

A BILL

FOR

AN ACT TO REPEAL THE FEDERAL ROADS MAINTENANCE AGENCY (FERMA) ACT 2007 AND ENACT A ROAD FUND AND MANAGEMENT AUTHORITY ACT (ROFMA) AND FOR RELATED MATTERS, 2021

Sponsored by Hon. Mansur Manu Soro

[] Commencement

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

PART I - OBJECTIVES AND APPLICATION

1 1. The objectives of this Act are to- Objectives

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

6 (b) establish the Road Fund and Management Board which shall be
7 responsible for the management of the Roads Fund in accordance with the
8 provisions of this Act; and

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

11 2. The provisions of this Act shall apply to the development, Application
12 management, rehabilitation, reconstruction, maintenance and funding of the
13 roads network.

14 PART II - ESTABLISHMENT OF THE ROAD FUND AND 15 MANAGEMENT AUTHORITY

16 3.-(1) There is established, a fund to be known as Road Fund and Establishment of
17 Management Authority (in this Act referred to as "the Road Fund and
18 Management Authority") which shall be a repository for revenues accruing
and Management
Agency

1 from roads use charge systems and other sources for the maintenance of roads.

2 (2) The Road Fund and Management Authority shall:

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

4 and

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

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

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

Sources of the
Road Fund and
Management
Authority

14 4.-(1) The sources of the Road Fund and Management Authority shall
15 include-

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

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

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

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

25 and

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

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

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

Tenure of office
of Members

3 7. Members of the Board other than ex-officio shall hold office-
4 (a) for a term of 4 years in the first instance and may be re-appointed
5 for another term of 4 years and no more; and
6 (b) on such terms and conditions as may be specified in their letters of
7 appointment.

Allowances of
Members

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

Cessation of
Membership

11 9.-(1) A member of the Board shall cease to hold office if:
12 (a) he becomes bankrupt;
13 (b) he is convicted of a felony or any offence involving dishonesty or
14 fraud;
15 (c) he becomes of unsound mind or is incapable of carrying out his
16 duties;
17 (d) he is guilty of a serious misconduct in relation to his duties;
18 (e) in the case of a person possessed of professional qualifications, he
19 is disqualified or suspended from practicing his profession by an order of a
20 competent authority;
21 (f) he resigns his appointment by a letter addressed to the President
22 through the Minister; and
23 (g) in the case of an ex-officio member, he ceases to hold the office on
24 the basis of which he is member of the Board.

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

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

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

5 PART III - FUNCTIONS AND POWERS OF THE BOARD

6 10. The Board shall be responsible for:

Functions of the
Board

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

10 (b) to generate fund and remit it to Consolidated Revenue of the
11 Federation;

12 (c) ensure that Toll-Gates operate an Automated Revenue
13 Collection System;

14 (d) pays Personnel Overhead and Capita;

15 (e) receiving monies accruing to the Roads Fund;

16 (f) administering and managing the Roads Fund;

17 (g) coordinating and ensuring total and timely accountability of all
18 monies allocated to the Roads Fund;

19 (h) disbursing monies from the Roads Fund to the road agencies for
20 financing the development, rehabilitation, management, maintenance and
21 other activities related to the provision of roads;

22 (h) retaining the balance of the money in the Roads Fund after the
23 disbursement specified in paragraph (e) above for the discharge of its
24 functions under this Act;

25 (i) scrutinizing and approving applications to the Roads Fund for
26 road maintenance projects from roads agencies and other bodies to ensure
27 prudent management, accountability and proper utilization of the Roads
28 Fund for the purposes set out in this Act;

29 (j) establishing the allocation criteria to disburse monies to the
30 various categories of road agencies;

1 (k) ensuring transparency and accountability in the disbursement of
2 the Roads Fund by, among other things, preparing and publishing an annual
3 report and also issuing guidelines to the public on criteria for accessing the
4 Roads Fund;

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

8 (m) preparing, publishing and submitting to the Minister audited
9 annual accounts of the Fund;

10 (n) making policy recommendations to the Federal Government on
11 matters relating to the national roads network;

12 (o) making recommending to the Minister on the level of road user
13 charges required to finance the recommended road maintenance programmes;

14 (p) advising the Minister on the funding policy for the maintenance,
15 rehabilitation and development of roads;

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

19 (r) doing all other things as are necessary for achieving the purposes
20 for which the Roads Fund and Management is established; and

21 (s) assessing the allocation of financial resources required by the road
22 agencies for the maintenance of the different classes of roads under the
23 responsibility of the road agencies; and further, reviewing regularly and
24 determine the allocation of financial resources required between maintenance,
25 rehabilitation and reconstruction.

Powers of the
Board

26 **11.-(1)** In carrying out its functions, the Board shall have powers to:

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

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

1 (c) exercise any power, right or privilege, in relation to any security
2 held by the Board, that a private individual would be capable of exercising in
3 like circumstances including power to invest, surrender, transfer or recovery
4 of any security held by the Board whether upon exchange for other security
5 or upon discharge; and

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

9 PART IV - STAFF OF THE ROADS FUND

10 12.-(1) There shall be for the Roads Fund and Management
11 Authority an Executive Secretary to be appointed by the President, on the
12 recommendation of the Minister.

Appointment of
the Executive
Secretary

13 (2) The Executive Secretary shall:

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

17 (b) be the chief executive and accounting officer of the Roads
18 Fund; and

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

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

23 (a) the implementation of the decisions of the Board and the day to
24 day administration and management of the affairs of the Board; and

25 (b) conducting the correspondence of the Board and keeping
26 proper records of the proceedings of the Board.

27 13.-(1) The Executive Secretary may be suspended or removed
28 from office by the President if he:

Removal of the
Executive Secretary

29 (a) has demonstrated inability to effectively perform the duties of
30 his office;

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

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

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

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

Other Staff

13 14.-(1) The Roads Fund and Management Authority shall employ
14 directly, on transfer or secondment from any civil service or public service of
15 the federation such number of employees as may in the opinion of the Board
16 necessary to assist the Board and the Executive Secretary in the performance of
17 their functions under this Act.

18 (2) The terms and conditions of service of employees of the Roads
19 Fund and Management Authority shall be as may be determined by the Board
20 from time to time.

21 (3) The Board shall have power to establish and review from time to
22 time market-oriented criteria for establishing the remuneration of the members
23 of staff of the Roads Fund and Management Authority in accordance with
24 extant laws and regulations.

Pension

25 15.-(1) The officers and other employees of the Fund shall be entitled
26 to pensions and other retirement benefits in conformity with provisions of the
27 Pensions Reform Act, 2004.

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

PART V - FINANCIAL PROVISIONS

1
2 16. The Roads Fund and Management Authority shall apply the
3 Administrative Fund specified in section 3(3) of this Act:

Application of
the Administrative
Fund

4 (a) to the administration of the Roads Fund and Management;

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

9 (c) to the payment of the salaries, fees or other remuneration,
10 allowances and other benefits payable to the officers and other employees of
11 the Roads Fund and Management Authority;

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

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

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

18 17.-(1) The Roads Fund and Management Authority shall not later
19 than four months to the end of a financial year, prepare and present to the
20 Minister for approval a statement of estimated income and expenditure for
21 the following financial year

Statement of
Account

22 (2) The Board shall ensure that in any financial year, the
23 expenditure and commitments of the Roads Fund and Management
24 Authority does not exceed the Administrative Fund.

25 (3) Where, in exceptional circumstances, the Road Fund and any
26 surplus income brought forward from a previous year, is insufficient to meet
27 the actual or estimated liabilities of the Roads Fund and Management
28 Authority, the Minister may make advances to the Roads Fund and
29 Management Authority in order to meet the deficiency or any part thereof
30 and such advances shall be made on such terms and conditions, whether as to

1 repayment or otherwise, as the Minister responsible for Finance may
2 determine.

Proper books
and records of
account

3 18.-(1) The Road Fund and Management Authority shall keep proper
4 books and other records of account in respect of receipt and expenditure of the
5 Road Fund and Management Authority and the Administrative Fund in
6 accordance with acceptable principles of accounting.

7 (2) The accounts of the Road Fund and Management Authority shall
8 be audited by Auditors to be appointed annually by the Authority from among
9 the list of auditors and in accordance with guidelines prepared by the Auditor-
10 General for the Federation.

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

15 (4) Auditors appointed pursuant to subsection (2) of this section shall
16 have access to all accounts and other records relating to such accounts which
17 are kept by the Authority or its agents and shall have the power to require from
18 any member of the Board or employee or agent of the Authority such
19 information and explanation as in the auditors opinion are necessary for the
20 purpose of the audit.

21 (5) Any member of the Board, employee or agent of the Road Fund
22 and Management Authority who fails without reasonable cause to comply with
23 a request or instruction of an auditor pursuant to subsection (4) of this section
24 commits an offence and liable on conviction to a fine not less than N100,000.00

Audit and
Accounts

25 19.-(1) The Roads Fund and Management Authority shall, within
26 three months after the end of each financial year, furnish the Minister with:

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

29 (b) a copy of the general report and full report of the external auditor;
30 and

1 (c) an annual Report detailing:

2 (i) the state of affairs of the Roads Fund and Management
3 Authority for the financial year and including a any change in the reserve
4 fund arising from the activities of the Board during the year; and

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

7 (2) All sums received for the purpose of the Road Fund and
8 Management Authority shall be paid into one or more banking accounts at
9 such bank or banks as the Board may determine, and no amount shall be
10 withdrawn there from except under the authority of the Board and by means
11 of cheques or other financial instruments on procedures as are authorized in
12 that regard by the Board.

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

17 (4) The balance of the revenue accruing to the Road Fund and
18 Management Authority in any financial year shall be applied for the purpose
19 of creating a general reserve or such other reserve as the Board may from
20 time to time approve.

21 (5) Any part of the Road Fund and Management Authority not
22 immediately required for the purpose of the Roads Fund may be invested in
23 such manner as the Board may, in its discretion, determine subject to the
24 approval of the Minister.

25 (6) The financial year of the Roads Fund and Management
26 Authority shall be a period of twelve months commencing on the 1st of
27 January of each year and ending on the 31st of December of the same year.

28 Provided that the first financial year may be a period shorter or
29 longer than twelve months as the Board shall determine, but in any case not
30 longer than eighteen months.

1 (7) The Annual Report of the Roads Fund and Management Authority
2 shall be available, on demand, to the public.

3 PART VI - LEGAL PROCEEDINGS

Limitation of
suit

4 20.-(1) The provisions of the Public Officers Protection Act shall
5 apply in relation to any suit instituted against an official or employee of the
6 Board.

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

11 (3) The notice referred to in subsection (2) of this section shall, clearly
12 and explicitly, state the cause of action, the particulars of the claim, the name
13 and address of the intending plaintiff and the relief which he claims.

14 (4) A notice, summons or other document required or authorized to be
15 served on the Board under the provisions of this Act or any other law or
16 enactment may be served by delivery of such notice, summons or other
17 document to the Board or by sending such notice, summons or other document
18 by registered post, addressed to the Managing Director or Secretary to the
19 Board at the principal office of the Board or by electronic means through the E-
20 mail or Website of the Board.

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

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

PART VII - ROADS PROGRAMME

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

Five Year Rolling
Plan

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

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

(4) Notwithstanding the provisions of subsection 6 of this section, the Board shall ensure that the process and method used in the preparation of the first plan allows for adequate contribution by the road agencies in a manner such as to make its intent and purpose consistent with the objectives of this Act.

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

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

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

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

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

Exemption from taxation	1	22. The provisions of any enactment relating to the taxation of
	2	companies or trust funds shall not apply to the Roads Fund.
	3	PART VIII - MISCELLANEOUS
Directives	4	23.-(1) The Board may with the approval of the Minister and make
	5	regulations to give proper effect to the provisions of this Act.
	6	(2) Regulations made pursuant to subsection (1) of this section shall
	7	be published in the official Gazette.
Regulations	8	24. The Minister may give directives to the Board relating to the
	9	performance by the Board of any of its functions under this Act; provided that
	10	such directives are not inconsistent with the objectives of the Road Fund and
	11	Management Authority and the functions and powers of the Board under this
	12	Act.
Role of the National Council on Privatization	13	25. The National Council on Privatization shall, in consultation with
	14	the Minister in charge of roads, not later than three months after the coming into
	15	force of this Act, take such steps as are necessary to bring into being the
	16	institutional structures of the Road Fund and Management Authority.
Interpretation	17	26. In this Act, unless the context otherwise requires:
	18	"Board" means the Board of Directors Board established by section 6 of this
	19	Act;
	20	"Road Fund and Management Authority" means the Roads Fund established
	21	by section 3 of this Act;
	22	"Financial year" means every period of twelve months terminating on 31st day
	23	of December; provided that the first financial year may be shorter or longer
	24	than eighteen months;
	25	"Gazette" means the official Gazette of the Federal Republic of Nigeria;
	26	"Minister" means the Minister responsible for Works;
	27	"Member" in relation to the Board includes the Chairman;
	28	"Roads" means roads and bridges owned by the Federal, State and Local
	29	Governments, including non-designated local and community roads, village
	30	tracks, network, paths and trails;

1 "Road Agencies" refers to statutory institutions charged with the
2 responsibilities for the development, management, rehabilitation,
3 reconstruction and maintenance of national road networks;

4 "Rolling Roads Plan" means a five year roads programme prepared by the
5 Board for the fulfillment of its responsibilities under this Act; and

6 "Tariffs" includes road user charges such as fuel levy, supplementary heavy
7 vehicle licenses, international transit fees, tolls and fines for overloading,
8 etc.

9 27. This Bill may be cited as the Road Fund and Management Authority Bill, 2021. Short title

11 SCHEDULE

12 SUPPLEMENTARY PROVISIONS RELATING TO THE BOARD

13 *Proceedings of the Board*

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

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

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

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

26 5. Where not less than five members of the Board request the
27 Chairman by notice in writing signed by them, to convene an extra-ordinary
28 meeting of the Board for any purpose specified in the notice, the Chairman
29 shall upon receipt of such notice convene an extra- ordinary meeting of the
30 Board for that purpose within seven days at such place and time as he may

- 1 appoint. A written notice shall be addressed and sent to the members at least
2 three working days prior to the date of the meeting.
- 3 6. Notwithstanding anything in the foregoing provisions of this
4 paragraph, the inaugural meeting of the Board shall be summoned by the
5 Minister responsible for Finance, who may give such directions as he thinks fit
6 as to procedure which shall be followed at that meeting.
- 7 7. The quorum for a meeting of the Board shall five members. If,
8 within half an hour from the time appointed for the meeting of the Board, a
9 quorum is not present, the meeting shall stand adjourned to the same day in the
10 next week at the same time and place, or such other date, time or place as the
11 chairman of the meeting shall appoint.
- 12 8. A meeting of the Board shall not be adjourned to a date which is less
13 than two (2) Days later than the day it was to be held unless otherwise agreed by
14 all the members and the meeting may only deal with the matters which were on
15 the agenda of the meeting which was adjourned.
- 16 9. Where a meeting has been adjourned, notice of the adjourned
17 meeting shall be given by the Secretary to the members.
- 18 10. The Board may co-opt non-voting observers at any of its
19 meetings, as and when required.
- 20 11. The Board shall appoint such study groups or committees as may
21 be necessary for the proper discharge its functions.
- 22 12. A study group or committee shall consist of some members and
23 such other persons as the Board may determine and the objectives of such
24 groups or committees shall be defined.
- 25 13. Members of the Board and such other persons appointed to study
26 groups or committees shall be paid such allowances as may be determined by
27 the Board.
- 28 14. A member of the Board shall not appoint any proxy to represent
29 him at any meeting of the Board.
- 30 15. All questions at a meeting of the Board shall be determined by a

1 simple majority of votes of the members present and voting, being members
2 who under this paragraph are entitled to vote at such meeting. All relevant
3 Board papers for Board meetings shall be sent to all members prior to the
4 Board meeting and the minutes of the meeting will be sent as soon as
5 practicable after the holding of the meeting.

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

9 17. The minutes of meetings of the Board and its committees shall
10 be recorded in a register and kept by the Secretary of the Board or his
11 nominee and be confirmed at the next succeeding ordinary meeting of the
12 Board.

13 18. Subject to the provisions of this Act, the Board may make
14 standing orders with respect to the holding of meetings of the Board, the
15 notices to be given of such meetings, the proceedings of meetings, the
16 keeping of minutes of such proceedings and custody or the production for
17 inspection of such.

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

- 21 (i) confer by telephone;
- 22 (ii) close circuit television;
- 23 (iii) other electronic means; or
- 24 (iv) audio or audiovisual communication,

25 and a resolution passed at such a conference shall, notwithstanding that the
26 members are not present together in one place at the time of the conference,
27 be deemed to have been passed at a meeting of the Board duly called and
28 constituted on the day and at the time at which the conference was so held, it
29 being agreed that the provisions of the Act relating to meetings of members
30 shall apply mutatis mutandis to such conferences.

1 *Committees of the Board*

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

4 21. The decision of a Committee of the Board shall be of no effect
5 until it is confirmed by the Board.

6 *Disclosure of Interest by Members of the Board*

7 22. A member of the Board who is in any way directly or indirectly
8 interested in any contract or proposed contract or arrangement shall disclose
9 the nature of his interest at a meeting of the Board where the subject is first
10 discussed by the Board, and the disclosure shall be recorded in the minute book
11 of the Board, and the member shall not take part in any deliberation or decision
12 of the Board with respect to that transaction or project.

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

17 *Conflict of Interest*

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

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

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

26 *The Common Seal*

27 27. The common seal of the Board shall not be affixed to any
28 instrument except by the authority of a resolution of the Board and the affixing
29 of the common seal shall be authenticated by the signatures of the Chairman
30 and the Secretary, or of some other members authorized generally or

1 specifically by the Board to act for the purpose. Any document purporting to
2 be a document duly executed under the common seal of the Board shall be
3 received in any court and shall, unless contrary is proved, be deemed to be so
4 executed.

5 28. The validity of any proceedings of the Board shall not be
6 affected by vacancy in the membership of the Board or by any defect in the
7 appointment of a member of the Board, or by reason that a person not
8 entitled to do so took 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 and Management Authority 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.

