THE NATIONAL BANK OF COMMERCE (REORGANIZATION AND VESTING OF ASSETS AND LIABILITIES) ACT, 1997

ARRANGEMENT OF SECTIONS

THE UNITED REPUBLIC OF TANZANIA

NO. 23 OF 1997

I ASSENT,

Benjamin W. Mkapa

President

5TH September, 1997.

An Act to provide for the reorganization of the National Bank of Commerce, to vest its assets and liabilities into designated new entities and to provide for other related transitional matters.

[....]

ENACTED by the Parliament of the United Republic of Tanzania.

PART I

PRELIMINARY PROVISIONS

Short title and commencement

1.—(1) This Act may be cited as the National Bank of Commerce (Reorganization and Vesting of Assets and Liabilities) Act, 1997.

(2) This Act shall come into operation on the 1st day of October, 1997.

Application

2. This Act shall apply to Tanzania Zanzibar as well as to Mainland Tanzania

Interpretation

3.—(1) In this Act, unless the context requires otherwise—

"assets" means property, real and personal, of every kind including—

(a) rights under contract and agreement;

(b) money, books, books of accounts, records and goodwill;

(c) all other rights, interest and claims in or to, real or personal property whether liquidated or unliquidated, certain or contingent, accrued or accruing;

Act No. I of 1995

"Bank" means the Bank of Tanzania established by the Bank of Tanzania Act, 1995;

"the banking law" means the Banking and Financial Institutions Act, 1991;

"Board" means the Board of Directors of the Corporation established by section 7;

"Bureau" means the National Bureau de Change Limited;

"Commission" means the Parastatal Sector Reform Commission established by the Public Corporations Act, 1992;

"Committee" means the Transition Management Committee established by section 12;

"Company" means the NBC (1997) Limited which is required to be established by the NBC (1997) Limited Incorporation Act, 1997;

"Corporation" means the NBC Holding Corporation established by seetion 4;

"Designated new entity" means the Company, the NMB, the Bureau or the Corporation;

"Director-General" means the Director-General of the Corporation appointed under Section 7;

"effective date" means the 1st day of October 1997;

"former bank" means the bank established by the National Bank of Commerce (Establishment) and Vesting of Assets and Liabilities) Act, 1997;

"instrument" includes a contract, a guarantee, an agreement including a mortgage, charge, bill of exchange, promissory note, bank draft, bank cheque, letter of credit or any other security;

"liabilities" means debts, charges, duties and all obligations of every description under contract or agreement including savings and deposits of all kinds, whether present or future, actual or contingent, and whether payable, to be observed or performed in the United Republic or elsewhere; but does not include any liability in respect of taxation under any law in force in the United Republic;

"Minister" means the Minister for the time being responsible for finance;

"the NMB" means the National Microfinance Bank required to be established by the National Microfinance Bank Limited Incorporation Act, 1997;

"rights' means, powers, priveleges, and immunities, whether actual, contingent or prospective;

"securities" includes-

(a) debentures, stock, shares, bonds Or notes issued or proposed to be issued by the Company or the NMB and any right, warrant or option in respect of it;

(b) treasury bonds or other loan instrument of the Government;

(c) rights or interests, whether described as units or otherwise under any unit trust;

(d) such other instruments as the Minister may, by notice published in the *Gazette*, prescribe

residual assets" means the asseets of the former bank which are not vested in the company or the NMB;

"specified branches" means the branches of the former bank specified in the First Schedule to this act which are to constitute the Company or the NMB; or the Bureau

"transition period" means the transition period referred to in section I 1;

"vesting date" means the date on which assets and liabilities to which the former bank was entitled or subject to, are transferred to and vested in the Company, the NMB or the Corporation, as the case may be.

(2) The Minister may, upon advice by the Committee and at any time not later than the end of the transitional period, by order published in the *Gazette*, amend, add to, vary or alter the disposition of the specified branches in the First Schedule to this Act.

PART 11

THE NBC HOLDING CORPORATION

Establishment of the Corporation

4.-(l) There is hereby established a corporation to be known as the NBC Holding Corporation.

(2) The Corporation shall be a body corporate and shall-

(a) have perpetual succession and a common seal;

(b) in its corporate name be capable of suing and being sued;

(c) subject to this Act, be capable of purchasing and otherwise acquiring or alienating any movable or immovable property.

Duration of Corporation

5.-(l) The Corporation shall continue in existence for such time as there remain undischarged assets and liabilities of the former bank but shall in any case not continue in existence beyond five years from the effective date unless within six months prior to the date of its cessation of operations, the Corporation is granted a new lease of life by a resolution in that behalf passed by the National Assembly.

(2) For the purposes of terminating the business of the Corporation in pursuance of subsection (1), the Minister shall make a dissolution order to be published in the *Gazette*, dissolving the Corporation and providing for the transfer of any assets and liabilities back to the Treasury Registrar and for all other matters relevant to the dissolution of the Corporation.

Functions and resources of the Corpotation

6.-(1) As from the effective date, it shall be the duty of the corporation-

(a) to carry on, in relation to the company and the NMB, the business of a holding company and the business of an investment Company;

(b) to acquire and hold, on behalf of the Treasury Registrar, controlling and other interests in the share or loan capital in the Company and in the NMB and in the Bureau;

(c) to take over the assets and liabilities and continue the business of the former bank which are not vested in the Company or the NMB or the Bureau;

(d) to receive and discharge all claims against the former bank which are not vested in the Company or the NMB;

(e) to do any other act or thing which the Minister may, upon advice by the Committee, by notice in the *Gazette* determine as being a function of the Corporation.

(2) The Minister shall, within two months after the vesting date, make regulations to be published in the *Gazette* further directing the Corporation as to the performance of its functions under this Act.

(3) The funds and resources of the Corporation shall consist of-

(a) such sums as may be granted by Parliament for the Corporation;

(b) retention of such percentage as may be approved by the Minister of each sum collected by the Corporation in the course of discharging its functions in relation to the residual assets and liabilities of the former bank.

Management of the Corporation

7.-(1) There shall be a Board of Directors of the Corporation which shall, subject to this Act, carry out the functions and manage the affairs of the Corporation.

(2) The Board shall consist of a Chairman who shall be appointed by the President, and five other members who shall be appointed by the Minister.

(3) The provisions of the Second Schedule to this Act, shall have effect as to the constitution and proceedings, of the Board and other matters in relation to the Board.

(4) The Minister may On the recommendation of the Board by order published in the *Gazette* vary or replace all or any of the provisions of the Second Schedule to this Act.

(5) The members of the Board shall be entitled to such remuneration, fees or other allowances for, expenses as the Minister may, upon the recommendation of the Board from time to time determine.

(6) The President shall appoint a Director-General of the Corporation who shall be the chief executive officer of the Corporation.

(7) The Board may from time to time appoint such number of other employees of the Corporation as it may deem necessary for the proper and efficient conduct of the business and activities of the Corporation, and in particular the efficient and effective discharge of matters connected with the residual assets of the former bank.

Power of the Corporation in to residual assets

8. Subject to the provisions of this Act, to the directions of the Minister and to any instruction which maybe given by the Committee, the Corporation shall have and exercise in relation to all the residual assets and liabilities all the powers that the former bank had in relation to them.

PART III

REORGANIZATION AND VESTING PROVISIONS

Former bank to cease operation

9.-(1) With effect from the time at which the specified branches close for business on the 30th day of September, *1997,* the former bank shall cease to carry on any business of any kind.

(2) The former bank shall, for the purposes of this Act, be and be deemed to have been dissolved with effect from the effective date.

(3) With effect from the effective date, the former bank shall be reorganised and its affairs and business shall ber taken over and. conducted by persons specified by and in accordance with the provisions of-

(a) this Act;

(b) the NBC *(1997)* Ltd Incorporation Act, *1997;* and

(c) the National Microfinance Bank Limited Incorporation Act. *1997;*

Vesting of assets and liabilities of former bank into new entities

10.-(I) Consequent upon the split of the former bank into the Comparty, the NMB and the Corporation, all the assets and the liabilities relating to banking business, to which the former bank was entitled or subject, immediately before the vesting date. shall, with effect from the 1st day of October, 1997, by virtue of this section and without further assurance-

(a) in respect of the banking business in the specified branches constituting the Company, be transferred to and vest in the Company;

(b) in respect of the banking business in the specified branches constituting the NMB, be transferred to and vest in the NMB;

(c) in respect of the business of the Bureau, be transferred to and vest in the National Bureau de Change Limited;

(d) in respect of the business of the Karadha Company Limited be transferred to and vest in the Corporation;

(e) in respect of non-banking assets and liabilities and all other assets, liabilities and business of the former bank not transferred and vested by paragraph (a), (b), (c) or (d) of this subsection, be transferred to and vest in the Corporation -

(2) The Minister shall within not more than twelve months from the vesting date and upon advice by the Committee, by notice published in the *Gazette*, determine the assets and liabilities allocated to the Company, the NMB the Bureau and the Corporation respectively.

(3) it is hereby declared for the avoidance of doubt that, any reference in this Act or in any subsidiary legislation made under it-

(a) to property of the former bank or any of its subsidiary companies, is a reference to its property whether situated in the United Republic or elsewhere; and

(b) to the rights or liabilities of the former bank or any of its subsidiary companies, is a reference to the rights to which it is entitled or, as the case may be, to the liabilities to which it is subject, whether under the law of the United Republic of Tanzania Zanzibar or of any other jurisdiction outside the United Republic.

(4) The liabilities to which this section applies shall, as from the vesting date, be deemed to be liabilities of the Company, the NMB the Corporation, and the former bank shall be discharged from its obligations in respect of every such liability.

(5) The liabilities referable to a depositor's deposit with a specified branch which are transferred by this section to a designated new entity, are liabilities to return his deposit and pay interest on it, if it was payable, at the rate prevailing immediately before the vesting date but, as from the vesting date, the rights, liabilities and obligations referable to the deposits shall become instead rights, liabilities and obligations incident to the relationship of customer and banker, and variable accordingly.

(6) The rules of the former bank shall not, by virtue of subsection (1), bind the designated new entity, but nothing in subsection (1), (4) or (5) in this subsection shall affect the continuance in force of any direction, authority or power subsisting with reference to a customer's account with the former bank immediately before the transfer of the account to the company or to the NMB-

(7) Every person who, immediately before the vesting date, was managing the affairs and business of the former bank in the specified branches or in a subsidiary company shall, upon and after the vesting date, do all things that are necessary or desirable, subject to such directions as the Committee may give, for the effectual transfer in accordance with this Act of the assets and liabilities of the former bank in the specified branches or in that subsidiary company subsisting immediately before the transfer.

(8) Where before the vesting date, any person, who was responsible for the management of the affairs and business of the former bank in the specified branches or in a subsidiary company does or purports to do, any lawful act in relation to the assets and liabilities of the former bank or subsidiary company which, if done after the transfer would be necessary or desirable for the more effectual transfer of the assets and liabilities of the former bank or subsidiary company, that lawful act shall be deemed to have been done under this Act, and its performance by such person shall not be called into question in any court by reason only of that act having been done before the vesting date.

(9) Notwithstanding the preceding provisions, no person shall, after the enactment of this act but before the vesting date, transfer or enter into any transaction which might, on or after the vesting date, result in the transfer of any of the assets of the former bank or of any of its subsidiary companies in any manner other than that provided for by this Act.

(10) Every chose-in-action transferred by subsection (1) to the Company, the NMB or the Corporation may, on or after the vesting date, be sued on, recovered or enforced by the Company, the NMB the Bureau or the Corporation, as the case may be, in its own name; save that it shall be necessary for the Company, the NMB or the Corporation to give notice of the transfer effected by this subsection to the person bound by the chose-in-action.

(11) Every asset and liability transferred by subsection (1) to the Company, the NMB or the Corporation may, on or after the vestig date, be sued on, recovered or enforced by or against the Company, the NMB the Bureau or the Corporation, as the case may be, in its own name, save that it shall be necessary for the Company, the NMB or the Corporation to give notice of the transfer to the person whose asset or liability is transferred by this section.

(12) In the case of assets and liabilities arising under any loans which are transferred to and vest in the Company, the NMB, the Bureau or the Corporation on the vesting date, the Company, the NMB, the Bureau or the Corporation may into such arrangements or agreements over such assets; rights and liabilities with the Government of the United Republic or any other third party

(13) Any assets and liabilities which are not vested either in the Company, the NMB the Bureau or the Corporation shall, before the end of the transitional period, be transferred by the Committee to the Corporation or, subject to any direction of the Committee, be dealt with by the Company, the NMB or the Corporation, as the case may be, in such manner as the Minister shall determine.

(14) Any person who fails or refuses to comply with the provisions of this section, commits an offence and upon conviction, is liable to a fine not exceeding one and a half million shillings or imprisonment for a term not exceeding four years or to both that fine and imprisonment.

PART IV

CONSEQUENTIAL AND TRANSITIONAL PROVISIONS

Transitional period

11. There shall be a transitional period of not more than twelve months commencing from the vesting date within which, subject to this Act, all necessary measures shall be taken to facilitate the winding up of the affairs and business of the former bank and its subsidiary companies, the effectual transfer and vesting of its assets and liabilities and the transfer and discharge of the affairs of the employees of the former bank.

Transition Management Committee

12. (1) There is hereby established a Committee to be known as the Transition Management Committee which shall consist of:

(a) The Principal Secretary to the Treasury, who shall be the Chairman;

(b) The Chairman of the Commission;

(c) the Attorney-General or his representative;

(d) the Treasury Registrar;

(e) Director of Banking Supervision in **the Bank;**

(f) the Managing Director of the Company;

(g) the Managing Director of the NMB;

(h) the Director-General of the Corporation;

(i) two other members appointed by the Minister.

(2) The Committee shall subject to this Act and to such directions as tile Minister may from time to time issue in that behalf, regulate the procedure for the conduct of its business, and be answerable to the Minister for the overall conduct of the transitional functions referred to in section 11.

(3) In the discharge of its duties under this Act, the Committee shall have power to-

(a) identify for determination by the Minister the assets, liabilities, right and business to be allocated to the designated new entities, and recommend the manner in which the same are to be allocated in furtherance of the provision of section 10;

(b) impose on any of the designated new entities an obligation to enter into such written agreements with or in favour of, any other designated new entity;

(c) ensure that the transfer of all the assets and liabilities to the designated new entities is done in accordance with the policy decisions made by the Government of the United Republic and determine all issues and matters arising from and, incidental to the transfer;

(d) determine all matters pertaining to the transfer of the employees and affairs of the former bank to the designated new entities;

(e) ensure that the transfer of any residual property, assets and liabilities of the former bank is done in an efficient and expeditious manner;

(f) make such supplemental, incidental or consequential provisions as it may deem appropriate, desirable, necessary or expedient for the purposes of facilitating the smooth and speedy implementation of the reorganization of the former bank.

(4) The Bank shall provide secretarial and other facilities for the Committee.

(5) The Committee and its supporting staff shall be paid such remuneration and allowances as the Minister may, from time to time, determine.

(6) All the expenses of the Committee shall be funded by the Bank.

Provisions concerning instruments

13.-*(1)* The instruments to which this section applies are those instruments-

(a) to which the former bank or any of its subsidiary companies is a party;

(b) under which any money is or may become payable or any other property is to be, or may become liable to be transferred, conveyed or assigned to the former bank or its subsidiary company;

(c) under which any money is, or may become, payable as any other property is to be, or may become liable to be transferred, conveyed or assigned, by the former bank or its subsidiary company;

which are subsisting at the vesting date and which relate to the asset or liability transferred to a designated new entity by virtue of this Act.

(2) An instrument to which this section applies shall, with effect from the vesting date and by virtue of this section continue in full force and effect and the designated new entity shall by this section-

(a) be substituted for the former bank or its subsidiary company as a party to it;

(b) under which any money is or may become payable or any other property is to be, or may become liable to be transferred, conveyed or assigned to the former bank or its subsidiary company;

(c) be entitled to obtain a transfer, conveyance or assignment of, and enforce possession of any property which is to be transferred, conveyed or assigned under it;

(d) be liable to make payment of any money payable under it; or

(e) be liable to transfer, convey or assign any property which is to be transferred, conveyed or assigned under it, as the case requires.

(3) Where in relation to any instrument a doubt exists as to whether that instrument is one to which subsection (1) applies, the matter shall be referred by the Committee to the Minister and his ruling on the matter shall be final and binding on all the parties concerned.

(4) Where in an instrument to which the former bank is not a party reference is made to the former bank or its subsidiary company and, in the opinion of the Minister, that reference should be a reference to the former bank, the Minister may notify the parties that the reference in that instrument to the former bank or its subsidiary company shall be construed as reference to a designated new entity and , upon that notice being issued, that instrument shall take effect as if reference in the instrument to former bank or its subsidiary company were reference to the company, the NMB or the Corporation, as the case may be.

(5) The provisions of this section shall apply to testamentary instruments made before the vesting date whether the testator dies before or after that date.

(6) As regards negotiable instruments and orders for payment of money, this section shall apply to an instrument or order drawn, given, accepted or endorsed on or after the vesting date as it shall apply to one drawn, given, accepted or endorsed before that date.

(7) Nothing in this section shall be construed as-

(a) validating or be deemed to validate an instrument or a term, covenant, condition or any other provision of an instrument to which this Act relates, which was invalid or unenforceable immediately before the vesting date; or

(b) creating in favour of or against a designated new entity or any other party, any right or liability under an instrument to which this Act relates, which has ceased to be legally enforceable prior to the vesting date.

Provisions regarding employees of former bank

14.-(1) Subject to this Act, the employees of the former bank who are immediately before the effective date employees of that bank shall, with effect from the vesting date be transferred to and be employed by the Company, the NMB or the Corporation, as the case may be.

(2) The Committee shall, not later than the end of the transitional period, finally determine which of the employees of the former bank shall be employed by the Company, the NMB the Bureau or the Corporation, as the case may be.

(3) With effect from the vesting date-

(a) the Company shall accept into its employment, subject to this Act, every person who immediately before the vesting date was employed by the former bank in the specified branches and is designated by the Committee for employment by the Company;

(b) the NMB shall accept into its employment, subject to this Act, every person who immediately before the vesting date was employed by the former bank in the specified branches and is designated by the Committee for employment by the NMB;

(c) the Bureau shall accept into its employment, subject to this Act, every person who immediately before the vesting date was employed by the former bank in the Bureau or in any of the specified branches and is designated by the Committee for employment by the Bureau;

(d) the Corporation shall accept into its employment, subject to this Act, every person who immediately before the vesting date was employed by the former bank and is designated by the Committee for employment by the Corporation.

Provisions applicable to transferred staffs

15.-(I) With effect from the vesting date, an employee transferred from the former bank shall be employed by the new employer on terms not less favourable than those applicable to him before his transfer.

(2) Subject to subsection (1), until such- time as new schemes and tems and conditions of service are drawn up by the designated new entities, the schemes and terms and conditions of service in the former bank shall continue to apply to every person transferred under section 14 to the service of the designated new entity as if he was still in the service of the former bank.

(3) Where any person who is transferred to the service of a designated new entity under section 14 is a member of any statutory or voluntary pension scheme or provident fund, he shall for the purposes of this Act continue to be governed by the same regulations under those schemes

or fund as if he had not been transferred to the service of the designated new entity, and for the purposes of the regulations governing those schemes, his services with the designated new entity shall be deemed to be service in the former bank.

Continuation and completion of disciplinary proceedings

16.-(l) Where immediately before the 1st day of October, 1997-

(a) any disciplinary proceedings have been initiated against any employee of the former bank or its subsidiary company and such proceedings are still pending before the former bank or in the course of being head or investigated by the former bank or had been heard or investigated by the former bank and no order or decision had been rendered thereon, or

(b) any such employee has been interdicted or suspended,

the Company, the NMB or the Corporation as the case, may be shall-

(i) in the case of paragraph (a), carry on and complete the hearing or investigation and make an order or render a decision, as the case may be; and

(ii) in the case of paragraph (b), deal with such employee in such manner as it deems appropriate;

having regard to the offence against him, including the institution and completion of disciplinary proceedings and the making of an order or the rendering of a decision as the case may be, as if those disciplinary proceedings had been commenced by the designated new entity to which the employee would by transferred for employment.

(2) Where on the lst day of October, 1997, any penalty, other than dismissal, has been imposed on any employee of the former bank or its subsidiary company pursuant to disciplinary proceedings conducted against him and the penalty has not been or remains to be, served by such employee, he shall on his transfer to the Company, the NMB or the Corporation, as the case may be, under section *14*, serve or continue to serve that penalty to its full term as if it had been imposed by the designated new entity in question, and the penalty shall remain valid against the employee on his tranfser and shall continue in full force and effect until he has served the penalty in full.

Taxation

17. Notwithstanding anything contained in any written law for the time being in force, no transaction entered into or action taken in pursuance of the reorganization of the former bank in accordance with the provisions of this Act, or the Acts providing for the incorporation of the designated new entities, shall attract the charge of any tax or duty on the Company, the NMB, the Corporation or the Bank.

18. The National Bank of Commerce (Establishment and Vesting of Assets and Liabilities) Act, 1967, is hereby repealed. Repeal of Act No. I of 1997

19. Notwithstanding the repeal of the National Bank of Commerce (Establishment and Vesting of Assets and Liabilities) Act, 1967, all subsidiary legislation made under it in force immediately before the vesting date and which are required for the continuation of the business of the former bank or its subsidiary company shall continue in force until they are revoked or replaced. Savings

FIRST SCHEDULE-(Section 3)

Branches of the former bank which constitute the Company and the NMB Ltd.

Region	*NBC (1997) Ltd. Seria Branch No.*		*NMB Ltd. Serial Branch No.*	
Arusha	I.	Clock Tower	1.	Babati
	2.	Uhuru	2.	Karatu
	3.	Namanga	3.	Katesh
			4.	Kibaya
			5.	Loliondo
			6.	Mbulu
			7.	Monduli
			8.	Mt. Meru
Coast	4.	Tumbi	9.	Kibaha
			10.	Mafia
			11.	Bagamoyo
			12.	Chalinze
			13.	Kibiti
			14.	Kisarawe
Dodoma	5.	Mazengo	15.	Kondoa
			16.	Kongwa
			17.	Mpwapwa
			18.	Mtendeni
Iringa	6.	Mshindo	19.	Ludewa
	7.	Njombe	20.	Mafinga
	8.	Mufindi	21.	Makete
			22.	Makambako
			23.	Mkwawa
Kagera	9.	Jamhuri Road	24.	Biharamulo
			25.	Bukoba
			26.	Kanyigo
			27.	Kayanga
			28.	Muleba
			29.	Ngara
Kigoma	10.	Obed Katikaza	30.	Kasulu
			31.	Kibondo

Kilimanjaro	11.	Kibo	32.	Hai
	12.	Nelson Mandela	33.	Mawenzi
			34.	Rombo
			35.	Same
			36.	Tarakea
			37.	Mwanga
Lindi	13.	Lindi	38.	Kilwa Masoko
			39.	Lindi
			40.	Liwale
			41.	Nachingwea
Mara	14.	Forodhani	42.	Bunda
			43.	Magulnu
			44.	Tarime
Mbeya	15.	Karume Avenue	45.	Chunya
	16.	Mbalizi Road	46.	Ileje
	17.	Tukuyu	47.	Kyela
			48.	Mharali
			49.	Mbozi
			50.	Mwanjelwa
			51.	Tunduma
Metro Dar	18.	Foreign	52.	Bank House
	19.	Samora	53.	Kariakoo
	20.	City Drive	54.	Ilala
	21.	Kawe	55.	Magomeni
	22.	Kichwele	56.	Temeke
	23.	Morogoro Road		
	24.	Oysterbay		
	25.	Pugu Road		
	26.	Ubungo		
	27.	Mnazi Mmoja		
	28.	Mlimani		
	29.	Muhimbili		
Zanzibar	30.	Zanzibar N4jini Magharibi	57.	ChakcChakc
Morogoro	31.	Mwere	58.	Ifakara
			59.	Kilombero
			60.	Kilosa
			61.	Mahenge
			62.	Turiani
			63.	Warni
Mtwara	32.	Shangani	64.	Masasi
			65.	Mtwara
			66.	Newala
Mwanza	33.	Nyerere Road	67.	Ndanda
			68.	Geita
			69.	Magu
			70.	Misungwi
			71.	Kenyatta Road
			72.	Nansio
			73.	Ngudu
			74.	Sengcrema
Rukwa	34.	Sumbawanga	75.	Mpanda
			76.	Nkansi

Ruvuma	35.	Chabruma	77. 78. 79.	Litembo Mbinga Tunduru
Shinyanga	36.	Kizumbi	80. 81. 82. 83.	Bariadi Kahama Maswa Mwanhuzi
Singida	37.	Singida	84. 85.	Kiomboi Manyoni
Tabora	38.	Isike	87. 88. 89. 90.	Isunga Nzega Sikonge Urambo
Tanga	39. 40.	Bank Street MadarakaHouse	91. 92. 93. 94. 95. 96. 97.	Handeni Lushoto Muheza Korogwe Mombo Ngamiani Pangani

SECOND SCHEDULE-(Section 7)

(The Board of Directors of the Corporation)

1.-(I) The Board shall be constituted according to section 7 of the Act

(2) The members shall appoint One of their number to be the Vice-Chairman.

(3) The members, who shall work on part-time basis 'as the minister may determine. shall hold office for a period of two years but may be re-appointed for such further Period,

2.-M The Board shall meet for the discharge of business at such times and places as it may decide.

(2) The Chairman or, in his absence, the Vice-Chairman, shall preside at all meetings of the Board which he attends.

(3) Decisions of the Board shall be made by a simple majority of members present and voting and in the event of an equality of votes, the Chairman or other person presiding shall have a second or casting vote.

(4) The quorum at any meeting of the Board shall be four, one of whom shall be the Chairman or, in his absence the Vice-Chairman.

(5) The Board may at any time coopt any person to act as an advisor at its meetings, but such person shall not be entitled to vote at the meeting.

(6) Any member who has any financial or other interest, whether direct or indirect, in any undertaking the subject matter of any decision before the Board, shall disclose in writing to the Board the nature of his interest and shall not participate in the discussion or decision of the Board relating to the matter.

(7) Any member who fails or refuses to disclose his interest under subparagraph (b) of this paragraph commits an offence and upon conviction is liable to be removed from the Board and to a fine not exceeding three hundred thousand shillings or imprisonment for a term not exceeding twenty-four months or to both that fine and imprisonment.

(8) Subject to the preceding provisions, the Board shall regulate its own procedure.

3. The Board may on such terms and conditions as it may determine, appoint such Committees as it may consider necessary to perform such functions or advise the Board on such matters as the Board may direct.

4. The members of the Board and the staff of the Board shall be paid such allowances as the Board may, from time to time, with the prior consent of the Minister, determine.

Passed by the National Assembly on the 21st August, 1997

Clerk of the National Assembly

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