

NATIONAL ROADS FUND BILL, 2015

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SCHEDULE

A BILL

FOR

AN ACT TO ESTABLISH THE NATIONAL ROADS FUND FOR THE PURPOSE OF FINANCING THE REHABILITATION AND MAINTENANCE OF NATIONAL ROADS AND FOR OTHER MATTERS CONNECTED THEREWITH

Sponsors:

Hon. Ossai Nicholas Ossai

Hon. Mohammed Mahmud

Hon. Boma Goodhead

Hon. Rita Orji

Hon. Omosede Igbinedion

[] Commencement

ENACTED by the National Assembly of the Federal Republic of Nigeria:

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PART I - OBJECTIVES AND APPLICATION

1. The objectives of this Act are to-

Objectives

(a) establish the National Road Fund which shall be a repository for revenues accruing from road user related charges and other sources for financing the development, rehabilitation, maintenance and other activities related to the provision of national roads;

(b) establish the National Roads Board which shall be responsible for the management of the Roads Fund in accordance with the provisions of this Act; and

(c) promote the sustainable development and operation of the road sector.

2. The provisions of this Act shall apply to the development, rehabilitation, reconstruction, maintenance and funding of the national roads network.

Application

PART II - ESTABLISHMENT OF THE NATIONAL ROADS FUND

Establishment of the National Roads Fund

3. -(1) There is established, a fund to be known as National Roads

1 1 The Fund (in this Act referred to as "the Roads Fund") which shall be a repository
 2 2 for revenues accruing from roads use charge systems and other sources for the
 3 3 maintenance of national roads.

4 4 (2) The Roads Fund shall:

5 5 (a) (a) be a body corporate with perpetual succession and a common seal;
 6 6 and

7 7 (b) (b) have power to sue or be sued in its corporate name;

8 8 (c) (c) be capable of holding, purchasing, acquiring and disposing of
 9 9 property movable or immovable, for the purpose of carrying out its functions
 10 10 under this Act;

11 11 (3) The Roads Fund shall, in each year, before disbursement of the
 12 12 amount in the Roads Fund, set aside an amount not exceeding 3 percent of the
 13 13 total monies accruing to the Fund in the preceding year (in this Act referred to
 14 14 as "the Administrative Fund") for the management and administration of the
 15 15 Roads Fund.

16 16 Sources of the
 17 17 Roads Fund

18 18 4.-(1) The sources of the Roads Fund shall include -

19 19 (a) (a) five percent user's charge on pump price of petrol and diesel
 20 20 received from petroleum products as required to meet the routine and periodic
 21 21 road maintenance needs;

22 22 (b) (b) grants and loans to the Roads Fund by the Federal, State or Local
 23 23 Government, statutory corporations in the Federation, or any agency or
 24 24 institutions of any government, any international organization, or private
 25 25 foundation or any person whatsoever;

26 26 (c) (c) all sums payable to the Roads Fund from axle load control charges;

27 27 (d) (d) all other assets which may, from time to time, accrue to the Fund;
 28 28 and

29 29 (e) (e) gifts of land, money or other property upon such terms and
 30 30 conditions, if any, as may be specified by the person or organization making the
 31 31 gift, provided such terms and conditions are not inconsistent with the
 32 32 objectives of the Board and Fund under this Act.

- 1 1 5. The amount in the Roads Fund shall be disbursed to the Road Application of
2 2 Agencies specifically for the" development, rehabilitation, reconstruction the Roads Fund
3 3 and maintenance of national road networks.
- 4 4 6.-(1) There is established for the management of the Roads Fund, Establishment of
5 5 a Board of Directors (in this Act referred to as "the Board") which shall be the Board of
6 6 responsible to the Minister. Directors
- 7 7 (2) The Board shall consist of the following members:
- 8 8 (a) a non-Executive Chairman who shall be from the private
- 9 9 sector;
- 10 10 (b) the Permanent Secretary, Federal Ministry of Finance;
- 11 11 (c) the Permanent Secretary, Federal Ministry of Works;
- 12 12 (d) the Permanent Secretary, Federal Ministry of Transport;
- 13 13 (e) one representative of each of the following:
- 14 14 (i) the Nigerian Association of Chambers of Commerce; Industry,
- 15 15 Mines and Agriculture,
- 16 16 (ii) the Nigerian Society of Engineers;
- 17 17 (iii) the National Union of Road Transport Workers.
- 18 18 (f) one persons from each of the six geo-political zones; and
- 19 19 (g) the Executive Secretary of the Fund who shall also be the
- 20 20 Secretary to the Board.
- 21 21 (3) Members of the Board shall be appointed by the President on
- 22 22 the recommendation of the Minister.
- 23 23 (4) Members of the Board shall be persons of recognized expert
- 24 24 knowledge, qualifications and with not less than fifteen years cognate
- 25 25 experience in one or more of the following fields:
- 26 26 (a) engineering;
- 27 27 (b) transport Management technology;
- 28 28 (c) law;
- 29 29 (d) finance;
- 30 30 (e) accountancy; or

1 (f) economics.

2 (5) The provisions of the First Schedule to this Act shall have effect as
3 to the proceedings of the Board and other matters contained therein.

Tenure of office
of Members

4 7. Members of the Board other than ex-officio shall hold office-

5 (a) for a term of 4 years in the first instance and may be re-appointed
6 for another term of 4 years and no more; and

7 (b) on such terms and conditions as may be specified in their letters of
8 appointment.

Allowances of
Members

9 8. Members of the Board shall be paid such allowances, expenses and
10 benefits as may be approved by the Federal Government in accordance with
11 extant Laws and regulations.

Cessation of
membership

12 9. -(1) A member of the Board shall cease to hold office if:

13 (a) he becomes bankrupt;

14 (b) he is convicted of a felony or any offence involving dishonesty or
15 fraud;

16 (c) he becomes of unsound mind or is incapable of carrying out his
17 duties;

18 (d) he is guilty of a serious misconduct in relation to his duties;

19 (e) in the case of a person possessed of professional qualifications, he
20 is disqualified or suspended from practicing his profession by an order of a
21 competent authority;

22 (f) he resigns his appointment by a letter addressed to the President
23 through the Minister; and

24 (g) in the case of an ex-officio member, he ceases to hold the office on
25 the basis of which he is member of the Board.

26 (2) The President may if satisfied that it is not in the interest of the
27 Roads fund or the public, remove a member from office.

28 (3) Where a member of the Board ceases to hold office for any reason
29 whatsoever before the expiration of the term for which he is appointed, another
30 person representing the same interest as that member shall be appointed to the

1 Board for the unexpired term.

2 (4) A vacancy on the Board shall be filled by the appointment of
3 another person to the vacant office by the President on the recommendation
4 of the Minister as soon as is reasonably practicable after the occurrence of
5 such a vacancy.

6 PART III - FUNCTIONS AND POWERS OF THE BOARD

7 10. The Board shall be responsible for:

Functions of the
Board

8 (a) put in place cost-effective, transparent and accountable
9 arrangements for the collection of money falling due for payment into the
10 Roads Fund.

11 (b) receiving monies accruing to the Roads Fund;

12 (c) administering and managing the Roads Fund;

13 (d) coordinating and ensuring total and timely accountability of all
14 monies allocated to the Roads Fund;

15 (e) disbursing monies from the Roads Fund to the road agencies for
16 financing the development, rehabilitation, maintenance and other activities
17 related to the provision of national roads;

18 (f) retaining the balance of the money in the Roads Fund after the
19 disbursement specified in paragraph (e) above for the discharge of its
20 functions under this Act;

21 (g) scrutinizing and approving applications to the Roads Fund for
22 road maintenance projects from roads agencies and other bodies to ensure
23 prudent management, accountability and proper utilization of the Roads
24 Fund for the purposes set out in this Act;

25 (h) establishing the allocation criteria to disburse monies to the
26 various categories of road agencies;

27 (i) ensuring transparency and accountability in the disbursement of
28 the Roads Fund by, among other things, preparing and publishing an annual
29 report and also issuing guidelines to the public on criteria for accessing the
30 Roads Fund;

1 (j) making such rules as Board may think necessary or expedient for
2 securing the due and effective administration and management of the Roads
3 Fund including setting up key performance indices for the road agencies;

4 (k) preparing, publishing and submitting to the Minister audited
5 annual accounts of the Fund;

6 (l) making policy recommendations to the Federal Government on
7 matters relating to the national roads network;

8 (m) making recommending to the Minister on the level of road user
9 charges required to finance the recommended road maintenance programmes;

10 (n) advising the Minister on the funding policy for the maintenance,
11 rehabilitation and development of national roads;

12 (o) carrying out such other activities may be necessary or expedient
13 for the full and efficient discharge of its functions under this Act either alone or
14 in association with any other person or body;

15 (p) doing all other things as are necessary for achieving the purposes
16 for which the Roads Fund is established; and

17 (p) assessing the allocation of financial resources required by the road
18 agencies for the maintenance of the different classes of roads under the
19 responsibility of the road agencies; and further, reviewing regularly and
20 determine the allocation of financial resources required between maintenance,
21 rehabilitation and reconstruction.

Powers of the
Board

22 **11.-(1)** In carrying out its functions, the Board shall have powers to:

23 (a) maintain its buildings and facilities necessary for the discharge of
24 the functions of the Board under this Act;

25 (b) accept, acquire and hold any security of any kind in any form
26 whatsoever;

27 (c) exercise any power, right or privilege, in relation to any security
28 held by the Board, that a private individual would be capable of exercising in
29 like circumstances including power to invest, surrender, transfer or recovery of
30 any security held by the Board whether upon exchange for other security or

1 upon discharge; and

2 (2) The Board shall have power to take such reasonable steps it
3 deems fit for the purpose of advancing the skills, knowledge and
4 performance of employees of the Fund.

5 PART IV - STAFF OF THE ROADS FUND

6 12. -(1) There shall be for the Roads Fund an Executive Secretary
7 to be appointed by the President, on the recommendation of the Minister.

Appointment of
the Executive
Secretary

8 (2) The Executive Secretary shall:

9 (a) possess a degree or its equivalent with cognate experience of
10 not less than twenty years in the field of engineering, transport management
11 technology, law, finance, accountancy or economics;

12 (b) be the chief executive and accounting officer of the Roads
13 Fund; and

14 (c) hold office for a term of five years in the first instance and may
15 be reappointed for a further term of five years and no more

16 (3) The Executive Secretary shall, subject to the general direction
17 of the Board, be responsible for:

18 (a) the implementation of the decisions of the Board and the day to
19 day administration and management of the affairs of the Board; and

20 (b) conducting the correspondence of the Board and keeping
21 proper records of the proceedings of the Board.

22 13. -(1) The Executive Secretary may be suspended or removed
23 from office by the President if he:

Removal of the
Executive
Secretary

24 (a) has demonstrated inability to effectively perform the duties of
25 his office;

26 (b) has been absent from three consecutive meetings of the Board
27 without the consent of the Chairman unless he shows good reasons for such
28 absence;

29 (c) is guilty of serious misconduct in relation to his duties as
30 Executive Secretary; or

1 (d) in the case of a person possessed of professional qualifications, is
2 disqualified or suspended from practicing his profession by order of a
3 competent authority.

4 (2) Where the Executive Secretary is unable to perform the functions
5 of his office due to temporary incapacity which is likely to be prolonged, the
6 President may, on the recommendation of the Minister, appoint a substitute to
7 act as the Executive Secretary.

Other Staff

8 **14.-(1)** The Roads Fund shall employ directly, on transfer or
9 secondment from any civil service or public service of the federation such
10 number of employees as may in the opinion of the Board necessary to assist the
11 Board and the Executive Secretary in the performance of their functions under
12 this Act.

13 (2) The terms and conditions of service of employees of the Roads
14 Fund shall be as may be determined by the Board from time to time.

15 (3) The Board shall have power to establish and review from time to
16 time market-oriented criteria for establishing the remuneration of the members
17 of staff of the Roads Fund in accordance with extant laws and regulations.

Pension

18 **15.-(1)** The officers and other employees of the Fund shall be entitled
19 to pensions and other retirement benefits in conformity with provisions of the
20 Pensions Reform Act, 2004.

21 (2) Nothing in subsection (1) of this section shall prevent the
22 appointment of a person to any office on terms which may preclude the grant of
23 a pension, gratuity or other retirement benefits in respect of that office.

24 PART V - FINANCIAL PROVISIONS

Application of
the Administrative
Fund

25 **16.** The Roads Fund shall apply the Administrative Fund specified in
26 section 3(3) of this Act:

27 (a) to the administration of the Roads Fund;

28 (b) to the payment of allowances and benefits of members of the
29 Board and for reimbursing members of the Board or of any Committee set up
30 by the Board for such expenses as may be expressly authorized by the Board;

1 (c) to the payment of the salaries, fees or other remuneration,
2 allowances and other benefits payable to the officers and other employees of
3 the Roads Fund;

4 (d) for the development and maintenance of any property vested in
5 or owned by the Fund;

6 (e) to such capital expenditure as the Board may deem necessary
7 from time to time; and

8 (f) for such other payment in connection with all or any of its
9 functions under this Act.

10 17. -(1) The Roads Fund shall not later than four months to the end
11 of a financial year, prepare and present to the Minister for approval a
12 statement of estimated income and expenditure for the following financial
13 year.

Statement of
estimated income
and expenditure

14 (2) The Board shall ensure that in any financial year, the
15 expenditure and commitments of the Roads Fund does not exceed the
16 Administrative Fund.

17 (3) Where, in exceptional circumstances, the Road Fund and any
18 surplus income brought forward from a previous year, is insufficient to meet
19 the actual or estimated liabilities of the Roads Fund, the Minister may make
20 advances to the Roads Fund in order to meet the deficiency or any part
21 thereof and such advances shall be made on such terms and conditions,
22 whether as to repayment or otherwise, as the Minister responsible for
23 Finance may determine.

24 18. -(1) The Roads Fund shall keep proper books and other records
25 of account in respect of receipt and expenditure of the Roads Fund and the
26 Administrative Fund in accordance with acceptable principles of
27 accounting.

Proper Books
and records of
Accounts

28 (2) The accounts of the Roads Fund shall be audited by Auditors to
29 be appointed annually by the Roads Fund from among the list of auditors
30 and in accordance with guidelines prepared by the Auditor-General for the

1 Federation.

2 (3) The Roads Fund shall submit to the Minister not later than 30th
3 June in each financial year, a report of its activities during the preceding year,
4 which shall include a copy of the audited accounts of the Roads Fund for that
5 year and a copy of the auditor's report.

6 (4) Auditors appointed pursuant to subsection (2) of this section shall
7 have access to all accounts and other records relating to such accounts which
8 are kept by the Road Fund or its agents and shall have the power to require from
9 any member of the Board or employee or agent of the Road Fund such
10 information and explanation as in the auditors opinion are necessary for the
11 purpose of the audit.

12 (5) Any member of the Board, employee or agent of the Roads Fund
13 who fails without reasonable cause to comply with a request or instruction of an
14 auditor pursuant to subsection (4) of this section commits an offence and liable
15 on conviction to a fine not less than N100, 000.00

Audit and
Accounts

16 19.-(1) The Roads Fund shall, within three months after the end of
17 each financial year, furnish the Minister with:

18 (a) a copy of the audited accounts of the Roads Fund and the
19 Administrative Fund, prepared by a reputable external auditing firm;

20 (b) a copy of the general report and full report of the external auditor;
21 and

22 (c) an annual Report detailing:

23 (i) the state of affairs of the Roads Fund for the financial year and
24 including a any change in the reserve fund arising from the activities of the
25 Board during the year; and

26 (ii) opportunities and constraints impacting upon the Board's
27 performance and the actions proposed for addressing them.

28 (2) All sums received for the purpose of the Roads Fund shall be paid
29 into one or more banking accounts at such bank or banks as the Board may
30 determine, and no amount shall be withdrawn there from except under the

1 authority of the Board and by means of cheques or other financial
2 instruments on procedures as are authorized in that regard by the Board.

3 (3) The signatories to the account(s) referred to in subsection (3) of
4 this section shall be the 'Executive Secretary and the Chairman of the Board
5 or in their absence their designated' representatives or any person duly
6 authorized by the Board.

7 (4) The balance of the revenue accruing to the Roads Fund in any
8 financial year shall be applied for the purpose of creating a general reserve
9 or such other reserve as the Board may from time to time approve.

10 (5) Any part of the Roads Fund not immediately required for the
11 purpose of the Roads Fund may be invested in such manner as the Board
12 may, in its discretion, determine subject to the approval of the Minister.

13 (6) The financial year of the Roads Fund shall be a period of twelve
14 months commencing on the 1st of January of each year and ending on the
15 31st of December of the same year. Provided that the first financial year
16 may be a period shorter or longer than twelve months as the Board shall
17 determine, but in any case not longer than eighteen months.

18 (7) The Annual Report of the Roads Fund shall be available, on
19 demand, to the public.

20 PART VI - LEGAL PROCEEDINGS

21 **20. -(1)** The provisions of the Public Officers Protection Act shall Limitation of suit
22 apply in relation to any suit instituted against an official or employee of the
23 Board.

24 (2) No suit shall be commenced against a member of the Board or
25 any official or employee of the Board before the expiration of a period of one
26 (1) month after written notice of the intention to commence the suit shall
27 have been served on the Board by the intending plaintiff or his agent.

28 (3) The notice referred to in subsection (2) of this section shall,
29 clearly and explicitly, state the cause of action, the particulars of the claim,
30 the name and address of the intending plaintiff and the relief which he

1 claims.

2 (4) A notice, summons or other document required or authorized to be
3 served on the Board under the provisions of this Act or any other law or
4 enactment may be served by delivery of such notice, summons or other
5 document to the Board or by sending such notice, summons or other document
6 by registered post, addressed to the Managing Director or Secretary to the
7 Board at the principal office of the Board or by electronic means through the E-
8 mail or Website of the Board.

9 (5) Any member of the Board, their secretaries or any official or
10 employee of the Board shall be indemnified out of the assets of the Board,
11 against any liability incurred in defending any proceeding whether civil or
12 criminal, if the proceeding is brought against the person in his capacity as a
13 member, secretary, officer or employee of the Board.

14 (6) In any action or suit against the Board, no execution or attachment
15 or process in the nature thereof shall be issued against the Board but any sums
16 of money which may, by the judgment of the Court, be awarded against the
17 Board shall be paid from the funds of the Board.

18 PART VII - ROADS PROGRAMME

Five Year
Rolling Road
Plan

19 21. -(1) The Board shall, within the first year of its establishment,
20 prepare a five year Rolling Road Plan (hereinafter referred to as the ("Plan")) for
21 the fulfillment of its responsibilities under this Act.

22 (2) The Plan shall be broken into yearly action programmes and shall
23 contain information, amongst others, that would allow the determination of the
24 Board's proposed activities over the Plan period in respect of each element of
25 the national road network.

26 (3) The Plan shall constitute the basis for determining the financial
27 needs of the Board and of its sourcing, including the needed contribution of the
28 road user charges.

29 (4) Notwithstanding the provisions of subsection 6 of this section, the
30 Board shall ensure that the process and method used in the preparation of the

1 first plan allows for adequate contribution by the road agencies in a manner
 2 such as to make its intent and purpose consistent with the objectives of this
 3 Act.

4 (5) The Board shall keep the Plan under review and update it
 5 annually, with appropriate input from the road agencies, within the five-year
 6 rolling plan cycle.

7 (6) In preparing the Plan, the Board shall:

8 (a) require road agencies to submit to it four months before the start
 9 of the financial year, their five - year funding programmes and the database
 10 for the service level for the Plan period relative to the roads network for
 11 which they have responsibility;

12 (b) review the funding submissions of the road agencies against set
 13 financial, economic and social criteria, for the achievement of the objects of
 14 the Roads Board; and

15 (c) after agreeing to amendments and satisfying itself of 'the
 16 integrity of the submissions taken singly and as a whole, consolidate the
 17 submissions for the purpose of any approval.

18 22. The provisions of any enactment relating to the taxation of
 19 companies or trust funds shall not apply to the Roads Fund.

Exemption from
Taxation

20 PART VIII - MISCELLANEOUS

21 23. -(1) The Board may with the approval of the Minister and make
 22 regulations to give proper effect to the provisions of this Act.

Regulations

23 (2) Regulations made pursuant to subsection (1) of this section
 24 shall be published in the official Gazette.

25 24. The Minister may give directives to the Board relating to the
 26 performance by the Board of any of its functions under this Act; provided
 27 that such directives are not inconsistent with the objectives of the Roads
 28 Fund and the functions and powers of the Board under this Act.

Power of the
Minister to give
directives

29 25. The National Council on Privatization shall, in consultation
 30 with the Minister in charge of roads, not later than three months after the

The Role of the
National Council
on Privatization

	1	coming into force of this Act, take such steps as are necessary to bring into
	2	being the institutional structures of the National Roads Fund.
Interpretation	3	26. In this Act, unless the context otherwise requires:
	4	"Board" means the Board of Directors Board established by section 6 of this
	5	Act;
	6	"Roads Fund" means the Roads Fund established by section 3 of this Act;
	7	"Financial year" means every period of twelve months terminating on 31st day
	8	of December; provided that the first financial year may be shorter or longer
	9	than eighteen months;
	10	"Gazette" means the official Gazette of the Federal Republic of Nigeria;
	11	"Minister" means the Minister responsible for Works;
	12	"Member" in relation to the Board includes the Chairman;
	13	"National Roads" means roads and bridges owned by the Federal, State and
	14	Local Governments, including non-designated local and community roads,
	15	village tracks, network, paths and trails;
	16	"Road Agencies" refers to statutory institutions charged with the
	17	responsibilities for the development, rehabilitation, reconstruction and
	18	maintenance of national road networks;
	19	"Rolling Roads Plan" means a five year roads programme prepared by the
	20	Board for the fulfillment of its responsibilities under this Act; and
	21	"Tariffs" includes road user charges such as fuel levy, supplementary heavy
	22	vehicle licenses; international transit fees, tolls and fines for overloading, etc.
Short title	23	27. This Act may be cited as the National Roads Fund Bill, 2015.

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SCHEDULE

SUPPLEMENTARY PROVISIONS RELATING TO THE BOARD

Proceedings of the Board

1. Subject to the provisions of this Act, the Board may make standing orders regulating its proceedings or that of any of its Committees.

2. The Board shall hold a meeting at least once every three months and subject thereto, the Board shall meet whenever it is convened by the Chairman.

3. A notice of not less than fourteen (14) days or such other period of as may be agreed from time to time by all the members of each meeting shall be given to all members and the notice shall specify the date, time and place of the meeting and the business to be transacted.

4. The Chairman shall preside at meetings of the Board, and if he is absent from a meeting the members present shall elect one of their number to preside at the meeting.

5. Where not less than five members of the Board request the Chairman by notice in writing signed by them, to convene an extra-ordinary meeting of the Board for any purpose specified in the notice, the Chairman shall upon receipt of such notice convene an extra- ordinary meeting of the Board for that purpose within seven days at such place and time as he may appoint. A written notice shall be addressed and sent to the members at least three working days prior to the date of the meeting.

6. Notwithstanding anything in the foregoing provisions of this paragraph, the inaugural meeting of the Board shall be summoned by the Minister responsible for Finance, who may give such directions as he thinks fit as to procedure which shall be followed at that meeting.

7. The quorum for a meeting of the Board shall five members. If, within half an hour from the time appointed for the meeting of the Board, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or such other date, time or place as

1 the chairman of the meeting shall appoint.

2 **8.** A meeting of the Board shall not be adjourned to a date which is
3 less than two (2) Days later than the day it was to be held unless otherwise
4 agreed by all the members and the meeting may only deal with the matters
5 which were on the agenda of the meeting which was adjourned.

6 **9.** Where a meeting has been adjourned, notice of the adjourned
7 meeting shall be given by the Secretary to the members.

8 **10.** The Board may co-opt non-voting observers at any of its
9 meetings, as and when required.

10 **11.** The Board shall appoint such study groups or committees as may
11 be necessary for the proper discharge its functions.

12 **12.** A study group or committee shall consist of some members and
13 such other persons as the Board may determine and the objectives of such
14 groups or committees shall be defined.

15 **13.** Members of the Board and such other persons appointed to study
16 groups or committees shall be paid such allowances as may be determined by
17 the Board.

18 **14.** A member of the Board shall not appoint any proxy to represent
19 him at any meeting of the Board.

20 **15.** All questions at a meeting of the Board shall be determined by a
21 simple majority of votes of the members present and voting, being members
22 who under this paragraph are entitled to vote at such meeting. All relevant
23 Board papers for Board meetings shall be sent to all members prior to the Board
24 meeting and the minutes of the meeting will be sent as soon as practicable after
25 the holding of the meeting.

26 **16.** At any meeting of the Board each member shall have a vote, and if
27 there is equality of votes the Chairman shall have a second or casting vote.

28 **17.** The minutes of meetings of the Board and its committees shall be
29 recorded in a register and kept by the Secretary of the Board or his nominee and
30 be confirmed at the next succeeding ordinary meeting of the Board.

1 **18.** Subject to the provisions of this Act, the Board may make
2 standing orders with respect to the holding of meetings of the Board, the
3 notices to be given of such meetings, the proceedings of meetings, the
4 keeping of minutes of such proceedings and custody or the production for
5 inspection of such.

6 **19.** Without limiting the discretion of the Board to regulate its
7 meetings, the members of the Board may, if in their view, a matter requires
8 urgent attention:

9 (i) confer by telephone;

10 (ii) close circuit television;

11 (iii) other electronic means; or

12 (iv) audio or audiovisual communication,

13 and a resolution passed at such a conference shall, notwithstanding that the
14 members are not present together in one place at the time of the conference,
15 be deemed to have been passed at a meeting of the Board duly called and
16 constituted on the day and at the time at which the conference was so held, it
17 being agreed that the provisions of the Act relating to meetings of members
18 shall apply *mutatis mutandis* to such conferences.

19 *Committees of the Board*

20 **20.** The Board may appoint one or more Committees to carry out,
21 on behalf of the Board, such of its functions as the Board may determine.

22 **21.** The decision of a Committee of the Board shall be of no effect
23 until it is confirmed by the Board.

24 *Disclosure of Interest by Members of the Board*

25 **22.** A member of the Board who is in any way directly or indirectly
26 interested in any contract or proposed contract or arrangement shall disclose
27 the nature of his interest at a meeting of the Board where the subject is first
28 discussed by the Board, and the disclosure shall be recorded in the minute
29 book of the Board, and the member shall not take part in any deliberation or
30 decision of the Board with respect to that transaction or project.

1 23. A member of the Board need not attend in person a meeting of the
2 Board in order to make a disclosure which he is required to make under this
3 paragraph if he takes reasonable steps to ensure that the disclosure is made by a
4 notice which is brought up and read at the meeting.

5 *Conflict of Interest*

6 24. The personal interest of a member shall not conflict with any of his
7 duties -as a member under this Act.

8 25. A member shall not in the course of the management of affairs of
9 the Fund or in the utilization of the Fund's property, make any secret profit or
10 achieve other unnecessary benefits.

11 26. A member shall be accountable to the Fund for any secret profit
12 made by him or any unnecessary benefit derived by him contrary to this
13 provision.

14 *The Common Seal*

15 27. The common seal of the Board shall not be affixed to any
16 instrument except by the authority of a resolution of the Board and the affixing
17 of the common seal shall be authenticated by the signatures of the Chairman
18 and the Secretary, or of some other members authorized generally or
19 specifically by the Board to act for the purpose. Any document purporting to be
20 a document duly executed under the common seal of the Board shall be
21 received in any court and shall, unless contrary is prove~, be deemed to be so
22 executed.

23 28. The validity of any proceedings of the Board shall not be affected
24 by vacancy in the membership of the Board or by any defect in the appointment
25 of a member of the Board, or by reason that a person not entitled to do so took
26 part in the proceedings.

EXPLANATORY MEMORANDUM

(This Memorandum does not form part of the above Bill but is intended to explain its purport)

This Bill seeks to establish the Road Fund which shall be a repository for revenues accruing from road user charging systems and other sources for the purpose of financing the maintenance and upkeep of national roads and promote sustainable development of the road sector.

