

## BILL

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### THE SIERRALEONE MINES AND MINERALS DEVELOPMENT AND MANAGEMENT CORPORATION ACT, 2023

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No.

2023



Sierra Leone

**A BILL ENTITLED**

**THE SIERRA LEONE MINES AND MINERALS  
DEVELOPMENT AND MANAGEMENT CORPORATION  
ACT, 2023**

Being an Act to provide for the establishment of the Sierra Leone Mines and Minerals Development and Management Corporation which shall carry out, through a project company, minerals and mining development, management and related and associated activities on behalf of the Republic of Sierra Leone, in accordance with the Mines and Minerals Development Act or any other Act, to provide for the promotion and facilitation of state participation and investment in mines and minerals development and to provide for other related matters. Short title.

[ ]

ENACTED by the President and Members of Parliament in this present Parliament assembled.

Date of commencement.

Interpretation.

## PART I—PRELIMINARY

"Board" means the Board of the Corporation established under section 3;

"Chairman" means the Chairman of the Board;

"Corporation" means Sierra Leone Mines and Minerals Development and Management Corporation established under section 2;

"Minister" means the Minister responsible for finance;

"Project Company" means a company incorporated under the Companies Act, which shall be wholly owned by the Corporation referred to in section 16.

"state" means the Republic of Sierra Leone.

PART II—THE SIERRALEONE MINES AND MINERALS  
DEVELOPMENT AND MANAGEMENT CORPORATION.

Establishment  
of Sierra  
Leone Mines  
and  
Development  
and  
Management  
Corporation.

2. (1) There is hereby established a body to be known as the Sierra Leone Mines and Minerals Development and Management Corporation, which shall be a body corporate having perpetual succession, a common seal, Minerals and capable of acquiring, holding and disposing of property, whether movable or immovable, and of suing and being sued in its corporate name and, subject to this Act, of performing all such acts as bodies corporate may by law perform.

(2) The Corporation shall have a common seal, the use of which shall be authenticated by the signature of—

- (a) the Chairman or other member of the Board authorised either generally or specially by the Board in that behalf; and
- (b) the Executive Director or some other person authorised by the Board in that behalf.

3. (1) The governing body of the Corporation shall be a Board of Board of Corporation.  
Board which shall be responsible for the supervision of the Corporation.  
Corporation.

(2) The Board shall consist of a Chairman who shall be the Minister responsible for finance or his representative, not below the rank of a Director and the following other members-

- (a) the Minister responsible for mineral development or his representative, not below the rank of a Director;
- (b) the Attorney General and Minister of Justice or his representative, not below the rank of a Director;
- (c) the Minister responsible for the environment or his representative, not below the rank of a Director;
- (d) the Minister responsible for lands or his representative, not below the rank of a Director;
- (e) the Governor of the Bank of Sierra Leone or his representative, not below the rank of a Director;
- (f) 3 eminent persons of good repute and proven integrity, appointed by the President.

(3) The Executive Director shall be the Secretary to the Board and shall not have the right to vote.

Tenure of  
members.

4. (1) A person shall cease to be a member of the Board on any of the following grounds-

- (a) if he is removed from office;
- (b) for his inability to perform the functions of his office by reason of infirmity of mind or body;
- (c) for proven misconduct;
- (d) if he becomes bankrupt or insolvent;
- (e) if he is convicted and sentenced for an offence involving fraud or dishonesty;
- (f) if he fails to attend 3 consecutive meetings of the Board without reasonable cause;
- (g) if he resigns his office.

(2) A member of the Board, other than an ex-officio member shall hold office for 3 years and shall be eligible for reappointment for a further term of 3 years only.

Meetings of  
Board.

5. (1) The Board shall meet for the discharge of its business at least once every 2 months and at such time as the Chairman may determine.

(2) The Chairman shall preside at every meeting of the Board.

(3) A minimum of 5 members of the Board may, by notice in writing signed by them, request the Chairman to summon a special meeting of the Board for such purposes as may be stated in the notice.

(4) The Chairman shall summon a special meeting within 5 days of his receipt of the notice referred to in subsection (3).

(5) The quorum at any meeting of the Board shall be 5.

(6) The Chairman shall have a casting vote where there is an equality of votes.

(7) A proposal circulated among members and agreed to in writing by a two-thirds majority of all members shall be of the same force or effect as a decision made at a duly constituted meeting of the Board and shall be incorporated in the minutes of the next succeeding meeting of the Board:

Provided that, if a member requires that such proposal to be placed before a meeting of the Board, this subsection shall not apply to such proposal.

(8) The Board may co-opt any person to attend and participate in its deliberations on any matter but such person shall not vote on any issue for the decision by the Board.

(9) The Board shall cause minutes of all its meetings to be taken and signed by the Chairman and the Secretary and kept in proper form.

(10) Subject to this Act, the Board shall regulate its own procedure.

6. (1) A member of the Board who has an interest, whether direct or indirect in a matter being considered or to be considered by the Board, shall disclose the nature of his interest to the Board and the disclosure shall be recorded in the minutes of the Board and such member shall not take part in any deliberation or decision of the Board relating to that matter.

Disclosure  
of interest.

(2) A member of the Board who contravenes subsection (1) shall be guilty of misconduct and shall be removed from the Board.

Immunity of  
members.

7. (1) An action or other proceedings shall not lie or be instituted against a member of the Board or member of a committee of the Board for or in respect of an act or thing done or omitted to be done in good faith in the exercise of his functions under this Act.

(2) A member of the Board shall not be personally liable for a debt or obligation of the Corporation.

Committees  
of Board.

8. (1) The Board may, for the discharge of its functions, appoint one or more committees consisting of members of the Agency or non-members or both to perform such functions and to report to the Board as the Board may determine.

(2) A committee of the Board appointed under subsection (1) may, subject to the direction of the Board -

- (a) inquire into and advise the Board on any matter concerning the functions of the Corporation;
- (b) exercise the powers or perform a function of the Board.

Functions of  
Board.

9. (1) Subject to this Act, the Board shall have supervision of the Corporation, including overseeing the sound and proper financial management of the Corporation.

(2) It shall also be the responsibility of the Board to provide such policy guidance and advice as will ensure the efficient implementation of the functions of the Corporation and enhance the overall performance of the Corporation.

Remuneration  
of members.

10. The Chairman and other members of the Board and a person co-opted by the Board under subsection (8) of section 5 shall be paid such remuneration, fees and allowances approved by the Chairman and shall be reimbursed by the Corporation for expenses incurred in connection with the discharge of their functions.



11. (1) Where the Chairman or a member of the Board dies, resigns, is removed from office or is absent or is by reason of illness unable to perform the functions of his office for 3 consecutive meetings, in the case of - Filling of vacancies.

- (a) the Chairman, the members of the Board shall, elect one of their number to act as Chairman until such time as the Chairman resumes his office or another is appointed in his stead; and
- (b) a member, the Chairman shall arrange, subject to this Act, to have another person appointed to the Board.

(2) Where a person is appointed to fill a vacancy as Chairman or member, he shall hold office for the remainder of the term of the previous Chairman or member, as the case may be, and shall, subject to this Act, be eligible for re-appointment.

12. (1) Decisions at a meeting of the Board shall be by simple majority of the votes of the members present and where there is an equality of votes, the Chairman or the person presiding at the meeting shall have a casting vote. Decisions of Board.

(2) A decision may be made by the Board without a physical meeting of the members of the Board, by video conferencing, teleconferencing or other electronic means that ensures participation by all members of the Board.

(3) A decision reached by the Board shall be binding on all members.

13. The validity of a proceeding of the Board shall not be affected by a vacancy amongst the members or a defect in the appointment of a member. Validity of proceedings.

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PART III - OBJECTS AND FUNCTIONS OF THE  
CORPORATION.

Object of  
Corporation.

14. The object of the Corporation is to carry out, through a project company, minerals and mining development, management and related and associated activities on behalf of the Republic of Sierra Leone, in accordance with the Mines and Minerals Development Act or any other Act.

Functions of  
Corporation.

15. (1) For the purposes of attaining the object of the Corporation under section 14 the Corporation may-

- (a) establish maintain, in accordance with the laws of Sierra Leone, a project company or other legal entity, including, partnerships and limited liability companies, that is organised or operated for the profit or benefit of its shareholders or other owners;
- (b) hold, directly or through a project company, shares or interest in an undertaking, enterprise or project associated with the prospecting, exploration, mining of minerals and any other related and associated activities in or outside the Republic of Sierra Leone;
- (c) appoint a person or corporate body to act on behalf of the Corporation as director of or in any other capacity in relation to an enterprise or undertaking in which the Corporation has an interest;
- (d) through a project company, to hold and manage state participation interest under any licence, lease, mining agreements, mining ventures or projects in which the Republic of Sierra Leone is entitled to participate under the Mines and Minerals Development Act or any other Act;

- (e) subject to the laws of Sierra Leone, promote, finance or guarantee the financing of the operations of the project company and associated companies;
- (f) undertake research and propose new mining ventures locally and internationally to the Republic of Sierra Leone;
- (g) enter into any contracts, agreements, memorandum of understanding in furtherance of the objects of the Corporation;
- (h) carry out any other function that is related, connected or conducive to the object and functions of the Corporation.

(2) In the performance of its functions under subsection (1), the Corporation shall follow the Government policy.

(3) For the purposes of subsection (2), the Minister may give policy directives, in writing, to the Corporation regarding the attainment of its functions under this Act.

16. A project company incorporated by the Corporation under paragraph (a) of subsection (1) of section 15 shall be wholly owned by the Corporation and shall -

- (a) undertake exploration and mining operations in the best interests of the Corporation in the mines and mineral assets allocated to the Corporation under section 18;
- (b) manage the commercial interests of the Corporation in the mines and minerals sector;
- (c) participate, on behalf of the Corporation, in accordance with the terms of agreements, joint ventures in which it holds an interest on behalf of the Corporation;

- (d) research and propose new mining and mineral ventures to the Corporation; and
- (e) apply for licences in accordance with the Mines and Minerals Development Act, in respect of mines and mineral assets allocated to the Corporation under section 18 and carry out prospecting, exploration, mining and related activities on such mines and mineral assets;
- (f) with the approval of the Corporation, establish local and foreign subsidiary companies.

Cooperation  
with other  
government  
agencies.

17. (1) The Corporation shall cooperate with other ministries, departments and agencies in the implementation of this Act. government

(2) For the purpose of subsection (1), ministries, departments and agencies of government shall accord to the Corporation such assistance as may be necessary to ensure the proper discharge of the functions of the Corporation under this Act.

Reservation  
and  
allocation  
of mineral  
assets.

18. (1) The Minister responsible for mines and mineral resources, may from time to time and subject to the approval of Cabinet, identify mineral assets for development and management by the Corporation in accordance with the laws of Sierra Leone, on behalf of the republic of Sierra Leone.

(2) The mineral assets identified under subsection (1) shall be approved by Parliament and allocated for development and management by the Corporation.

(3) Notwithstanding any provision of the Mines and Minerals Development Act, and any other law, the mineral assets identified and allocated under this section shall not be available for licencing to any person or entity.

PART IV-ADMINISTRATIVE PROVISIONS

19. (1) The Corporation shall have a full time Executive Director who shall be appointed by the President on the recommendation of the Board. <sup>Executive Director.</sup>

(2) A person shall not be appointed Executive Director unless he has considerable knowledge and experience in mines and minerals development management or administration.

(3) The Executive Director shall hold office for 5 years and shall be eligible for re-appointment for a further term of 5 years only.

(4) A person shall cease to hold the position of Executive Director if he -

- (a) resigns by notice in writing to the President;
- (b) is declared insolvent or bankrupt;
- (c) is convicted of fraud and dishonesty;
- (d) is unable to perform the functions of his office arising from infirmity of body or mind;
- (e) commits gross misconduct.

20. (1) Subject to this Act and to the general supervision of the Board, the Executive Director is the chief executive officer of the Corporation, responsible for the day-to-day management and administration of the Corporation and the control and management of staff. <sup>Duties of Executive Director.</sup>

(2) Notwithstanding the generality of subsection (1), the Executive Director shall be responsible to -

- (a) implement the policies and programmes agreed upon by the Board;
- (b) prepare and manage the budget of the Corporation;
- (c) stay up-to-date with global market trends on mines and mineral trading;
- (d) receive reports from the Project Company for the attention of the Board;
- (e) keep the Board informed of the activities of the Corporation; and
- (f) arrange the business at meetings of the Board and take minutes at the meetings of the Board;
- (g) keep the records of the decisions and other policy records of the Board; and
- (h) perform any other functions assigned by the Board.

(3) In the performance of his duties, the Executive Director is answerable to the Board.

Other staff.

21. (1) The Corporation shall, in addition to the Executive Director, have such other staff as may be necessary for the effective performance of its functions under this Act.

(2) The staff of the Corporation shall be appointed by the Board on such terms and conditions as the Board shall determine. Funds of Corporation.

(3) The Board may delegate the power to appoint certain categories of staff of the Corporation to the Executive Director.

#### PART V - FINANCIAL PROVISIONS

22. The funds of the Corporation shall consist of - Borrowing powers of Corporation.
- (a) monies appropriated by Parliament for the purpose of the Corporation;
  - (b) loans obtained by the Government in accordance with the laws of Sierra Leone;
  - (c) monies received by the Corporation by way of grants, interests, profits, loans, advances or otherwise;
  - (d) monies received by the Corporation from the mining business and other related activities;
  - (e) monies received by the Corporation by way of royalties, rents and profits, or in any other manner from any other source including grants, gifts or donations extended to the Corporation; and
  - (f) profits or dividends and other fees or charges of the Corporation.

(2) Funds received by the Corporation under subsection (1) shall be declared to the Minister for utilisation in accordance with the laws of Sierra Leone.

- Power to open and operate bank accounts. 23. Subject to the approval of Parliament and in accordance with the laws of Sierra Leone, the Corporation may borrow such funds as may be required for the discharge of the functions of the Corporation under this Act.
- Estimates of income and expenditure. 24. The Corporation may, subject to the laws of Sierra Leone and operate bank open accounts as are necessary for the performance of the functions of the Corporation.
- Application of Corporation funds. 25. (1) The Executive Director shall, at least 2 months before the start of each financial year, submit to the Board for approval, a budget containing the estimates of income and expenditure of the Corporation for the next financial year.
- (2) The Corporation shall not incur any expenditure exceeding the budget without the approval of the Board.
- Declaration of earnings. 26. The funds of the Corporation may be applied for the performance of the functions of the Corporation in accordance with the annual budgetary estimates for each financial year.
- Financial year of Corporation. 27. The Corporation shall within three months after the end of each financial year declare to the Board the earnings from the Project Company, undertakings, joint ventures or public private partnerships entered into by the Corporation.
- Accounts. 28. The financial year of the Corporation shall be same as the financial year of Government.
- Audit. 29. The Corporation shall keep proper books of accounts and all records relating to the transactions and affairs of the Corporation.



30. The Auditor General or an auditor appointed by the Auditor General shall, in each financial year, audit the accounts of the Corporation. Annual and other reports.

31. (1) The Executive Director shall, not later than 6 months after the end of each financial year, make and submit to the Board a report on the activities of the Corporation during that financial year. Regulations.

(2) The Executive Director shall submit to the Board, together with the report referred to in subsection (1), -

(a) the audited financial statements of the Corporation and the auditor's report on those statements;

(b) a quarterly performance reports; and

(c) any other report as the Board may from time to time require.

(3) The Board shall, not later than 6 months after receipt of the reports under subsection (2), submit the reports to the President.

#### PART VI-MISCELLANEOUS

32. The Minister may, upon the recommendation of the Board, by statutory instrument, make regulations for giving effect to the provisions of this Act.

## MEMORANDUM OF OBJECTS AND REASONS

The purpose of this Bill is to provide for the establishment of the Sierra Leone Mines and Minerals Development and Management Corporation which shall carry out, through a project company, minerals and mining development, management and related and associated activities on behalf of the Republic of Sierra Leone, in accordance with the Mines and Minerals Development Act or any other Act, to provide for the promotion and facilitation of state participation and investment in mines and minerals development and to provide for other related matters.

The Bill is divided into 6 parts -

Part I - provides for the interpretation of certain terms and expressions in the Bill.

Part II - provides for the establishment of Sierra Leone Mines and Minerals Development and Management Corporation.

Part III - provides for the Object and Functions of the Corporation and a description of the project company.

Part IV - deals with administrative provisions and includes the appointment of the Executive-Director and other staff of the Corporation.

Part V - deals with financial provisions of the Corporation which includes funds of the Corporation, accounts and audit of Corporation, financial year of the Corporation and annual reports.

Part VI - Miscellaneous, vests the power to make regulations in the Minister.

MADE this      day of      , 2023.

SHEKUA. F. BANGURA  
*Minister of Finance*

FREETOWN  
SIERRA LEONE      , 2023