activities you intend to pursue, the proposed location of each activity and their associated investment category.

Code	Investment Category	Business activity	Location*

* Select from one of the following options: Port Vila, Luganville, Shefa Province, Malampa Province, Sanma Province, Tafea Province, Penama Province and Torba Province.

b) If any of the activities identified in section 11a are “reserved business activities” and require you to meet a minimum investment threshold as identified in Appendix B, please identify the business activity, code, location as well as the “planned level of operation” you intend to achieve. Please note that you must provide a business plan for these activities that clearly demonstrates when and how you intend to achieve your target levels of operation.

Code	Business activity	Location	Planned Level of Operation

Variation in Business Activity or Location

c) Are you proposing to stop operating an already approved business activity? Yes No

If yes, please identify each business activity, its location and associated investment category.

Code	Category	Business activity	Location

d) Are you proposing to establish operations of a business activity for which you Yes No already possess a valid foreign investment approval certificate in a new location within the country?

If yes, please identify the business activity, its new proposed location and the associated investment category.

Code	Category	Business activity	Location

12. Value of proposed new investment

Identify the value of new investment (in millions of vatu) being proposed

	Existing Investment	Revised Total	Increase
Land and buildings	_____	_____	_____
Plant and equipment	_____	_____	_____
Vehicles and Furniture	_____	_____	_____
Engineering and installation costs	_____	_____	_____
Other	_____	_____	_____
Working capital	_____	_____	_____
Total	=====	=====	=====

13. Expected impact on employment (numbers)*

Identify the anticipated increase in employment that will result from the proposed new investment

	Existing		Total		Increase	
	Local	Foreign	Local	Foreign	Local	Foreign
Management	_____	_____	_____	_____	_____	_____
Skilled	_____	_____	_____	_____	_____	_____
Non-skilled	_____	_____	_____	_____	_____	_____
Total	=====	=====	=====	=====	=====	=====

* Do not include investors.

Variation in Business Activity or Location

14. Access to Land

If you answered yes to questions 11(a) or (c) and intend to implement a new business activity at an existing location or a new location, please provide the following information:

a) In order to successfully implement your new business activities will you require access to additional land? Yes No

b) If yes (to (a)), have you already identified suitable additional land for your investment? Yes No

c) If yes (to (b)), please describe where the land is located:

Island _____

Town/settlement/area _____

d) If yes (to (b)), have you completed lease arrangements for the land? Yes No

e) If yes (to (d)), please identify the following:

Lease number _____

Type of lease _____

15. Potential environmental impacts*

a) Do you intend to develop land in a coastal area or impact the foreshore? Yes No

b) Do you expect to disrupt or impact any ground or surface water systems? Yes No

c) Do you expect to produce large quantities of solid waste or waste water? Yes No

d) Do you intend to sell or use hazardous materials[^], including pesticides? Yes No

e) Do you intend to introduce any new species or technologies into the country? Yes No

f) Do you expect your activities will adversely affect any communities? Yes No

If you answered yes to any of the above questions, please provide details:

* Every foreign investor whose application is approved must consult the Environment Unit at the Ministry of Lands to determine if the proposed investment is likely to cause significant environmental, social and/or custom impacts.

[^] Hazardous materials are defined here as any substance or chemical which is a "health hazard" or "physical hazard," including: chemicals which are carcinogens, toxic agents, corrosives; agents which damage the lungs, skin, eyes, or mucous membranes; chemicals which are combustible, explosive, flammable; and chemicals which in the course of normal handling, use, or storage may produce or release dusts, gases, fumes, vapors, mists or smoke which may have any of the previously mentioned characteristics.

Name _____	Date _____
Signature _____	

Variation in Business Activity or Location

APPENDIX A	INVESTMENT CATEGORIES & BUSINESS ACTIVITIES¹
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Code	Investment Category	Business Activity
A	Mining, Quarrying and Logging	<ul style="list-style-type: none"> ▪ Mining for minerals ▪ Quarrying and other mining ▪ Logging
B	Manufacturing Industries and Trade	<ul style="list-style-type: none"> ▪ Abattoir and meat packing ▪ Canneries ▪ Oil mill ▪ Bakeries and confectioneries ▪ Manufacture of food products not elsewhere classified ▪ Manufacture of prepaid animal feeds ▪ Distilleries ▪ Breweries ▪ Manufacture of carbonated non-alcoholic beverages ▪ Manufacture of cordials and non carbonated or non-alcoholic beverages ▪ Manufacture of tobacco ▪ Sawmills, planing and other wood mills ▪ Artifacts and decorative small furnishing ▪ Manufacture of paper, paper products, printer and publisher ▪ Manufacture of chemicals, chemical products ▪ Manufacture of rubber and plastic products ▪ Manufacture of soap and cleaning preparations ▪ Shipbuilders and repairers ▪ Manufacturers of wearing apparels (dressmakers and tailors working alone or employing not more than two apprentices are licensed under category G) ▪ Jewelers ▪ Home manufacturer and purveyors of pies, meat balls, nems and similar prepared foods ▪ Home manufacturer of beverages of all kinds excluding ▪ Air conditioning and refrigeration ▪ Manufacture of cement, lime and plaster ▪ Manufacture of structural and fabricated metal products ▪ Other manufacturers not elsewhere classified
C	Construction Industries and trade	<ul style="list-style-type: none"> ▪ General and specific trade contractors ▪ Artisans working alone (or with up to two apprentices – bricklayers, painters, decorators, jobbing builders, masons, plumbers, welders, fitters, turners) ▪ Computer network installation ▪ Motor vehicle repair shops ▪ Other construction industries and trade not elsewhere classified
D1	Importers	<ul style="list-style-type: none"> ▪ Importers
D2	Retailers and wholesalers	<ul style="list-style-type: none"> ▪ Retailers ▪ Wholesalers ▪ Butchers ▪ Pharmacists and druggists ▪ Other wholesale and retail merchandising not elsewhere classified
D3	Accommodation, restaurants and bars	<ul style="list-style-type: none"> ▪ Hotels ▪ Motels ▪ Restaurants ▪ Cafés ▪ Bars

¹ Source: Business Licence Act CAP 249, Schedule 1.

Variation in Business Activity or Location

Code	Category	Activities
E1(a)	Air Transport	<ul style="list-style-type: none"> ▪ Air transport operators and carriers ▪ Supporting services to air transport ▪ Airport agent ▪ Other transport support services
E1(b)	Sea Transport	<ul style="list-style-type: none"> ▪ Ship and boat owners and operators ▪ Seaport agent ▪ Other transport support services
E1(c)	Land Transport	<ul style="list-style-type: none"> ▪ Road transport operator ▪ Vehicle rental and hire services ▪ Other transport support services
E2	Transportation Support Services	<ul style="list-style-type: none"> ▪ Storage and warehousing services ▪ Stevedoring and wharf facilities and services ▪ Customs agents ▪ Other transport support services
E3	Tourism Services	<ul style="list-style-type: none"> ▪ Travel agent ▪ Tour agent ▪ Other transport support services
F1	Commercial bank	<ul style="list-style-type: none"> ▪ Commercial bank
F2	Domiciled Vanuatu licensed insurance company	<ul style="list-style-type: none"> ▪ Domiciled Vanuatu licensed insurance company
F3(a)	Non domiciled Vanuatu licensed insurance company	<ul style="list-style-type: none"> ▪ Non domiciled Vanuatu licensed insurance company
F3(c)	Insurance agents	<ul style="list-style-type: none"> ▪ Insurance agents
F3(d)	Insurance brokers	<ul style="list-style-type: none"> ▪ Insurance brokers
F4	Other professional and business services	<ul style="list-style-type: none"> ▪ Real estate agent ▪ Property managers ▪ Land and property developers ▪ Legal practitioners ▪ Accounting practitioners ▪ Engineering practitioners and services ▪ Architectural practitioners and services ▪ Surveyors and draftsmen ▪ Core drilling, assaying geological and prospecting support services ▪ Business and financial services and consultants ▪ Book keeping services ▪ Management services and consultants ▪ Advertising and marketing services and consultants ▪ Photocopying and duplicating services ▪ Typing and secretarial services ▪ Language translation and interpreting services ▪ Business security and protective services ▪ Debt collection and credit rating services ▪ Other business and administrative services and agencies
G1	Human and animal health services	<ul style="list-style-type: none"> ▪ Medical practitioners ▪ Dental practitioners ▪ Optometrists ▪ Chiropractors ▪ Osteopaths ▪ Nursing services ▪ Masseurs and physiotherapists ▪ Midwives ▪ Veterinary services

Variation in Business Activity or Location

Code	Category	Activities
G2	Personal, social and recreational and repair services	<ul style="list-style-type: none"> ▪ Cinema and theater operators ▪ Video operators ▪ Compact disc or digital video disk operators ▪ Night Club and dance hall operators ▪ Recreational and pleasure grounds and facilities ▪ Riding schools ▪ Driving schools ▪ Recreational sporting and social services ▪ Video cassette hiring and hire of video cassette recorders and television equipment ▪ Hire of compact disk (CD) or digital video disk (DVD) ▪ Hire of VCR and TV equipment ▪ Hire of CD or DVD equipment ▪ Laundries, Laundromats, dry cleaning ▪ Beauty salons and centers ▪ Barbers and hairdressing services ▪ Photographers ▪ Photo processing and photographers ▪ Repairs of electrical machines and electronic equipment ▪ Upholsterers ▪ Other repair services ▪ Vending machine owners ▪ Owners or operators of electronic and similar games ▪ Account teachers and language tuition ▪ Lawn mowing ▪ Landscaping and nature services ▪ Typists working alone ▪ Domestic employment agencies ▪ Shopping services ▪ Subscription libraries ▪ Schools and institutions conducted for profit
I1	Power generation services	<ul style="list-style-type: none"> ▪ Electricity generation ▪ Electricity distribution
I2	Telecommunications services	<ul style="list-style-type: none"> ▪ National and/or international telephone service providers ▪ Internet Service Providers ▪ Data and transaction processing ▪ Electronic mail, voice mail facsimile services, including store and forward, store and retrieve
I3	Water services	<ul style="list-style-type: none"> ▪ Water works, distribution and supply companies and providers
I4	Radio and television broadcasting services	<ul style="list-style-type: none"> ▪ Radio broadcasting ▪ Television production, broadcasting and providers ▪ Television providers

Variation in Business Activity or Location

APPENDIX B	RESERVED BUSINESS ACTIVITIES²
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1. Business activities reserved only for Ni-Vanuatu citizens.

The following business activities are reserved solely for Ni-Vanuatu citizens. Foreign investors are not allowed to be involved in any of these activities or be associated with any Ni-Vanuatu individuals or businesses who are conducting business in any of these activities.

<ul style="list-style-type: none"> ▪ Export of sandalwood in stick or chip form harvested from natural forest 	<ul style="list-style-type: none"> ▪ Local trading of sandalwood harvested from natural forest 	<ul style="list-style-type: none"> ▪ Export of seeds and other minor forest products harvested from natural forest
<ul style="list-style-type: none"> ▪ Second hand clothing shops 	<ul style="list-style-type: none"> ▪ Export of kava in root, chips and stick form 	<ul style="list-style-type: none"> ▪ Manufacture of handicrafts and artefacts
<ul style="list-style-type: none"> ▪ Kava bar 	<ul style="list-style-type: none"> ▪ Open air vendor, door to door sales and mobile shops 	<ul style="list-style-type: none"> ▪ Road transport operators – the provision of any taxi or bus service, including airport road transfers and any other road transport service involving the guest of a hotel or other accommodation business
<ul style="list-style-type: none"> ▪ Private security services including security guards 	<ul style="list-style-type: none"> ▪ Electricians and electro-technicians 	<ul style="list-style-type: none"> ▪ Commercial fishing in Vanuatu’s inshore waters as defined by the Maritime Zones act (i.e. archipelagic waters including first six nautical miles from land)
<ul style="list-style-type: none"> ▪ Commercial cultural feasts 	<ul style="list-style-type: none"> ▪ Residential building and construction 	<ul style="list-style-type: none"> ▪ Small scale production of sawn timber from natural forest using a portable sawmill (i.e. can be physically moved from one location to another in the forest)

2. Reserved business activities open to foreign investment if the operation exceeds a minimum threshold.

Certain reserved business activities are open to foreign investors as long as the size of the operation is sufficiently large. Investments in these business activities are allowed assuming the investor is able to demonstrate over time they exceed the specified minimum threshold.

Activity	Code	Threshold Level
<u>Tourism</u>		
Tour agent (business that sells tourism services)	E3	Annual sales turnover of 20 million vatu
Tour operator (business that packages two or more travel services into a single product for the consumer, i.e. transport, accommodation, meals, entertainment, sightseeing)	E3	Investment of 20 million vatu
Guest house (business that provides simple accommodation using private or semi-private rooms and offers limited guest services)	D3	50 beds or 10 rooms or annual sales turnover of 20 million vatu

² Source: Vanuatu Foreign Investment Promotion Act 1998, Schedule 1

Variation in Business Activity or Location

Bungalows (business that provides island-style accommodation in detached or semi-detached dwellings)	D3	Annual sales turnover of 30 million vatu
Hotels and motels (business that provides accommodation using private rooms and offers amenities such as food, alcohol and other guest services)	D3	Investment of 10 million vatu or annual sales turnover of 20 million vatu
<u>Other Services</u>		
Retail shops including general merchandise trading shops (excludes specialty shops)	D2	Annual sales turnover of 30 million vatu
Coastal shipping (excludes vessels that exclusively provide transport to foreign tourists)	E1(b)	Vessel size with carrying capacity of 80 tonnes
<p>Other professional or business service</p> <ul style="list-style-type: none"> ▪ Real estate agent ▪ Property managers ▪ Land and property developers ▪ Legal practitioners ▪ Accounting practitioners ▪ Engineering practitioners and services ▪ Architectural practitioners and services ▪ Surveyors and draftsmen ▪ Core drilling, assaying geological and prospecting support services ▪ Business and financial services and consultants ▪ Book keeping services ▪ Management services and consultants ▪ Advertising and marketing services and consultants ▪ Photocopying and duplicating services ▪ Typing and secretarial services ▪ Language translation and interpreting services ▪ Business security and protective services ▪ Debt collection and credit rating services ▪ Other business and administrative services and agencies 	F4	Annual sales turnover of 5 million vatu