

DIGITAL TRANSFORMATION AGENCY BILL, 2026

EXPLANTORY NOTES

This Bill seeks to establish the Digital Transformation Agency as an autonomous entity, with a mandate to lead, coordinate, and oversee digital transformation initiatives across public bodies.

The Bill contains **22 Clauses and 2 Schedules**.

Part I of the Bill addresses **preliminary matters** and contains clauses **1 to 4**. **Clause 1** address short title and commencement, **clause 2** sets out terms that are defined and used in the Bill, **clause 3** sets out the object of the Bill as establishing an autonomous Agency to co-ordinate and lead digital transformation across public bodies while **clause 4** sets out that the Bill applies to public bodies.

Part II addresses the Establishment of the Agency and contains clauses 5 - 8. **Clause 5** gives the Digital Transformation Agency the authority to operate, enter contracts, and manage its own affairs. **Clause 6** addresses the functions of the Agency

Clause 7 mandates all public bodies to comply with directives, codes, standards and guidelines developed and issued by the Agency; while **Clause 8** mandates that persons who have authority over matters that the Agency has a function to perform must consult before determining or approving the matter.

Part III is headed '**Governance and Administration**' and contains **clauses 9 to 22**. The Board of the Agency is established under **clause 9**. The functions of the Board is addressed in **clause 10**. **Clause 11** empowers the Minister after consulting the chairperson to give general policy directions to the Board. **Clause 12** identifies the Chief Executive Officer as the person responsible for the day-to-day operation of the Agency. This person will be appointed by the Board on such terms and conditions as the Board determines.

By **clause 13** the CEO is required to (i) administer and manage the day-to-day operations of the Agency, (ii) plan, organize, control, direct, supervise and coordinate the activities of the Agency, (iii) develop and implement programmes, performance targets, service standards and any other standards of the Agency for approval by the Board. The CEO is also required to prepare and submit for the Board's approval, a strategic, annual, and operational plan or any other relevant plan related to the activities of the Agency.

Clause 14 empowers the Agency to employ its staff. **Clause 15** mandates persons who are performing a duty under the Act or is employed by the Agency to keep secret and confidential any document or information obtained during

their employment except divulging same is required by law. Contravention of this provision results in a summary conviction and a fine not exceeding \$50,000 or imprisonment for a term not exceeding 3 years and on conviction on indictment to a fine not exceeding \$100,000 or to imprisonment for a term not exceeding 5 years.

Clause 16, addresses the funds of the Agency, while **clause 17** addresses monitoring of compliance of public authorities with directives, codes etc. **Clause 18** addresses the conduct of digital services audit of public bodies to assess its operational and internal controls. **Clause 19** addresses the preparation of a compliance report after the digital services audit, while **clause 20** addresses the corrective measures that must be undertaken by a public body after an audit. **Clause 21** empowers the Minister in consultation with the Agency to make regulations, while **clause 22** provides that on the appointed day all functions and responsibilities of any legacy digital systems to be transferred to the Agency including documentations.

The Bill contains **two schedules**. The **first schedule** sets out the Board of the Agency constitution and proceedings at meetings and the **second schedule** speaks to financial provisions and accountability.

.....
Sen. the Hon. Claudette Joseph
ATTORNEY GENERAL

DIGITAL TRANSFORMATION AGENCY BILL, 2026

ARRANGEMENT OF CLAUSES

PART I PRELIMINARY

1. Short title and commencement
2. Interpretation
3. Objects of the Act
4. Application

PART II ESTABLISHMENT OF THE AGENCY

5. Establishment of the Agency
6. Functions of the Agency
7. Compliance by public bodies
8. Agency to be consulted

PART III GOVERNANCE AND ADMINISTRATION

9. Establishment of Board
10. Functions of the Board
11. Ministerial directions
12. Chief Executive Officer
13. Functions of the Chief Executive Officer
14. Appointment of staff of the Agency
15. Obligations of secrecy
16. Funds of the Agency
17. Monitoring of compliance with directives, codes, etc.
18. Conduct of digital services audit
19. Report on compliance
20. Corrective measures for public body
21. Making of Regulations
22. Legacy predecessor digital systems

**FIRST SCHEDULE – BOARD OF THE AGENCY – CONSTITUTION
AND PROCEEDINGS OF MEETINGS**

**SECOND SCHEDULE – FINANCIAL PROVISIONS AND
ACCOUNTABILITY**

DIGITAL TRANSFORMATION AGENCY BILL, 2026

GRENADA

ACT NO. OF 2026

AN ACT to establish an Agency to be called the Digital Transformation Agency with a mandate to lead, coordinate and oversee the implementation of digital transformation initiatives across the public sector and for connected matters.

BE IT ENACTED by the King's Most Excellent Majesty, by and with the advice and consent of the Senate and the House of Representatives and by the authority of the same as follows—

PART I PRELIMINARY

Short title and commencement

1. (1) This Act may be cited as the

DIGITAL TRANSFORMATION AGENCY ACT, 2026.

- (2) This Act shall come into operation on a day to be appointed by the Minister by notice published in the *Gazette*, and different dates may be appointed for different provisions of this Act.

Interpretation

2. In this Act—

“**Agency**” means the Digital Transformation Agency established under section 5;

“**Board**” means the Board of the Agency, established under section 9;

“**Chairperson**” means the person appointed as Chairperson of the Board;

“**Chief Executive Officer**” means the person appointed as Chief Executive Officer under section 12;

“**Deputy Chairperson**” means the person appointed as Chairperson of the Board;

“**data**” means any record, document, correspondence, memorandum, book, plan, map, drawing, pictorial or graphic work, photograph, film, microfilm, sound recording, videotape, machine-readable record and any other documentary material;

“digital transformation initiative” means any programme, project or activity—

- (a) that introduces, develops, modernizes or substantially upgrades a digital service, system, platform or infrastructure within a public body; and
- (b) that is designated by Order of the Minister published in the *Gazette*, as a digital transformation initiative for the purposes of this Act;

“document” means, in addition to a document in writing, anything or manner in which information of any description is recorded or stored;

“functions” includes duties and powers;

“digital services” means any service that is designed, delivered, managed or supported through electronic, online or other information and communications technology systems, and which is provided by a public body to another public body, a private entity or to the public, and includes associated platforms, applications, interfaces and processes necessary for the provision of such digital services;

“digital services audit” means an audit carried out by the Agency in accordance with section 18;

“digital service management” means the entirety of activities associated with the planning, designing, delivering, operating, maintaining and controlling of digital services, in accordance with internationally accepted standards or frameworks;

“ICT” or **“information and communications technology”** means any technology employed in the collection, storage, use or transmission of information, and includes any technology that involves the use of computers or any telecommunications system;

“Minister” means the Minister responsible for Information and Communication Technology;

“legacy digital systems” means the digital assets or platforms and any responsibilities of a public body relating to the provision of digital services, that were developed prior to the commencement of this Act and which on the appointed day, are still in operation, and has been designated by the Minister by order published in the *Gazette*, to be a digital transformative initiative, in accordance with section 22;

“private entity” means an entity that is not a public body;

“public body” means—

- (a) a Ministry, department, Executive Agency, or other agency of Government;
- (b) a statutory body or authority over which the Government or an agency of Government exercises control;
- (c) any company registered under the Companies Act, being a company in which the Government or an agency of the Government, by the holding of shares, is in a position to direct the policy of that company; or
- (d) any other body or organization which provides services of a public nature which are essential to the welfare of Grenadian society, or such aspects of their operations, as may be specified by the Minister, by order published in the *Gazette*.

“shared digital platform” means any digital system, infrastructure, application, or service designed for use by more than one public body; and

“telecommunications system” means any system for the transmission of intelligence by means of guided or unguided electromagnetic, electrochemical or other forms of energy, including but not limited to intelligence—

- (a) in the form of—
 - (i) speech, music or other sounds;
 - (ii) visual images, whether still or animated;
 - (iii) data or text;
 - (iv) any type of signals;
- (b) in any form other than those specified in paragraph (a);
- (c) in any combination of forms; and
- (d) transmitted between persons and persons, things and things or persons and things.

Objects of the Act

3. The principal object of this Act is to establish an autonomous Agency to co-ordinate and lead the process of digital transformation across public bodies.

Application

4. This Act shall apply to all public bodies.

**PART II
ESTABLISHMENT OF THE AGENCY****Establishment of the Agency**

5. There is established a body to be known as the Digital Transformation Agency, which shall be a body corporate to which section 49 of the Interpretation and General Provisions Act, Cap. 153 shall apply.

Functions of the Agency

6. (1) The Agency shall enable the delivery of an inclusive, secure and user-centered digital public services by performing the following functions—

- (a) supporting the streamlining and consolidation of the delivery and management of digital services in all public bodies through shared digital platforms and services to advance interoperability;
- (b) supporting the implementation and realization of the Government's digital transformation initiative, by promoting improvements in digital service management in all public bodies;
- (c) formulating, advising and making recommendations to the Minister or any person specified in any relevant enactment, on matters relating to digital transformation policies, strategies, and frameworks;
- (b) co-ordinating digital transformation across public bodies and providing technical guidance, advisory support and performance monitoring throughout the lifecycle of public sector digital initiatives;
- (c) promoting interoperability, enterprise architecture alignment and the use of shared digital platforms among public bodies and throughout Grenada;
- (d) facilitating the delivery of digital services in public bodies through a structured ecosystem of digital partners, suppliers and strategic alliances, in accordance with partnership policies and the provisions of the Public Procurement and Disposal of Property Act, No. 39 of 2014;

- (e) developing, maintaining and promoting national standards for digital services, enterprise, architecture, data governance and cybersecurity;
 - (f) ensuring the security, integrity, availability and reliability of digital services in all public bodies;
 - (g) managing and operating shared digital platforms and defining administrative conditions for access and use subject to the provisions of this Act and any relevant enactment;
 - (h) providing consulting services to all public bodies in digital service management, manpower and facilities services and in other matters related to digital services;
 - (i) supporting capacity building and institutional development related to digital service delivery in public bodies;
 - (j) promoting and supporting the development of competencies and professional standards in digital services and related matters in all public bodies;
 - (k) promoting or undertaking research and development on matters relating to digital services in public bodies;
 - (l) reviewing digital transformation proposals and initiatives submitted by public bodies, including system procurements, major upgrades and new digital services, and issue recommendations relating to technical alignment, architecture compliance and strategic fit;
 - (m) providing operating and delivering digital services directly to the public or to private entities, whether on its own behalf or on behalf of a public body;”
 - (n) providing advisory, technical and consultancy services to private entities in relation to digital transformation, on such terms as the Agency may determine; and
 - (o) performing any other function, in relation to digital transformation as may be assigned to the Agency, by the Minister or as may be conferred by any other enactment.
- (2) In performing the functions specified in subsection (1), the Agency may—
- (a) develop and issue directives, codes, standards and guidelines for all public bodies, on matters relating to digital transformation and

digital services and institute measures for the promotion of compliance in relation thereto;

- (b) collaborate with other persons, in and outside of Grenada, on matters relating to digital transformation and digital services in relation to public bodies;
- (c) enter into agreements, contracts and arrangements with third party suppliers on behalf of the Government, in relation to digital services;
- (d) request and receive documents relating to digital transformation and digital services of all public bodies for the purposes of this Act;
- (e) charge fees for the provision of its services;
- (f) conduct such technical evaluation and monitoring assessments of digital initiatives, as it deems necessary;
- (g) issue from time to time, guidelines concerning matters related to the submission and approval of proposals regarding digital initiatives; and such guidelines shall be complied with by all public bodies; and
- (h) do all things the Agency considers necessary for the purposes of carrying out its functions.

(3) Notwithstanding the foregoing, the functions of the Agency shall not apply to the procurement of ICT hardware systems or other related goods save and except where the procurement forms part of a broader digital transformation initiative that is subject to the review of or coordination by the Agency.

(4) In exercise of its functions, the Agency shall co-operate with other entities exercising regulatory functions in relation to the provision of ICT, and every such entity shall co-operate with the Agency in the exercise of the functions conferred on the Agency.

(5) The Agency may delegate any of its functions under this Act, other than the power to delegate, to the Chief Executive Officer, or any other member of staff of the Agency and every delegation shall be revocable and shall not preclude the Agency from itself performing the function delegated.

Compliance by public bodies

7. (1) All public bodies shall act in accordance with the directives, codes, standards and guidelines developed and issued under section 6 (2) (a).

(2) A public body shall submit any proposed digital transformation initiative to the Agency prior to procurement, development, implementation, or contractual commitment.

(3) A submission under subsection (1) shall be made in the prescribed form and shall contain such information as may be prescribed.

Agency to be consulted

8. No person having authority over any matter in which the Agency has functions to perform under this Act shall determine or approve that matter before consulting with the Agency.

**PART III
GOVERNANCE AND ADMINISTRATION**

Establishment of Board

9. (1) There is established a Board of the Agency, which shall be the governing body of the Agency, responsible for the proper exercise and performance of the functions of the Agency under this Act.

(2) The First Schedule shall have effect with respect to the constitution and proceedings of the Board and otherwise in relation thereto.

Functions of the Board

10. The Board shall be responsible for the strategic direction and oversight of the Agency, including the performance of the following functions—

- (a) monitoring the administrative operations of the Agency and the performance of the Agency in respect of its performance targets and service standards;
- (b) ensuring that the Agency receives and manages its funds in a prudent manner;
- (c) performing the necessary actions as the Board considers necessary for the purposes of carrying out its functions pursuant to this Act;
- (d) approve the strategic direction of the Agency in alignment with national policy objectives relating to digital transformation;
- (e) review and evaluate the performance of the Executive Director;
- (f) review, evaluate, approve and monitor the implementation by the Chief Executive Officer of the Agency's—
 - (i) corporate policies;

- (ii) operational, strategic and other corporate plans; and
- (iii) annual budget proposals and submissions;
- (g) keep the Minister informed of all matters relating to the administration and management of the Agency, including any need for financial, human, technological or other resources necessary for the achievement of the Agency's performance targets;
- (h) give to the Chief Executive Officer, directions in respect of the management of the Agency; and
- (i) require the Chief Executive Officer to provide it with such periodic reports and such special reports as the Board considers appropriate in respect of the management of the Agency.

Ministerial directions

11. The Minister may, after consultation with the chairperson, give to the Board directions in writing of a general character, as to the policy to be followed by the Board in the performance of its functions, as it appears to the Minister to be necessary and the Board shall give effect to the directions.

Chief Executive Officer

12. (1) There shall be a Chief Executive Officer who shall be responsible for the proper day-to-day administration and management of the Agency.

(2) The Chief Executive Officer shall be appointed by the Board on such remuneration and on such terms and conditions, as the Board considers necessary for the purposes of the proper execution of the functions of the Chief Executive Officer under this Act.

(3) A person appointed as Chief Executive Officer shall—

- (a) possess the requisite knowledge, skill, experience and expertise necessary for properly exercising the functions under this Act;
- (b) be able to exercise competence, diligence and sound judgment in fulfilling the mandate of the Agency; and
- (c) not have been convicted of any offence involving fraud, dishonesty or moral turpitude.

(4) Section 14 (2) shall apply to the post of Chief Executive Officer, with the necessary modifications.

Functions of the Chief Executive Officer

13. The Chief Information Officer shall perform the following functions—

- (a) administer and manage the day-to-day operations of the Agency;
- (b) plan, organize, control, direct, supervise and coordinate the activities of the Agency to fulfil the mandate of the Agency;
- (c) develop and implement programmes, performance targets, service standards and any other standards of the Agency for approval by the Board;
- (d) prepare and submit, for the approval of the Board—
 - (i) a strategic and annual plan in accordance with section 71 of the Public Finance Management Act No.17 of 2015;
 - (ii) an operational plan; and
 - (iii) any other plan in relation to the activities or proposed activities of the Agency;
- (e) provide or facilitate the administrative support of the Board and the committees of the Board;
- (f) keep the Board informed of matters relevant to the administration and management of the Agency;
- (g) perform any other functions necessary for the proper administration and management of the Agency; and
- (h) perform any other functions that may be conferred on the Chief Executive Officer by this Act or any other enactment.

Appointment of staff of the Agency

14. (1) The Agency may employ, at such remuneration and on such terms as it considers fit, such staff as may be required and may appoint and employ to any office or post in the Agency, such other officers or employees at such remuneration and on such terms and conditions as the Agency considers necessary for the purposes of this Act.

(2) The Chief Executive Officer shall consult with the Board in establishing the qualification for each post within the Agency.

Obligations of secrecy

15. (1) Any person who has an official duty or is employed in the administration of this Act shall regard and deal with as secret and confidential all documents and information relating to the functions of the Agency obtained by that person in the course of the performance of that person's duties or otherwise.

(2) A person to whom any information is communicated, including information contained in documents, by a person under subsection (1) shall regard and deal with the information as secret and confidential, except to the extent otherwise provided in any other law.

(3) The obligation as to secrecy and confidentiality imposed under this section, in relation to any document or information under this Act, continues to apply to a person notwithstanding the person having ceased to have an official duty, ceased to be employed or otherwise concerned in the administration of this Act.

(4) (1) A person who contravenes subsection (1), (2) or (3) commits an offence, and is liable upon—

- (a) on summary conviction to a fine not exceeding fifty thousand dollars or to imprisonment for a term not exceeding three years; and
- (b) conviction on indictment, to a fine not exceeding one hundred thousand dollars or to imprisonment for a term not exceeding five years or to both.

Funds of the Agency

16. (1) The funds of the Agency shall include—

- (a) such moneys as may be placed at the disposal of the Agency by Parliament from time to time;
- (b) such moneys paid to the Agency by way of grants, subsidies, donations and contributions for the purposes of this Act;
- (c) all moneys paid to, and other moneys and property lawfully received by the Agency for the purposes of this Act;
- (d) all fees, charges and other sums paid to the Agency under this Act or any other enactment; and
- (e) all accumulations of income derived from any money or property referred to in paragraphs (a) to (d).

(2) The funds under subsection (1) shall be used exclusively for the payment of authorized expenses incurred by the Agency in the discharge of its functions, obligations and liabilities, and in making payments the Agency is authorised or required to make, including the remuneration of its officers and employees.

(3) The Second Schedule shall have effect as to the financial provisions and accountability of the Agency and otherwise in relation thereto.

Monitoring of compliance with directives, codes, etc.

17. In exercise of its functions, the Agency shall monitor the level of compliance of a public body with the directives, codes, policies, standards, or guidelines developed and issued by the Agency under section 6(2) (a).

Conduct of digital services audit

18. (1) Where the Agency considers it necessary for the purposes of this Act, the Agency may carry out, or authorize duly qualified persons to carry out, a digital services audit of operations of a public body to assess, among other things, current operations, internal controls, IT security policies, and operational procedures of the public body, to ensure that they align with the digital transformation initiatives of the Government.

(2) A digital services audit shall be carried out in conformance with internationally recognized and accepted best practices, standards, and guidelines.

(3) For the purposes of a digital services audit pursuant to this section, a public body shall grant access, or make the necessary arrangements for access to be granted, to the Agency, or persons authorized by the Agency, in respect of—

- (a) any document relating to any policy or operational procedure;
- (b) any ICT or related system or service; or
- (c) any matter referred to in paragraph (a) or (b).

Report on compliance

19. (1) Upon the completion of a digital services audit, the Agency shall report on the compliance of a public body with any directive, code, policy, standard or guideline developed and issued by the Agency under section 6(2) (a).

(2) The report referred to under subsection (1) shall include—

- (a) the period of the digital services audit;
- (b) the name of the public body concerned;

- (c) the areas of focus of the digital services audit;
 - (d) the material findings from the digital services audit, including any risks or vulnerabilities identified in architecture, policies or operations of the digital services or in the ICT infrastructure, of the public body; and
 - (e) any corrective measures required to improve the digital services provided or to safeguard or restore the security, integrity, availability and reliability of any ICT or related system or service.
- (3) The Agency shall transmit the report referred to under subsection (1) to—
- (a) the Minister;
 - (b) the public body concerned; and
 - (c) the Minister responsible for the public body concerned.

Corrective measures for public body

20. Where the Agency has identified any risks or vulnerabilities in a public body and is of the opinion that remedial measures are required to safeguard or restore the security, integrity, availability or reliability of any digital services or ICT or related system or service in a public body, the Agency shall—

- (a) implement, or direct the public body to implement, appropriate security, remediation or other measures; or
- (b) direct the deployment of appropriate resources, including personnel, to the public body.

Making of Regulations

21. The Minister, after consultation with the Agency, may make regulations for the better administration of this Act.

Legacy digital systems

22. (1) Pursuant to section 1 (2), upon the appointed day,—

- (a) all of the functions and responsibilities of any legacy digital systems shall be transferred to the Agency; and
- (b) all documents relating to the legacy digital systems shall be transferred to the Agency.

(2) The Agency shall, in relation to anything so transferred pursuant to subsection (1), have every right, responsibility or duty which, immediately before

the appointed day, was enjoyed or carried out in relation to said legacy digital systems.

(3) All contracts, agreements and undertakings made by a public body which related to a legacy digital system shall have effect as the contracts, agreements and undertakings by and with the Agency and may be enforced by and against the Agency.

(4) A public body that had responsibility for a legacy digital system prior to the appointed day, shall transmit to the Minister, a report on all the activities relating to said legacy digital system for the period ending immediately before the appointed day.

(5) Any reference to the legacy digital systems in any enactment, agreement or contract, in operation, valid and in force immediately before the appointed day shall be taken to be or to include the Agency.

(6) Nothing in this section shall—

- (a) constitute a breach or default under any enactment or any agreement, or otherwise constitute a civil wrong;
- (b) constitute a breach of—
 - (i) a duty of confidence;
 - (ii) any contractual provision prohibiting, restricting or regulating the assignment or transfer of assets, rights, privileges, liabilities and obligations, or the disclosure of any information;
- (c) constitute a termination of any contract, agreement or undertaking, fulfil any condition that allows a person to terminate, or release a person from any contract, agreement or undertaking, or give rise to any right or remedy in respect of any contract, agreement or undertaking; or
- (d) constitute frustration of any contract, agreement or undertaking, or cause any contract, agreement or undertaking to be void or unenforceable.

(7) Any policy, standard or guideline issued by a public body in relation to a legacy digital system that is valid and in force immediately before the appointed day shall remain valid and in force as if issued by the Agency, to the extent that it is not inconsistent with the objective of this Act.

FIRST SCHEDULE

(Section 9 (2))

BOARD OF THE AGENCY – CONSTITUTION AND PROCEEDINGS OF MEETINGS

Composition of Board

1. (1) Subject to paragraphs 2 and 9, the Board shall consist of not less than five nor more than seven members appointed by the Minister, who shall be persons appearing to the Minister to have knowledge or experience in public administration, law, finance, information and communication technology, digital transformation, engineering, business, or academia.

(2) The members of the Board appointed under subparagraph (1) shall comprise both executive and non-executive members. The Chairperson and no more than three, in the case of a five-member board, and no more than four in the case of a seven member board, shall be non-executive directors.

(3) The Chief Executive Officer shall be an executive member of the Board and shall perform the duties of secretary to the Board.

(4) The Minister shall appoint a Chairperson and a Deputy Chairperson from among the members of the Board.

(5) In the case of the Chairperson being absent from or unable to act at any meeting, the Deputy Chairperson shall exercise the functions of the chairperson, if the Deputy Chairperson is present at the meeting and is able to so act.

(6) In the case of the Chairperson and the Deputy Chairperson being absent from or unable to act at any meeting, the members of the Board present at the meeting shall elect one of their member to act as Chairperson at that meeting.

Tenure

2. The appointment of a member of the Board shall be evidenced by instrument in writing, and the appointment shall be for a period not exceeding three years and such member shall be eligible for re-appointment.

Temporary appointments

3. Except in the case of the Chairperson, the Minister may appoint any person who is eligible under paragraph 1 (1), to act temporarily in the place of any member of the Board, where that member—

- (a) is absent from duty or Grenada; or
- (b) is unable to perform the duties of the member for any reason.

Publication of appointment

4. A notice of appointment of a member of the Board shall be published in the *Gazette*.

Vacancies

5. (1) The office of a member of the Board shall become vacant, if—

- (a) that member resigns that office; or
- (b) that member's appointment is revoked in accordance with paragraph 7.

(2) Subject to sub-paragraph (3), where any vacancy occurs in the membership of the Board, that vacancy shall be filled by the appointment of another member who shall, subject to the provisions of this Schedule, hold office for the remainder of the period for which the previous member was appointed.

(3) The appointment of another member under sub-paragraph (2) shall be made in the same manner and from the same category of persons as the appointment of the previous member.

Disqualification of members

6. A person shall be disqualified from being or becoming a member of the Board, if that person—

- (a) is of unsound mind or becomes permanently unable to perform the functions of that member by reason of ill-health;
- (b) becomes bankrupt;
- (c) is convicted of any offence involving fraud, dishonesty, or moral turpitude;
- (d) has engaged or is engaging in conduct which, in the opinion of the Minister, disqualifies that member from being a member of the Board;
- (e) has engaged or is engaging in such activities as are reasonably considered prejudicial to the interest of the Agency;
- (f) fails to attend three consecutive meetings of the Board without reasonable excuse or explanation; or
- (g) fails to carry out the functions of the member as specified by or under this Act.

Revocation of appointment

7. (1) The Minister may, at any time, revoke the appointment of a member of the Board on the basis of that member being disqualified under paragraph 6.

(2) A revocation of an appointment under sub-paragraph (1) shall be made in writing and the revocation shall be effective on the date of receipt of that revocation by the member or a later date specified in writing by the Minister.

Remunerations of members of the Board

8. There shall be paid to the chairperson and other members of the Board such remuneration (whether by way of *honoraria* or allowances) as the Minister responsible for finance may determine.

Resignation

9. (1) The chairperson may, at any time, resign the chairperson's office by instrument in writing addressed to the Minister.

(2) The resignation shall take effect as from the date of receipt of the instrument by the Minister.

(3) A member of the Board other than the chairperson may, at any time, resign that member's office by instrument in writing addressed to the Minister and transmitted through the chairperson.

(4) From the date of receipt by the Minister of the resignation, the member shall cease to be a member of the Board.

Disclosure of interest

10. (1) A member of the Board shall forthwith disclose that member's interest to the other members where that member is directly or indirectly interested in or connected with—

- (a) any contract or other matter which falls to be considered by the Board; or
- (b) any contract or other matter made or proposed to be made by the Board.

(2) The disclosure made under sub-paragraph (1) shall be recorded in the minutes of the next meeting of the Board, and the member shall not take part in any deliberation or decision of the Board with respect thereto.

(3) A disclosure made by a member under sub-paragraph (1) to the effect that the member—

- (a) is a director or shareholder of a specific company, firm or other entity;
 - (b) has a significant economic relationship with a specific company, firm or other entity; or
 - (c) is to be regarded as interested in any contract which is made with a specific company, firm or other entity shall, for the purposes of subparagraph (1), be a sufficient disclosure of that member's interest in relation to any contract or other matter so made.
- (4) A member need not attend in person at a meeting of the Board in order to make a disclosure that the member is required to make under this paragraph, if—
- (a) that member takes reasonable steps to ensure that the disclosure is made by notice; and
 - (b) the disclosure is taken into consideration and read at the next meeting held after that disclosure is made.

Meetings

11. (1) The Board shall hold one meeting each month and shall otherwise meet as often as may be necessary for the transaction of its business.
- (2) A meeting shall be held at such places and times and on such days as the Board may determine.
- (3) A meeting may be held in person or virtually using suitable electronic means.
- (4) Where a meeting is being held virtually—
- (a) all members shall have access to any suitable technology required to access or attend that virtual meeting; and
 - (b) a quorum of members shall be able to synchronously communicate with each other throughout the entire meeting
- (5) Three members shall constitute a quorum in a five member Board and four members shall constitute a quorum in a seven member Board.

Voting and decisions of the Board

12. (1) The members of the Board appointed under paragraph 1 shall vote and participate in all meetings of the Board.

(2) The decisions of the Board shall be by a majority of votes and, in addition to an original vote, the chairperson or other member presiding at the meeting shall have a casting vote in any case in which the voting is equal.

Special meetings

13. The chairperson may at any time call a special meeting to be held within seven days of a written request for the purpose addressed to the chairperson by at least three members in a five member Board and four members in a seven member Board.

Minutes of meetings

14. Minutes in the proper form of each meeting of the Board shall be kept and shall be confirmed as soon as is practicable at a subsequent meeting.

Board to regulate its own proceedings

15. Subject to any provisions of this Act to the contrary, the Board may regulate its own proceedings.

Validity of proceedings

16. The validity of any proceedings of the Board shall not be affected by—

- (a) any vacancy among the members of the Board;
- (b) any defect in the appointment of a member thereof;
- (c) any failure on the part of any member to disclose that member's interest in a relevant matter;
- (d) any failure on the part of the Board to submit a report to the Minister; or
- (e) any irregularity in the Board's decision-making procedure in so far as that irregularity did not affect the merits of the decision made.

Committees of the Board

17. (1) The Board may appoint committees for specified purposes connected with the functions of the Agency as the Board considers necessary.

(2) The Board may elect or nominate a person who is not a member of the Board to serve on a committee on the basis of that person's qualifications and competence.

(3) The chairperson of a committee shall be a member of the Board.

(4) Minutes in the proper form of each meeting of a committee shall be kept and shall be confirmed as soon as practicable at a subsequent meeting.

(5) The validity of the proceedings of a committee shall not be affected by any vacancy among the members of the Board or any defect in the appointment of a member thereof.

Co-opting

18. The Board may co-opt one or more persons to attend a particular meeting of the Board for the purpose of assisting or advising the Board, but a co-opted person shall not have the right to vote

Reports

19. (1) The Board may, at any time, be required by the Minister to transmit a report to the Minister in respect of any matter or activity in which the Agency is involved under this Act.

(2) The Board shall transmit to the Minister an annual report relating generally to the execution of its functions and may, at any time, transmit a report relating to any particular matter or matters which, in the Board's opinion, require the special attention of the Minister

(3) Subject to the provisions of the Public Finance Management Act No. 17 of 2015 and any other enactment, a report transmitted to the Minister under this paragraph may be laid on the Table of the House of Representatives and the Senate, respectively.

(4) The Board may, in the public interest from time to time, publish in such manner as it thinks fit, reports relating to matters mentioned in sub-paragraph (2), but no such report shall be published until after it has been laid pursuant to sub-paragraph (3).

Indemnity

20. (1) No action, suit, prosecution or other proceedings shall be brought or instituted personally against any member of the Board or its committee in respect of any act done, in good faith, in pursuance of or intended execution of this Act.

(2) Where any member of the Board or its committee is exempt from liability by reason only of the provisions of this paragraph, the Agency shall be liable to the extent that it would be if the member were an officer, employee or agent of the Agency.

Seal

21. (1) The Agency shall have a common seal which shall be kept in the custody of the chairperson or the secretary of the Board and may be affixed to instruments pursuant to resolutions of the Board and in the presence of the chairperson and the secretary of the Board.

(2) The seal of the Agency shall be authenticated by the signature of the chairperson or the secretary of the Board and shall be officially and judicially noticed.

(3) All documents, other than those required by law to be under seal, which are made by, and all decisions of the Board, may be signified under the hand of the chairperson or the secretary

SECOND SCHEDULE

(Section 16 (3))

FINANCIAL PROVISIONS AND ACCOUNTABILITY

Financial year

1. Section 5 of the Financial Management Act, No. 17 of 2015, shall apply in respect of the financial year of the Agency, except in the first instance where the financial year shall commence on the date of the coming into operation of this Act and shall end on the date which coincides with the end of the financial year.

Financial duties as to conduct of activities

2. The Agency shall exercise sound management and control of the funds of the Agency to ensure that—

- (a) all payments made by the Agency are accurate and duly authorized; and
- (b) proper accounting control is maintained over—
 - (i) the funds and property of the Agency or the funds and property in the custody of the Agency; and
 - (ii) the expenditure incurred by the Agency.

Accounts

3. The Agency shall—

- (a) keep proper accounts and other documents in relation to its functions; and
- (b) prepare annually a statement of accounts in a form, which conforms to internationally recognized accounting principles, the Public Finance Management Act, No. 17 of 2015 and any other financial enactments that govern public bodies.

Report of activities

4. The Agency shall make and transmit to the Minister, a report dealing generally with the activities of the Agency during a financial year—

- (a) within four months after the end of that financial year; or
- (b) within such longer period as the Minister may in special circumstances approve.

Estimates of revenue and expenditure

5. (1) In furtherance of the Public Finance Management Act, No. 17 of 2015 Act, the Agency shall submit to the Minister for approval, estimates of revenue and expenditure, with respect to the ensuing financial year, containing—

- (a) a summary of the corporate plan of the Agency; and
- (b) any other data and information as the Minister considers appropriate.

(2) The estimates of revenue and expenditure submitted under sub-paragraph (1) shall be transmitted to the Minister no later than the 31st day of October of each year.

Returns, accounts and other information

6. The Agency shall—

- (a) furnish the Minister with such returns, accounts and other documents or information as the Minister may require for the purposes of this Act; and
- (b) afford the Minister the facilities for verifying the returns, accounts and other documents or information, in such manner and at such times, as the Minister may reasonably require for the purposes of this Act.

Audit

7. The accounts of the Agency shall be audited annually in accordance with Part XII of the Public Finance Management Act, 2015.

Passed by the House of Representatives this 23rd day of June, 2026.



.....
Clerk to the House of Representatives

Passed by the Senate this day of , 2026.

.....
Clerk to the Senate