

Unofficial translation

ARTICLES OF ASSOCIATION FOR THE BOARD OF INVESTMENTS

Chapter One Introduction

1. Introduction and Citation

- a. This Article of Association (AoA) has been brought in to effect for, and shall be applicable to, the Board of Investment formed under the act no. 24/2014 (Special Economic Zones Act).
- b. This Article of Association shall be cited as the “Articles of Association for the Board of Investments” and in short will be referred to as the “AoA”.

2. Mandate

- a. The objective of this AoA is to outline the rules of conduct and role and responsibilities of the Board, as applicable, in order to achieve the objectives of the Act.
- b. All decisions of the Board regarding the zones created under the Act shall be governed as per the Act and the guidelines outlined in this AoA.

3. Responsibilities of the Board

The responsibilities of the Board, as mandated by the Act shall be as follows;

- a. Issue Permits and approvals upon submission of applications for the development of zones provided such applications meet the requirements of Act; to request for amendments to applications where applicable, and issuing Permits and approvals to the amended applications; to reject applications that are nonresponsive to the Act and to inform the applicants of the reasons for rejection;
- b. Thoroughly assess and examine the applications to create zones and to decide accordingly;
- c. Create policies on the creation and operation of the zones;
- d. Create regulations on the creation and operation of the zones;
- e. Establish and implement detailed guidelines and regulations regarding the activities that may be carried out at the zones; to ensuring that such activities are authorised under the Act; and ensuring the said guidelines are followed in the operations of the zones;
- f. Issue of individual Investment Licenses to Investors investing in the zones;
- g. Vesting the Board with the responsibility of issuing to Developers and investors, all Permits and approvals from Government authorities and agencies, and to create and implement mechanisms to enable such Permits and licenses to be issued via the Board directly to eligible investors and Developers;
- h. Monitor and evaluate the progress of investments out in the zones, and submit progress reports to the Minister;

- i. Assess and establish the parameters on the requirements for insurance, with regard to damages, risks and liabilities applicable to the zones;
- j. Create rules and regulations applicable to the zones, with the exception of such rules and regulations under the mandate of other Governmental authorities and agencies as set out in the Act.
- k. Establish fees and charge for various services provided by the Board;
- l. Act as the Government's signatory for investment agreements and various other agreements executed between the Developer of the zone and the Government of Maldives; and
- m. To carry out in general, all necessary actions to undertake and execute the responsibilities and authorities vested to the Board by the Act.

Chapter Two

Board Composition

4. The Board Members

- a. The Board shall comprise of 5 members.
- b. The President shall have the power to appoint and dismiss Board members and to set their salaries and remunerations, in accordance with Article 58 (b) of the Act,
- c. A member's term of appointment at the Board shall be 5 years from the date of appointment. Save for a member dismissed under Article 61 (b) of the Act, the President shall have the discretion to appoint a member to the Board for a second term.

5. Chairperson and Vice Chairperson

- a. The Chairperson and Vice Chairperson of the Board shall be appointed by the President, from amongst members appointed to the Board.
- b. Where the Chairperson or the Vice Chairperson intends to resign, the resignation shall be submitted to the President.
- c. Where the Chairperson or the Vice Chairperson resigns, or is terminated under Article 5 (d) of this AoA, the President shall appoint a new Chairperson or Vice Chairperson, as the case may be, within 30 days of that seat falling vacant.
- d. The Chairperson or the Vice Chairperson may be dismissed by the President at his discretion, if they fail to effectively discharge their functions.
- e. In the event of a removal from the post of Chairperson or the Vice Chairperson, membership at the Board will be retained, unless to and until dismissed from the Board.

Chapter Three

Board Meetings

6. Frequency and Timing of Board Meetings

- a. The Board shall convene for at least four (4) meetings every year, in order to deliberate and decide on matters presented to the Board.

- b. Notwithstanding Article 6 (a) of this AoA, if there are matters to be deliberated and decided by the Board, The Board shall convene once (1) every month.
- c. A period exceeding three (3) months not elapse between two (2) Board meetings.

7. Venue of Board Meetings

- a. In principle all Board meetings shall be held in the President's Office.
- b. Notwithstanding Article 7 (a) of this AoA, Board meetings may be held at any other venue as decided by the Chairperson based on circumstance.

8. Compulsory Meetings

- a. In addition to the meetings stipulated in Article 6 of this AoA, the Board shall convene a compulsory meeting within the first two (2) weeks of January each year.
- b. In the meeting stipulated in Article 8 (a) of this AoA the Board shall, review the activities of the previous year, and determine the type of investments as well as the minimum limit of investments applicable to the same for the respective year which is to be included in the Presidential Decree as per Article 22 (a) of the Act.
- c. The purpose of the meeting stipulated in Article 8 (a) of this AoA, to be held in January of each year, is to advise and assist the President to issue the Presidential Decree at the end of January each year.

9. Notices for Board Meetings

- a. The Board meetings shall be convened via written notice issued to the members by the Secretary General, as instructed by the Chairperson.
- b. The notice as stipulated in Article 9 (a) of this AoA shall indicate the time, date and venue of the meeting along with the details of the Agenda items, to the extent possible.
- c. The President shall have the authority to convene a meeting of the Board absent the notice stipulated in Article 9 (a) of this AoA.

10. Quorum of the Board Meetings

- a. Quorum of the Board shall be the majority of members of the Board. No meeting of the Board shall commence Business unless the quorum is achieved, and if the quorum is lost during a Board meeting, the meeting shall be adjourned.
- b. No official business shall be conducted in a Board meeting, and no decision or resolution shall be passed on a matter, if quorum is not met.
- c. Notwithstanding Article 10 (a) and 10 (b) of this AoA, the member may deliberate and discuss matters unofficially in a meeting even if the quorum is not achieved, but a resolution or decision on any matter shall only be passed in an official meeting of the Board in which the quorum is achieved.

11. Meetings Vide Electronic Means (E Meetings)

- a. Notwithstanding Article 9 and Article 10 of this AoA, a meeting of the Board may be held via conference calls or other electronic means of communication.

- b. Meetings held in accordance with Article 11 (a) of this AoA shall only be deemed official and valid , provided that open channels of communications are available to all members, where each member is able to express his/her opinion which can be heard clearly by all members.

12. Circular Resolutions

- a. Meetings may be held and decisions may be reached on matters by means of circulars shared between members.
- b. For the purpose on conducting business as stipulated in Article 12 (a) of this AoA, individual Board members shall state their opinions and sign the circulars,which shall be deemed an official vote cast at an official Board meeting. If the numbers of affirmative votes meet the required quorum of a meeting, it shall be deemed as an official decision reached in an official meeting.

13. Presidency of Meetings

- a. The Chairperson shall preside over meetings of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside over the meetings of the Board.
- b. In the event that the Chairperson and the Vice Chairperson are absent, the meeting of the Board shall be presided over by a member selected by the members present at the meeting, as per Article 62 of the Act.

14. Non-Members Attending Meetings

- a. The Chairpersonmay at his discretion invite a non-member to attend and participate in the meetings for the purpose of conducting official business of the Board. Such non-member however, shall not have the right to vote on any matter.
- b. The Chairperson, with the consent of the Board, may invite any non-member, without any voting rights, to take part in a meeting of the Board to assist and advise the Board in making a decisionon a matter, as per Article 63 of the Act.

15. Secretary General

- a. The Secretary General shall participate in the meetings of the Board.
- b. In the event where the Secretary General is unable to participate in a meeting, the Chairperson may assign the roles and responsibilities of the Secretary General to another person.
- c. The roles and responsibilities of the Secretary General are stated in Article 42 of this AoA.

16. Decisions of the Board

- a. All decisions of the Boardshall be reached by a simple majority of votes amongst the members present at the meeting.
- b. Where all members are not in agreement on a matter, call for votes shall be taken and recorded for and against the resolution.
- c. The Chairperson shall not vote at the instances stipulated in Article 16 (a) and Article 16(b) of this AoA.

- d. In case of deadlock of votes, the Chairperson shall have the right to cast a vote in order to decide the matter.
- e. After every single vote, the Chairperson shall state the number of votes for and against the resolution, as well as the names of the members who voted for and against the resolution, for official recording purposes.

17. Minutes of Meetings

- a. The minutes of the meeting shall be prepared for each meeting and signed by members (present at the meeting).
- b. The minutes of the meetings shall be circulated amongst members no later than seven (7) days after the respective Board meeting.
- c. If the minutes of the meeting mandate the person receiving the minutes to carry out a specific action/task, the recipient shall have the authority to carry out such action/task without any other notification or authorization whatsoever.

Chapter Four

Granting Incentives

18. Incentives

The incentives available to the zones, Developers or investors investing in the zones created under the Act are outlined in Annex 1 of the Act.

19. Preservation of Incentives

- a. Where any law subsequent to this Act introduces a new tax or an increase in an existing tax that adversely affects any of the Incentives available under this Act to a zone, Developer or investor, the President shall have the power, to sustain the Incentives available to Zones, Developers or Investors as found in the relevant Investment Agreement signed between the Developer and the Board, through effecting an exemption of the relevant Zone, Developer or Investor from being subjected to payment of that new tax or increase in an existing tax.
- b. For the purpose of granting exemptions to the new tax or to an increase in an existing tax as per Article 19 (a) of this AoA, Board shall take into consideration the following, and submit the Board's recommendations to the President in writing.
 - i. The rate of progress, as well as the projected rate of progress of the activities, prosperity and productivity of the zone and the areas surrounding said zone.
 - ii. The area's significance to the national development plan and/or the Government's development strategies, and the relevance of the zone's success to the area's development.
 - iii. The potential for development of the Country's infrastructure, ICT and commerce as a result of the zone'
 - iv. The area's significance to development and growth, and the relevance of the zone's success to the same.

- v. The employment prospects for Maldivians from the zone, including the existing number of local employment, as well as projected number local employment opportunities that would be available from the zone in the future.
- vi. The details of existing and expected training programs, for the purpose of providing training to develop new skillsets for Maldivians working in the zone.
- vii. The terms and conditions of the Investment agreement signed between the Developer and the Government of Maldives, and the terms and conditions of treaties on trade/commerce designed between the Country the Developer represents and the Government of Maldives.
- c. After reviewing the conditions outlined Article 19(b) of this AoA, the Board may at its discretion submit its recommendations on granting an exemption in full or part to the new tax or to the increase on the existing tax, to the President. The President shall make a final decision on the matter, in light of the findings and recommendations of the Board.

20. Incentives Based on Specific Circumstances/Conditions

- a. With the exception of the incentives available in general to all Developers/investors pursuant to Schedule 1 of the Act, incentives allocated for specific activities under Schedule 1 of the Act shall be applicable and made available under the following circumstances;
 - i. Where the Developer undertakes an infrastructure development project deemed a priority by the Government outside the zone, and at a location identified by the Government, an incentive equivalent to the value of the cost of such infrastructure development project may be provided to the Developer as per Article 36 of the Act.
 - ii. The total value of the infrastructure development project undertaken by the Developer or investor to establish the physical or urban infrastructure as outlined in Article 36 of the Act, may be compensated by add-ons to the incentive(s) outlined in Schedule 1 of the Act, taking into consideration the value of infrastructure development project and projected cost recovery period for the same.
- b. Save for the circumstances outlined in Article 20 (a) of this AoA and Schedule 1 of the Act, a Developer or investor shall not be awarded any additional incentive(s).

Chapter Five

Board Proceedings

21. Form of Submission of Applications

- a. Any application submitted to the Board, be it from the Government or from a Developer, shall be via the application form annexed to this regulation, together with the information requested in the application form. The form generally contains the requirements outlined in the Act.
- b. All applications submitted via the application form referred to in Article 21 (a) shall be completed as instructed in the application form. The Board at its discretion may reject any incomplete forms.
- c. The Board at its discretion may reject any application where the value of the proposed investment is below the minimum limit set by the President in the annual Presidential Decree for the total investment allocated for the type of zone for the respective year.

22. Applications Submitted to the Board

- a. There are two types of application that may be submitted to the Board;
 - i. Applications pertaining to the economic development projects formulated and initiated by the Government. and,
 - ii. Applications pertaining to the economic development projects proposed by Developer to the Government.
- b. All application described in Article 22 (a) of this AoA, be it an economic development project initiated by the Government or a Developer, shall be submitted to the Board.
- c. The Board in evaluating the applications submitted to the Board as per Article 22 (a) of this AoA, may at its discretion, assign the Technical Committee described in Article 58 (d) of the Act, prior to making a decision.
- d. Where the Technical Committee is assigned, as per Article 22(c) of this AoA, the Board shall in make a final decision regarding the application, by evaluating and assessing the application in detail, while taking into consideration the recommendations of the Technical Committee presented to the Board.
- e. In evaluating Applications submitted to the Board, and in assessing the investments to be permitted pursuant to the President's decree on February each year pursuant to Article 22 (a) of the Act, the Board shall select investments, based on the type of Application, and affording most gain.
- f. Applications submitted to the Board as per Article 34(b) of the Act shall be accompanied by an "Application Processing Fee" of USD 25,000. The fee shall be paid by telegraphic transfer, to an account designated by the Board.
- g. Within 15 days of being issued the initial Permit, the Developer shall submit a bank guarantee of USD 1,000,000 as per the requirements of the Board, and from a bank acceptable to the Board.

23. Proof of Financial Capacity

For the purposes of ascertaining the financial capacity of the Developer or investor, the following shall be taken into consideration by the Board in evaluating the Application;

- a. Letter from a Bank acceptable to the Board concerning financial capacity of the applicant or the proposed project
- b. Supporting documents and/or statements showing Applicant's most recent income tax or business profit tax payments, if income tax or business profit tax is levied in the Applicant's registered Country;
- c. Supporting documents from a governmental authority / regulator or any other entity acceptable to the Board, confirming absence / existence of litigation against the Applicant. These documents shall be submitted by the Applicant upon request by the Board.
- d. Supporting documents from a governmental authority / regulator or any other entity acceptable to the Board, confirming absence / existence of litigation against each of the shareholders of the Applicant. These documents shall be submitted by the Applicant upon request by the Board.

- e. The details of the bankers of each of the Shareholders of the Applicant within the last 5 years. These documents shall be submitted by the Applicant upon request by the Board.
- f. Supporting documents and/or statements showing Applicant's shareholder's most recent income tax or business profit tax payments, if income tax or business profit tax is levied in the shareholder's registered Country.
- g. The Applicant's 3 most recent audited financial statements.
- h. The Bank Guarantee.

Chapter Six

Technical Committee

24. Composition of the Technical Committee

- a. A Technical Committee shall be formed to provide technical expertise to the Board in as per Article 58 (d) of the Act.
- b. The Technical Committee as prescribed in Article 24 (a) of this AoA shall comprise of a total of 17 members.
- c. The Technical Committee as prescribed in Article 58 (d) of the Act, shall comprise of representations from the following sectors:
 - i. One representative from Ministry of Fisheries and Agriculture.
 - ii. One representative from Ministry of Tourism.
 - iii. One representative from Ministry of Economic Development.
 - iv. One representative from Ministry Housing and Infrastructure.
 - v. One representative from Ministry of Finance and Treasury.
 - vi. One representative from Attorney General's Office.
 - vii. One representative from Maldives Inland Revenue Authority;
 - viii. One representative from Maldives Customs Service.
 - ix. One representative from Maldives Monetary Authority.
 - x. One representative from Capital Market Development Authority.
 - xi. One representative from the Maldives National Defence Force.
 - xii. One representative from Maldives Police Service.
 - xiii. One representative from Department of Immigration and Emigration;
 - xiv. One representative from Private Sector.
 - xv. One representative from the Maldives Association of Tourism Industry.

- xvi. One representative from the Maldives Association of Construction Industry.
- xvii. One representative from the Maldives National Chamber of Commerce and Industry.
- d. Remuneration and emoluments of members of the committee mentioned in Article 24 (c) of this AoA, and the rules of procedure governing the function of the committee, shall be decided by the Board.

25. Election of members to the Technical Committee

- a. Within 30 days of the effective date of this AoA, members shall be appointed to the Technical Committee described in Article 24 of this AoA, and the appointments shall be announced publicly.
- b. The membership in the Technical Committee of a person representing a Government institution shall be subject to the person being employed in the respective Government institution. Membership in the Technical Committee shall expire, if the person's employment is changed, or if the member is dismissed from the Technical Committee. The right to dismiss the member or replace of the member shall be vested with the respective institution which appoints the member.

26. Functions of the Committee

- a. The Technical Committee shall be divided into Sub-Committees, and shall function as technical Sub-Committees, each addressing specific subjects/matters.
- b. The Sub-Committees collectively shall be deemed as the Technical Committee described in Article 22 of this AoA.
- c. Notwithstanding Article 26 (a) of this AoA, The Board at its discretion shall have the authority, to simultaneously assign two Sub-Committees regarding a matter, or assign the matter to each Sub-Committee one after the other, or assign the full Technical Committee to address the matter as one.

27. Composition of the Sub-Committees

- a. The Technical Committee shall in general consist of the following Sub-Committees.
 - i. Security Committee
 - ii. Economic Committee
 - iii. Environment Committee
 - iv. Finance Committee
- b. The Sub-Committees as prescribed in Article 27 (a), in reviewing applications submitted to the Board, shall ensure that the application is complete with all the information required pursuant to the Act. The application review process shall only be initiated after ascertaining that all information as required under the Act is available.
- c. Following the review process, individual Sub-Committee recommendations may be submitted to the Board which when complied will be deemed the Technical Committee's report, or a single report may be submitted to the Board by the Technical Committee providing the recommendations of the Technical Committee as a whole.

- d. If Board has requested for recommendation from the Technical Committee, the application shall be reviewed by the Board together with the report submitted by the Technical Committee.

28. Security Committee

The Security Committee shall review and assess the following;

- a. The impact of the proposed economic activity on the national security and general safety of the Country, and whether it will adversely affect the sovereignty and independence of the Country.
- b. Whether the economic activity will allow or facilitate a persona non grata to enter the Country and carryout any business in the Country.
- c. Whether the Developer submitting the application is a party legally permitted to enter, stay or operate in the Country.

29. Economic Committee

The Economic Committee shall review and assess the following;

- a. The positive and negative effect on the area upon of the creation of a zone in that area.
- b. The positive and negative effect of the economic activity on the economy of Maldives
- c. The role and responsibility of the Government in facilitating the development of the proposed economic activity, and the capacity of the Government to undertake said role and responsibility.
- d. The laws, regulations and policies to be introduced by the Government to enable and facilitate the economic activity.
- e. The changes to be made to any existing practices of the Government in order to enable and facilitate the economic activity. and,
- f. The overall social and economic impact on the Country due to the economic activity.

30. Environment Committee

The Environment Committee shall review and assess the impact of the proposed development on the environment of the Country. The committee shall carryout its duties as per applicable laws and regulations.

31. Finance Committee

The Financial Committee shall review and assess the following;

- a. The income to the Government from the economic activity.
- b. The number of jobs created from the economic activity.
- c. The number of jobs created for Maldivians.

- d. The tax revenue lost to the Government due to the tax exemptions granted to undertake the economic activity and,
- e. Cost benefits analysis.

32. Quorum of the Sub-Committees

- a. The Sub-Committees shall only conduct business provided that the required quorum is achieved.
- b. Each Sub-Committee may decide on the quorum required for the respective Sub-Committee to conduct business.
- c. Under decided otherwise by the Sub-Committee, the quorum required to conduct business of a Sub-Committee shall be one third of the members appointed for the respective Sub-Committee.

33. Decisions of the Committees

- a. In finalising matters referred to the Technical Committee or Sub-Committees, the members shall strive to achieve unanimous decision.
- b. If the members of a Sub-Committee fail to reach a unanimous decision, the matter will be resolved with the majority vote from amongst the members present at the meeting.

Chapter Seven

Transfer of Permit

34. Application for Transfer of Permit

- a. An application shall be submitted to the Board for a Permit to be transferred to a third party. A Permit granted to a Developer may only be transferred to a third party subject to authorization of the Board as per Article 38 of the Act.
- b. The person to whom a Permit is to be transferred, pursuant to the application made to the Board under Article 34(a) of this AoA, shall meet or exceed all the characteristic and requirements required in the Act for a Developer to whom a Permit may be issued.
- c. In addition to Article 34(b) of the AoA, the Board shall ascertain the following before authorizing the Permit to be transferred;
 - i. Capacity of the transferee to execute the matters associated to the Permit at the same level, or better than, the Developer to whom the Permit was originally issued.
 - ii. Capacity of the transferee to honour the agreements entered into between the original Developer and various investors operating at the zone.
 - iii. The financial capability of the transferee, which shall be comparable to the financial capabilities of the original Developer.
 - iv. Capacity of the transferee to undertake the duties and responsibilities of a Developer, as per the requirements of the Act.
- d. An application submitted to the Board to transfer the Permit shall be accompanied by the necessary documents and evidence to provide the capacity of the transferee.

- e. The application to transfer a Permit shall be submitted by the Developer to whom the Permit has been issued.

35. Review of Application for Transfer of Permit

- a. The Developer shall facilitate a meeting between the transferee and the Board or a representative of the Board, the deemed necessary by the Board for the purpose of evaluating the application for transfer of Permit.
- b. The purpose of the meeting stipulated in Article 35(a) of this AoA is for the Board to determine that the transferee has the ability to ensure continuity of the economic activities, as well as ensure continuity of operations of various operators and service providers at the zone with whom the original Developer has existing agreements without disruptions, and to ensure that the transferee has the ability to bring in the technical knowhow, funding and infrastructure necessary for the zone.

Chapter Eight

Revocation of Permit

36. Rules under which Permits shall be Revoked

- a. The rules, under which a Permit shall be revoked, shall be decided by the Board as per Article 41 of the Act.
- b. In establishing rules stipulated in Article 36 (a) of this AoA, the Board shall undertake the following:
 - i. Until a new Developer is appointed for the Zone for which the Permit is revoked, the Board directly, or where necessary by assigning a third party or person, shall discharge the duties of the Developer for the zone.
 - ii. Inform the investors in the Zone of the revocation of the Developer's Permit and the reason for the same.
 - iii. Publicly announce the revocation of the Developer's Permit and the reason for the same.
 - iv. Compile and investigate all transactions of the Developer whose Permit is revoked.
 - v. Ascertain the details of all the contracts made by the Developer, and identify the responsibilities and duties of the Developer under the same.
 - vi. Ascertain the details of the debts and mortgages of the Developer regarding the zone.
 - vii. Ascertain all details regarding the goods and services procured by the Developer on credit.
 - viii. Ascertain the details of the visas issued to the Developer, and cancel the visas.
 - ix. Recover the original of the Permit issued to the Developer.
 - x. Cancel the licenses/approvals issued by any Government authority or the Board, if any, pertaining to the original Permit.

- xi. Withhold the funds of the Developer located in the Maldives, in order to pay off any debts of the Developer, ensure that the funds are retained in the Maldives unless all debts of the Developer are settled.
- xii. Payment of taxes, fees any other amount owed by the Developer to any local or foreign party by utilising the funds of the Developer located in the Maldives.

Chapter Nine

Code of Conduct for the Board

37. Rules of Conduct

The rules of conduct applicable to the Board members under Article 61(b) (3) of the Act, has been set out in Article 38, Article 39 and Article 40 of this AoA

38. Conflict of Interest

- a. Board members should not let a conflict of interest arise between the official business of the post and a personal interest of the member.
- b. The conflict of interest as stated in Article 38 (a) of this AoA shall be meant for all intent and purposes, any conflict of interest with the official business and the member's spouse, children directly under the member's care, any other dependant directly under the care of the member.
- c. If a conflict arises or is foreseen to arise regarding a matter, the member shall inform the Board of such and abstain from said matter and have no participation whatsoever with the finalization of the decision regarding that matter.
- d. If Chairperson with reasonable grounds foresees a conflict of interest regarding a member or participant, the Chairperson, after stating as such, has the right prevent such person's involvement in said matter for which the conflict of interest exist.
- e. If Chairperson with reasonable grounds foresees a conflict of interest on his part by his participation, the Chairperson, after stating as such to Vice-Chairperson, shall remove himself from the said matter for which the conflict of interest exist.

39. Code of Conduct

- a. The Board members shall uphold the following code of conduct in carrying their duties and obligations as members of the Board;
 - i. Uphold and abided by the laws and regulations of the Maldives, and in the capacity of members of the Board, follow all lawful instructions from any governing body;
 - ii. To carry out all the works diligently, without any personal interest or gain, and based solely on the evidence presented to the Board, fairly and responsibly.
 - iii. To communicate in a respectful manner in all dealings of the office.
 - iv. To not abuse the power of the office in order to harm in any way a certain individual and to protect and respect the rights of all parties involved.

- v. To avoid any action which may result in the member facing any difficulties, in the execution or after the execution, pertaining to the responsibilities of the office.
- vi. To avoid all situations where a member has to grant favours in return to a favour done for the member.
- vii. To maintain all confidentiality of information received in the capacity of the office and maintaining said confidentiality even after leaving the post.
- viii. To maintain all honesty in the event where a member has to divulge information in accordance with the law and to not withhold information where requested and required by the law.
- b. The responsibilities in Article 39 (a) of this AoA shall constitute to be an integral part of the Employment agreement for Board members and other staff of the office and any breach of the said responsibilities shall be deemed grounds for action.

40. Breach of the Code of Conduct

A breach from any of the responsibilities outlined in this AoA shall be deemed grounds for termination of the member from the post as per Article 61 (2) and (3) of the Act.

- a. The Code of Conduct and Rules shall be applicable to the Secretary Generals and employees of the secretariat.
- b. Any breach of the code of conduct by a Board member shall be deemed grounds for dismissal due to misconduct.
- c. Any breach in the code of conduct by the Secretary General or any employee of the secretariat shall be deemed grounds for dismissal due to misconduct.

Chapter Ten

Secretary General

41. Appointment of the Secretary General

- a. A secretary general shall be appointed by the Board as per the recommendations of the Minister, in order to carry out all administrative work of the Board.
- b. The secretary general shall be the most senior administrative officer answerable to the Board.

42. Responsibilities of the Secretary General

The following responsibilities shall be carried out by the Secretary General;

- a. Research and provide all documents, information and data required by the Board to adopt and implement its decisions.
- b. To oversee and manage the Technical Committee.
- c. Liaise between the Technical Committee and the Board.
- d. Manage all correspondences to and from the Board to the zone administration offices and various Government authorities, and to communicate all Board decisions to the relevant parties.

- e. To make all necessary arrangements to host the Board meetings as per instructions from the Chairperson.
- f. Writing and maintaining minutes of meeting and resolutions of the Board, keeping recording of meetings, making necessary administrative arrangements of the Board, and communicate the decisions of the Board to various parties as instructed by the Chairperson.
- g. To carry out the administrative functions of the Board, and to assist the board in effectively implementing this AoA.
- h. To hire, promote, take disciplinary action and where applicable terminate employment of employees of the secretariat as determined by the Board.
- i. Make arrangement for remuneration of members and employees of the secretariat as per the Act and this AoA.

Chapter Eleven

SEZ Secretariat

43. SEZ Office

- a. The Board shall establish the SEZ Secretariat to provide administrative and technical support required for the Board, to enable the Board to satisfactorily carry out its obligations as per the requirements of the Act.
- b. The Secretary General shall be answerable to the Board on behalf of the SEZ Secretariat.

44. Budget

The Chairperson shall, as per the advice of the Board, work towards securing the funds needed every year, to carry out the functions of the Board, the activities related to the special economic zones, as well as to implement and administer the requirements of the Act and the AoA, by including the funds needed in the annual budget passed by the Parliament of Maldives.

45. Annual Report

- a. An annual report outlining the activities carried out by the Board throughout the year shall be presented to the President and the Parliament, and shall be published, before the end of January of the subsequent year.
- b. The Annual Report as stipulated in Article 45 (a) of this AoA shall consist of the following;
 - i. How Permits were to the zones
 - ii. Progress of work at the zones
 - iii. Details of the Developers and Investors to whom Permits have been issued
 - iv. The type of Zones for which Permits were issued;
 - v. Details of the economic activities/developments carried out in the zones;

- vi. The value of each of the investments introduced as a result of the Permits,
- vii. Major decisions of the Board

Chapter Twelve

General Rules

46. Events not addressed in the AoA

- a. If an event which is not addressed in the AoA occurs, at first, the Board shall revert to the precedence set by the Board in a similar situation. If past precedence is absent, the Board may take action as per international best practices accordance with applicable laws.
- b. Any resolution passed by the Board as per Article 47 (a) of this AoA shall thereafter be considered a part of this AoA.

47. Rewvisions to Rules

Any revisions to this AoA shall be brought vide a resolution of the Board.

48. Applicable Law and Dispute resolution

- a. This AoA shall be governed by the Act.
- b. In the event of a conflict under or in relation to this AoA, the Board shall have the authority to resolve the matter equitably.

49. Annexes

The annexes of this AoA forms an integral part of this AoA and this AoA shall not be complete without the said annexes.

50. Adherence to Rules

This AoA shall come into effect from the date of publishing in the Gazette.

51. Definitions

- a. The meanings of the phrases used in this AoA shall be used with reference to the phrases as defined in the Act.
- b. Unless otherwise specified in this AoA, the following words and terms shall have meanings assigned to them below:
 - “Proposal” shall mean the application submitted by the Government or the Developer to the Board for the creation of a zone pertaining to economic development.
 - “Board” shall mean the Board of Investment created under Article 56 of the Act.
 - “Matter deliberated by the Board” shall be all submissions to the Board for a decision.
 - “AoA” shall be this regulation
 - “Law” shall be the Act No. 24/2014 (Special Economic Zone Act)
 - “Sub-Committee” shall be Sub-Committees formed under Article 26 of this AoA
 - “Zone” shall be an area where the Board has decided to create a zone as per the Act.