

SEYCHELLES AIRPORTS AUTHORITY ACT, 2024

(Act 8 of 2024)

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SEYCHELLES AIRPORTS AUTHORITY ACT, 2024

(Act 8 of 2024)

I assent



Wavel Ramkalawan
President

9th August, 2024

AN ACT TO ESTABLISH THE SEYCHELLES AIRPORTS AUTHORITY FOR THE OPERATION AND MANAGEMENT OF AIRPORTS, OF AIR TRAFFIC MANAGEMENT SERVICES AND ASSOCIATED AVIATION SERVICES; TO PROVIDE FOR THE IMPOSITION OF ECONOMIC CONTROLS AT AIRPORTS; TO REPEAL THE AIRPORTS (REGULATION) ACT (CAP.6) AND INCORPORATE ITS PROVISIONS IN THIS ACT; AND TO PROVIDE FOR OTHER CONNECTED OR INCIDENTAL MATTERS.

ENACTED by the President and the National Assembly.

PART I PRELIMINARY

Short title and commencement

1. This Act may be cited as the Seychelles Airports Authority Act, 2024 and shall come into operation on such date as the Minister may, by notice published in the *Gazette*, appoint.

Interpretation

2. In this Act, unless the context otherwise requires, —

“aerodrome” means a defined area on land or water (including any buildings, installations and equipment) intended to be used either wholly or in part for the arrival, departure and surface movement of aircraft;

“airport” means any airport notified by *Gazette* and includes any aerodrome, building or facility intended to be used for the entry and departure of air traffic, where the formalities incident to customs, immigration, public health, animal and plant quarantine and similar procedures are carried out;

“air navigation services” means the direct or indirect provision of one or more of the following services by any public or private entity for air traffic —

- (a) air traffic services;
- (b) aeronautical information services;
- (c) aeronautical meteorological services;
- (d) communication, navigation or surveillance services;
- (e) aeronautical charting services; or
- (f) search and rescue services.

“approved plan” means the latest plan approved by the Minister under section 12, together with any amendment which has been so approved;

“associated aviation services” includes, air navigation services, fire and rescue services, ground handling services, aviation security services and such other services as are necessary or expedient for the Authority’s operations;

“Authority” means the Seychelles Airports Authority;

“Chairperson” means the chairperson of the Board appointed in terms of section 4;

“Chief Executive Officer” means the chief executive officer of the Authority appointed in terms of section 6;

“Minister” means the Minister responsible for civil aviation;

“Seychelles Civil Aviation Authority” means the Seychelles Civil Aviation Authority as established under the Seychelles Civil Aviation Authority Act;

PART II

ESTABLISHMENT OF AIRPORTS AUTHORITY

Establishment of Authority

3.(1) There is established an Authority to be known as the Seychelles Airports Authority which shall be a body corporate.

(2) The Authority may enter into agreements and arrangements with any organisation in respect of any matter relating to the operation and management of airports or any matter the Authority deems expedient.

(3) Without prejudice to the generality of subsection (2), the Authority may exercise powers set out in the First Schedule.

Board of Directors

4.(1) The Authority shall be administered by a Board consisting of seven members appointed by the President, in consultation with the Minister, from among persons having wide experience of, and having shown capacity in, matters relating to airport management and operations, commerce or civil aviation, or possessing skills or experience in relevant fields.

(2) The Board of Directors shall consist of —

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) one representative or nominee from the Ministry of Finance;
- (d) one representative or nominee from the parent Ministry;
- (e) not less than five and not more than seven persons, who shall be non-executive Directors; and
- (f) the Chief executive officer, *ex officio*.

(3) The Chief Executive Officer shall not be the Chairperson of the Board.

(4) A member of the Board (excluding the Chief Executive Officer) shall —

- (a) hold office for a period of three years and is eligible for re-appointment;
- (b) not assume automatic reappointment at the end of his or her term of office;

(6) Certain provisions applicable to the Board shall be as set out in the Second Schedule.

Functions of Authority

5.(1) The functions of the Authority shall be —

- (a) to acquire, establish, develop, maintain, manage, control and operate airports in Seychelles;
- (b) to ensure efficient air traffic management, including the optimisation of air traffic control services and airspace management;

- (c) to coordinate air navigation services within the Seychelles Flight Information Region, including the management of air traffic flow, to ensure safe, reliable, and efficient air traffic operations throughout the region;
- (d) to operate or cause airports to be operated as a commercially viable entity;
- (e) to provide associated aviation services;
- (f) to provide or coordinate search and rescue services to aircraft in distress within the Seychelles Search and Rescue Region and establish effective mechanisms for timely response and coordination with relevant entities;
- (g) to develop and implement a master airport development plan;
- (h) to impose charges and fees for use of airports and their facilities;
- (i) to establish, provide and maintain roads, approaches, apparatus, equipment, buildings and facilities in connection with airports;
- (j) to provide any service or facility for the purposes of —
 - (i) the landing, parking and take-off of aircraft;
 - (ii) the handling or clearing of aircraft;
 - (iii) the supply of provisions to aircraft, including, but not limited to, food, oils and fuels, and the emergency servicing of aircraft on an apron;
 - (iv) the handling of aircraft passengers and their baggage and of cargo at all stages while they are on the premises of an airport, including the transfer of such

passengers and their baggage, and of cargo, to and from an aircraft; and

- (v) to undertake any other lawful activity at any airport;
- (k) to plan, design, construct, equip, maintain, repair, adapt and modify airports to the standards required or approved by the Authority for the authorised carriage by air of passengers, baggage, cargo and freight;
- (l) to provide such services as the Board considers can be properly provided by the Authority, and to charge for those services such fees as the Board may determine from time to time; and
- (m) to develop airports in Seychelles as regional air transportation, cargo and passenger hubs, and support airline hub operations; and
- (n) to provide safety and security measures for the handling of passengers, baggage, cargo and aircraft together with the personnel requisite thereto, in accordance with local and international standards and recommended best practices and procedures; and
- (o) to carry on the business of importers and exporters, carriers, shipping, forwarding, re-forwarding, clearing and transport agents, bonded warehousemen, storekeepers, publishers, printers and general merchants, and to buy or sell and deal in every merchantable commodity, substance and product;
- (p) to enter into agreements with any person connected with the business of handling passengers, baggage, cargo and freighting at international and domestic terminals;
- (q) to provide approval for flights to overfly the Seychelles airspace and to land at airports within Seychelles; and

(r) to allocate slots for aircrafts to operate within the management of airports.

(2) The Authority may, with approval of the Minister, engage an independent contractor or independent contractors to perform any or all of the functions of the Authority under this Act.

(3) Notwithstanding the provisions of the Road Act, the Authority shall, be responsible for the control of traffic on all roads within the perimeter of the airport.

(4) The Authority may delegate to any of its members or employees the power and authority to perform on its behalf such functions and to exercise such powers as the Authority may determine.

(5) A delegation under subsection (2) shall be revocable at any point and shall not preclude the Authority from performing the functions and exercising the powers so delegated.

PART III STAFF OF AUTHORITY

Chief Executive Officer

6.(1) The Board shall, in consultation with the President through the responsible Minister, appoint the Chief Executive Officer for the Authority.

(2) A Chief Executive Officer shall hold office on a full-time basis and on such terms and conditions as may be determined by the Board and specified in the instrument of appointment.

(3) A Director is not eligible to be appointed as, or to act as, Chief Executive Officer of the Authority, except with the approval of the President.

(4) The Chief Executive Officer shall be appointed through a competitive recruitment process.

(5) The Chief Executive Officer shall —

- (a) exercise supervision over the day-to-day affairs of the Authority, and control and administration of the employees and staff of the Authority;
- (b) sign documents and correspondence on behalf of the Authority;
- (c) be the accounting officer of the funds of the Authority; and
- (d) perform such functions as the Board may assign to him or her or as may be conferred or imposed on him or her by or under this Act or any other enactment.

(6) The Chief Executive Officer may delegate any of the powers assigned to him or her or to any employee of the Authority.

Other Staff

7.(1) The Authority may, on such terms and conditions as it thinks fit —

- (a) employ such officers and other members of staff; and
- (b) engage under contract for services, such other persons to provide professional, technical and other assistance, as is necessary for the effective performance of the functions, exercise of the powers and attainment of the objects of the Authority.

(2) Persons appointed under subsections (1) and (3) shall be subject to the supervision and control of the Chief Executive Officer.

(3) The Chief Executive Officer may appoint or designate one or more —

- (a) persons in the service of the Authority as aviation security officers or authorised persons; and
- (b) persons who are not in the service of the Authority as authorised persons.

(4) The Chief Executive Officer shall sign and issue to each aviation security officer and authorised person appointed by him or her, a document which must state the full name and contain a photograph of such aviation security officers or authorised person and contain a statement indicating that —

- (a) such aviation security officers or authorised persons have been designated in terms of subsection (1); and
- (b) such aviation security officers or authorised person is empowered to exercise the powers entrusted to him or her in terms of this Act.

(5) Every aviation security officer appointed under subsection (2) shall while on duty at the airport be charged with —

- (a) the protection of the airport premises; and
- (b) the maintenance of order at the airport premises.

(6) The aviation security officers shall have unrestricted and unlimited access to aircraft, and aviation facilities.

(7) The Chief Executive Officer may limit the powers of aviation security officers or authorised persons when designating such aviation security officers or authorised persons in terms of subsection (3)(a).

Powers of entry and inspection by aviation security officers

8.(1) An aviation security officer may, without warrant or the consent of the owner or occupier thereof (but subject to the production on demand of an identity document issued by the Authority), inspect and enter any aircraft or aerodrome, and enter and inspect any land or premises whereon or wherein such aircraft is situated, if he or she has reasonable grounds for believing that —

- (a) the inspection, entry or search is necessary in the interests of defence, public safety, or public order; or

- (b) there are reasonable grounds for believing that the inspection, search or entry is necessary for the prevention, investigation or detection of an offence under this Act, or for the seizure of property which is the subject matter of such an offence or evidence relating to such an offence.

(2) No person who, before boarding an aircraft at an airport, is required by an aviation security officer —

- (a) to submit to a search of his or her person; or
- (b) to permit a search to be carried out of the goods that he or she intends to take, or have placed, on board the Aircraft,

shall board the aircraft unless he or she submits to the search or permits the search to be carried out, as the case may be.

(3) Where, after having boarded an aircraft, a person who is required by an aviation security officer —

- (a) to submit to a search of his or her person, or
- (b) to permit a search to be carried out of the goods that he or she intends to take, or have placed, on board the Aircraft, refuses to submit to the search or permit the search to be carried out (as the case may be), the aviation security officer may order that person to leave the aircraft and remove from the aircraft the goods that he or she took, or had placed, on board the aircraft, and the person shall thereupon remove himself or herself from the aircraft and remove, or authorise the removal of, the goods from the aircraft.

(4) No person who, having been required by an aviation security officer to permit a search of goods that he or she intends to have transported on an aircraft, refuses to permit the search to be carried out shall place, or attempt to place, the goods or cause the goods to be placed on board the aircraft.

(5) Where goods are received at an airport for transport on an aircraft and are not accompanied by a person who may give the permission referred to in subsection (4), an aviation security officer may carry out a search of the goods and, in carrying out that search, may use such force as may reasonably be necessary to gain access to the goods.

(6) An aviation security officer, and any person whom he or she calls upon to assist him or her, may —

- (a) use such force as may be reasonably necessary to remove from an aircraft any person who fails or refuses to leave an aircraft after having been ordered to do so pursuant to subsection (3); or
- (b) remove goods from an aircraft where a person —
 - (i) fails or refuses to remove, or authorise the removal of, the goods after having been ordered to do so pursuant to subsection (3);
 - (ii) has placed the goods, or caused the goods to be placed on board the aircraft, having refused to permit a search pursuant to subsection (4).

(7) A person who —

- (a) boards an aircraft after failing or refusing to submit to a search required under subsection (2);
- (b) fails or refuses to leave an aircraft after being ordered to do so under subsection (3);
- (c) fails or refuses to remove, or authorise the removal of, goods from an aircraft after being ordered to do so under subsection (3);
- (d) places or attempts to place, or causes to be placed on board an aircraft goods after having refused to permit a search of the goods under subsection (4);

- (e) not being an aviation security officer, by words, conduct, demeanour, pretends that he is an aviation security officer, or puts on or assumes the dress, name, designation or description of an aviation security officer; or
- (f) hinders, obstructs, or incites or encourages any person to obstruct, an aviation security officer in the exercise of his or her duties or who contravenes a direction referred hereunder,

commits an offence and shall be liable on conviction to a fine not exceeding level five on the Standard scale of fines or to imprisonment for a period not exceeding six months or to both such fine and such imprisonment.

(8) Any person who commits an offence under subsection (7) and, after having been warned that he or she commits that offence, persists in its commission, may be detained by an aviation security officer and in that case, he or she shall as soon as is practicable be delivered to a police officer.

(9) In this section “goods” means anything that may be taken or placed on board an aircraft as personal belongings, baggage or cargo.

(10) Nothing in this section shall be construed as limiting the right of an operator of an aircraft arising from law, contract or otherwise —

- (a) to refuse to embark any person or goods on board the aircraft, or
- (b) to search any person or good on the aircraft; or
- (c) to remove from the aircraft any person or goods.

PART IV FINANCIAL PROVISIONS

Funds of Authority

9.(1) The funds of the Authority shall consist of —

- (a) moneys accruing to the Authority from its operations and prescribed fees and payments;

- (b) any moneys voted by the National Assembly for the use of the Authority;
- (c) any moneys as from time to time borrowed by the Authority;
- (d) any moneys and property as from time to time may in any manner be lawfully paid to or vested in the Authority;
- (e) moneys received by the Authority by way of loans, donations, gifts or grants.

(2) The funds of the Authority shall be applied in the discharge of expenses properly incurred in the carrying out of the functions of the Authority, the payment of remuneration to the members and employees of the Authority and in the repayment of any sums borrowed by the Authority.

Accounts and Audits

10.(1) The Authority shall, as soon as possible after the expiration of each financial year and in any event not later than the 31st day of March in any year, submit to the Minister an annual report dealing generally with the administration and its activities during the preceding financial year.

(2) The Authority shall within three months of completion of the audit of its accounts in respect of any financial year, submit to the Minister —

- (a) a copy of its audited statement of accounts;
- (b) a copy of the annual report specified under subsection (1) for that financial year together with a copy of the audited statement of accounts and a copy of any report by the Auditor General on the statement of accounts of the Authority.

(3) The Minister shall, within 30 days of receiving the Authority's audited statement of accounts, the annual report and the report of the Auditor General on the statement of accounts, specified under subsection (2), cause them to be laid before the National Assembly.

PART V REGULATION OF AIRPORTS

Airports

11. The Minister may, after consultation with the Authority, by notification in the Gazette, declare all or any of the following to be an airport for the purposes of this Act —

- (a) any defined area of land in Seychelles used, intended or designed to be used, either wholly or partly —
 - (i) for the landing, taking off, movement, or servicing of aircraft;
 - (ii) for the storage, loading and unloading of cargo carried or to be carried by aircraft; or
 - (iii) for the movement of passengers to facilitate their travel to and from Seychelles by aircraft;
- (b) any road leading into an area referred to in paragraph (a);
- (c) any buildings, installations, and equipment on or adjacent to any such area used in connection with the airport or its administration.

Approved plans

12.(1) The Minister may approve a plan delineating the area and boundaries of any airport, and may, from time to time, approve a new plan in substitution therefor and any amendment to any such plan.

(2) The Minister's approval of any plan or any amendment thereto shall be endorsed on the plan.

(3) A copy of every approved plan shall be kept in the office of the Chief Executive Officer.

Proof of area and boundaries of airport

13. In any prosecution for an offence contrary to any regulation made under section 21, a copy of an approved plan certified by the Chief Executive Officer to be a copy of such plan shall be conclusive proof of the area and boundaries of the airport, and a copy purporting to be certified by the Chief Executive Officer shall be deemed, until the contrary is proved, to have been certified by him.

PART VI GENERAL

Master Airport Development Plan

14.(1) The Authority shall develop and implement a Master Airports Development Plan which includes the following aspects —

- (a) setting out goals and objectives for enhancing infrastructure, including terminal buildings, runways, aprons, taxiways, and other pertinent facilities;
- (b) forecasting current and future passenger and cargo traffic demands to ensure adequate capacity;
- (c) incorporating sustainability initiatives, strategies to mitigate environmental impacts, and compliance with relevant environmental regulations and standards;
- (d) implementing international aviation safety and security standards to ensure safe and secure operations;
- (e) addressing the operational needs and preferences of airlines and aviation service providers;
- (f) prioritizing improvements in passenger services, amenities, and overall satisfaction;
- (g) establishing mechanisms for consulting and involving relevant stakeholders such as airlines, tourism authorities, local communities, and environmental agencies;

- (h) outlining funding mechanisms, cost estimates, and revenue projections for executing the Master Airports Development Plan.

(2) The Authority may amend the plan, as and when necessary, with the approval of the Minister.

Directions of Minister

15.(1) The Minister may in writing give general or special directions, not inconsistent with the provisions of this Act, to the Authority regarding the performance of its functions under this Act or any other written law administered by it or any matter that may affect the public interest.

(2) The Authority shall comply with the directions issued under subsection (1).

Reports by the Authority

16.(1) The Authority shall furnish the Minister with such information on its activities and property as the Minister may require.

(2) The Authority shall, as soon as practicable after the end of each financial year, submit to the Minister an annual report on its activities during the financial year.

Insurance Cover

17. The Authority shall ensure that insurance is maintained in respect of —

- (a) the property that the Authority manages, holds, owns or occupies;
- (b) any liability that may arise in relation to the activities in which the Authority engages or activities that it controls or permits.

Land acquisition, disposal

18.(1) Where any land is needed for the purpose of the Authority, the Minister responsible for land use may, if he or she thinks fit, acquire that land in accordance with the Acquisition of Land in the Public Interest Act and it shall be deemed that the land is sought to be so acquired in the public interest.

(2) The Authority shall not without the consent of the Minister responsible for land use sell, exchange or otherwise dispose of any land or any interest in land vested in the Authority.

Protection of members and other persons

19.(1) The Authority shall be liable for any decision made by it.

(2) Notwithstanding subsection (1), no civil or criminal liability shall attach to the Authority, a member, a committee member or an officer or employee of the Authority, as the case may be, in respect of any act done or omitted to be done in good faith in the performance of their functions.

(3) All members, committee members, officers and employees of the Authority shall be deemed to be employed in the public service for the purposes of sections 91 to 96 of the Penal Code.

Confidentiality

20.(1) Members, committee members, officers or employees of the Authority shall not divulge or disclose any information acquired by reason of their membership of the Board or a committee, or holding of office or employment, except —

- (a) in the performance of a function or the discharge of a duty under or in connection with this Act; or
- (b) where disclosure is permitted by law or an order of the Court.

(2) Any member, committee member, officer or employee of the Authority who discloses, except —

- (a) to the Minister or to any other person for the purposes of carrying out his or her other duties or the performance of his or her functions under this Act; or
- (b) to a police officer for the purposes of an investigation or inquiry relating to the enforcement of the provisions of this Act; or
- (c) when required to do so by any court or under any enactment;

any information acquired by him or her in the carrying out of any duty or the performance of any function under this Act in relation to the business or affairs of any other person shall be guilty of an offence and liable to a fine not exceeding level six or to imprisonment for a period not exceeding one year or to both such fine and such imprisonment.

Regulations

21.(1) The Minister may make orders and regulations for the purpose of carrying into effect the principles and provisions of this Act.

(2) The Minister may, for the purpose of controlling the use of any airport, by regulation provide for —

- (a) the preservation of order and property and the prevention of nuisances therein;
- (b) the control within the airport of aircraft on the ground;
- (c) the moving within the airport of aircraft on the ground;
- (d) the control therein or exclusion therefrom of persons, vehicles, animals and articles;
- (e) the moving within the airport of any vehicle, animal or article;

- (f) the restriction of access by the public thereto, the days and times of admission thereto and the conditions subject to which admission is allowed;
- (g) the control of the sale, advertisement or distribution of any goods, food or drink therein and the supply of any services therein;
- (h) empowering the Chief Executive Officer or any person authorised by him or her in writing for the purpose of this Act or any police officer to give such orders, either orally or in writing, or to do such acts as may be specified;
- (i) the charging of a fee or service charge in respect of the use of the airport by any aircraft;
- (j) the charging of a fee or service charge in respect of the use of the air navigation and other facilities provided at or by the airport;
- (k) the collection and method of collection of any fee or service charge charged under these regulations;
- (l) the arrest without a warrant by a Police officer of any person who contravenes or fails to comply with any provision of the regulations;
- (m) generally, the purposes of this Act.

(2) Any regulations made under the Act may make different provisions with respect to different cases or classes of cases and, for different purposes of this Act, may impose conditions and make exceptions, may confer functions upon prescribed persons, and may contain such incidental or supplemental provisions as appear to the Minister to be expedient for the purpose of this Act.

(3) Any regulations made under the Act may provide that any person contravening or failing to comply with any provision of the regulations; shall

be guilty of an offence and liable on conviction to a fine not exceeding level six on the Standard scale of fines or imprisonment for a term not exceeding four years months or both such fine and imprisonment.

Repeal and savings

22.(1) In this section —

“repealed Act” means the Airports (Regulation) Act (Cap. 6).

(2) Subject to this section the Airports (Regulation) Act (Cap. 6) is repealed.

(3) Any regulations, rules, by-laws, notices, orders or awards which, immediately before the fixed date, were in force under the repealed Act shall remain in force as if they had been made or granted under this Act.

(4) Any matter or thing which was lawfully made, done or commenced under the repealed Act and which, immediately before the fixed date, had effect or was capable of acquiring effect shall, subject to this Act, continue to have or to be capable of acquiring force, as the case may be, and shall be deemed to have been made, done or commenced under this Act.

FIRST SCHEDULE

[Section 3(4)]

POWERS OF AUTHORITY

1. To acquire premises necessary or convenient for the exercise of its functions, subject to compliance with applicable laws, regulations, and international standards. This includes buying, leasing, exchanging, hiring, or otherwise acquiring immovable property and related interests, rights, concessions, grants, powers, and privileges.

2. To acquire movable property necessary or convenient for the exercise of its functions, subject to compliance with applicable laws, regulations, and international standards. This includes buying, exchanging, hiring, or otherwise acquiring movable property.

3. To maintain, alter, or improve the property acquired by the Authority, ensuring adherence to relevant standards and safety requirements.

4. To manage its assets effectively, including the power to mortgage any assets or part thereof, and to sell, exchange, lease, dispose of, turn to account, or otherwise deal with assets not required for the exercise of its functions. The consideration for such transactions shall be determined by the Board in accordance with applicable laws, regulations, and best practices.

5. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, securities, and other negotiable or transferable instruments, as necessary for the Authority's functions, in compliance with relevant financial and legal requirements.

6. To obtain insurance coverage against losses, damages, risks, and liabilities incurred by the Authority, in accordance with prudent risk management practices.

7. To enter into contracts, agreements, and suretyships, or provide guarantees, as required for the exercise of its functions, ensuring fairness, transparency, and compliance with applicable laws, regulations, and procurement guidelines. The Authority shall have the power to modify or rescind such contracts, agreements, suretyships, or guarantees.

8. To establish and maintain arrangements with governments or authorities, both local and international, that facilitate the exercise of its functions. The Authority may seek rights, privileges, and concessions from such entities, ensuring alignment with national interests and compliance with relevant laws and regulations.

9. To establish and administer funds and reserves, as determined by the Board, to support the proper exercise of the Authority's functions. The management and utilisation of these funds shall be in accordance with applicable financial regulations, guidelines, and best practices.

10. To determine and levy fees for the services and facilities provided by the Authority, considering fairness, cost recovery, and industry standards.

The fee structure shall be periodically reviewed and adjusted as deemed necessary by the Board.

11. To provide training programmes for its employees and employees of other civil aviation organisations, promoting professional development and enhancing industry expertise, subject to available resources and strategic priorities.

12. To ensure that all actions taken by the Authority are calculated to facilitate, and are incidental or conducive to, the effective exercise of its functions as specified in this Act or any other relevant legislation, while considering resource limitations, sustainability, and the national interest.

13. To engage in any activity, either alone or in conjunction with other civil aviation authorities or international agencies or organisations for the purpose of promoting the development of civil aviation;

14. To provide any person with technical advice or assistance including facilities as respects matters in which the Authority has skill or experience.

15. To grant loans to employees of the Authority for purposes approved by the Authority;

16. To promote cooperation and exchange of information with other countries or international organisations.

17. Generally to do anything that is calculated to facilitate or is incidental or conducive to the exercise of the Authority's functions in terms of this Act or any other enactment.

SECOND SCHEDULE*(Section 4)***PROVISIONS RELATING TO BOARD OF DIRECTORS***Paragraph*

1. Disqualifications from membership of Board
2. Terms of office and conditions of service of members of Board .
3. Vacation of office by members of Board.
4. Filing of vacancies on Board.
5. Dismissal of appointed members.
6. Co-opted members of Board.
7. Meetings and procedures of Board.
8. Electronic meetings of Board.
9. Committees of Board.
10. Members of Board and committees to disclose certain connections and interests.
11. Minutes of proceedings of Board and committees.
12. Remuneration and allowances of members of Board and committees.
13. Validity of decisions and acts of Board and committees.

1. Disqualification from membership of Board

(1) A person shall not be appointed as a member of the Board, and no person shall be qualified to hold office as a member if he or she —

- (a) is a person who already serves as a Board member of two Boards of public enterprises, unless the President, after consultation with the responsible Minister specifically authorises the appointment;
- (b) serves as an official or member of staff of the Authority;
- (c) has a conflict of interest;
- (d) has been convicted of any offence under this Act;

- (e) has been convicted of an offence involving dishonest or fraudulent acts within or outside the Republic;
- (f) is adjudged insolvent;
- (g) is adjudged to be of unsound mind;
- (h) has been terminated from public office due to poor performance, misconduct, or disciplinary proceedings;
- (i) has been disqualified by the Court from serving as a public officer;
- (j) is under eighteen years of age;
- (k) is a person who is or would be prohibited from being a Director of a company, or being concerned with or taking part in the promotion, formation or management of any commercial activity;

2. *Terms of office and conditions of service of members of Board*

- (1) A member of the Board shall —
- (a) hold office for such period, not exceeding three years and is eligible for reappointment;
 - (b) not assume automatic reappointment at the end of his or her term of office.

(2) On the expiry of the period for which an appointed member has been appointed to the Board, he or she shall continue to hold office until he or she has been re-appointed or his or her successor has been appointed:

Provided that a member shall not continue to hold office in terms of this subsection for more than six months.

(3) Members of the Board shall hold office on such conditions as the President may fix for members generally.

3. *Vacation of office by members of Board*

(1) A member of the Board shall vacate his or her office and his or her office shall become vacant if he or she —

- (a) resigns from office by giving not less than twenty-eight days' notice in writing to the responsible Minister;
- (b) is removed from office by the President upon recommendation of the Minister;
- (c) becomes disqualified from being a Director under paragraph 1;
- (d) has been found guilty of an offence committed under this Act;
- (e) dies;
- (f) is absent from office for 3 consecutive meetings without the written consent of the Chairperson; or
- (g) completes his or her tenure in office.

4. *Filling of vacancies on Board*

Subject to this Schedule, on the death of, or the vacation of office by, a member of the Board, the Minister may appoint a person to fill the vacancy:

Provided that, if the number of members is fewer than the minimum number of members specified in paragraph 6, the President shall, in consultation with the Minister, within 30 days of the vacancy occurring, appoint a person to fill the vacancy.

5. *Dismissal of appointed members*

(1) Subject to subparagraph (2), if the Minister is satisfied on reasonable grounds that —

- (a) the Board has contravened this Act or any other law and has

failed to rectify the contravention within a reasonable time after being required to do so by the Minister; or

- (b) the Board has failed to comply with a direction in terms of section 15; or
- (c) whether through disagreements among its members or otherwise, the Board is unable to carry out any of its functions in terms of this Act,

and that it is in the national interest to do so, the President may, by written notice to the chairperson and Chief Executive Officer, dismiss all the appointed members and their offices shall become vacant as soon as the Chief Executive Officer receives the notice.

6. *Co-opted members of Board*

Where for the purpose of any meeting, the Board is of the opinion that the contribution of a particular person would add value to their deliberations, the Board may with the approval of the Minister, co-opt that person to the Board:

Provided that —

- (a) a person shall not be co-opted to the Board if he or she is disqualified from membership of the Board in terms of paragraph 1;
- (b) a co-opted person shall have no vote in any decision by the Board.

7. *Meetings and procedures of Board*

(1) Subject to this Act, the Board shall meet for the dispatch of business and adjourn, close and otherwise regulate its meetings and procedures in terms of its Board Charter —

Provided that the Board shall meet at least four times annually.

(2) Every Board —

- (a) shall hold an Annual Meeting not more than 3 months after the close of the financial year of the Authority —
 - (i) to consider and approve the report of the Board, the audited financial statements and the auditor's report for the financial year;
 - (ii) to make recommendations on the payment of dividends by the Authority; and
 - (iii) to deal with any financial or other matters of the Authority;
 - (iv) to appoint the external auditor of the Authority for the next financial year;
- (b) shall hold a special meeting not less than 3 months prior to the close of each financial year of the Authority in order to consider and approve the budget and the calendar of ordinary meetings, of which there shall be at least one every 2 months, of the next following financial year; and
- (c) shall in addition to the meetings referred to in paragraphs (a) and (b), hold ordinary meetings —
 - (i) in accordance with the calendar of meetings approved under paragraph (b) provided that the Board may at any of its meetings amend the calendar provided that it holds at least one meeting every 2 months;
 - (ii) when directed in writing (stating the reason for the calling of the meeting) by the responsible Minister; or
 - (iii) at the request in writing (stating the reason for the calling of the meeting) of any Directors.

(d) Where a meeting is convened in accordance with paragraph (c), the notice of the meeting shall state the purpose of the meeting.

(3) The quorum for a meeting of the Board shall be as follows —

Total Number of Members	Quorum
Five	Three
Six	Four
Seven to Eight	Five
Nine	Six

(4) The Chairperson or in the absence of the Chairperson, the Vice-Chairperson or, in the absence of both, the Chairperson and the Vice-Chairperson, a Director elected by the other Directors for this purpose at the meeting, shall preside at a meeting of the Board.

(5) At a meeting of the Board each Director has one vote in respect of any matter which is before the Board for its decision but in the event of an equality of votes, the person presiding at the meeting shall, in addition, have a casting vote.

(6) All decisions, acts, matters or things authorised or required to be done by the Board of the Board shall be by a majority of votes of the Directors present and voting at a meeting at which a quorum is present.

(7) A Director who has a direct or indirect interest in any matter to be decided by the Board of the Authority shall disclose the nature of the interest at a meeting of the Board and shall not vote on the matter nor take part in any discussion in respect of that matter.

(8) All orders, directions or decisions of a Board of the Authority shall be given or notified under the hand of the Chairperson, or such other Director as the Board may appoint for this purpose.

(9) The chairperson of the Board may at any time and shall, at the request in writing of not fewer than three members, convene a special

meeting of the Board, which meeting shall be convened at a date not sooner than seven days nor later than thirty days after receipt of such request.

(10) At all meetings of the Board each member present shall have one vote on each question before the Board:

Provided that —

- (a) in the event of an equality of votes, the chairperson or person presiding shall have a casting vote in addition to his or her deliberative vote;
- (b) no member shall take part in the consideration or discussion of, or vote on, any question before the Board which relates to his or her vacation of office as a member;
- (c) any proposal circulated among all members of the Board and agreed to by a majority of them shall have the same effect as a resolution passed at a duly constituted meeting of the Board and shall be incorporated in the minutes of the next succeeding meeting of the Board (but if a member requires that any such proposal be placed before the Board, this subsection shall not apply to the proposal).
- (d) this subsection shall not apply to the proposal.

8. Electronic meetings of the Board

(1) In addition to meetings with members physically present, the Board may hold or continue a meeting by the use of any means of communication by which all the members at the meeting can hear and be heard at the same time (hereinafter referred to as an “electronic meeting”).

(2) A member who participates in an electronic meeting is taken for all purposes to have been present at the meeting.

(3) The Board may establish procedures for electronic meetings (including recording the minutes of such meetings).

9. Committees of Board

(1) For the better exercise of its functions, the Board may establish committees in which, it may vest such of its functions as it thinks fit:

Provided that the vesting of a function in a committee shall not prevent the Board itself from exercising that function, and the Board may amend or rescind any decision of the committee in the exercise of that function.

(2) On establishing a committee, the Board may appoint to the committee persons who are not members of the Board, but at least one of the members must be a member of the Board who shall be the chairperson of the committee (or one of them shall be the chairperson if two or more members are appointed to the committee.)

(3) The chairperson of the Board or of a committee of the Board may at any reasonable time and place convene a meeting of that committee.

(4) Subject to this paragraph, subparagraphs (2) to (8) of paragraph 12 shall apply, *with the necessary changes*, to committees and their members as they apply to the Board and its members.

(5) The Board may appoint an advisory committee comprising international experts or representatives from competent civil aviation authorities in partner countries to provide specialised advice and guidance in areas where Seychelles may require external support and expertise.

10. Members of Board and committees to disclose certain connections and interests

(1) In this paragraph —

“relative”, in relation to a member of the Board or a committee, means the member's spouse, or a person with whom the member is in a qualifying relationship, child, parent, business partner, associate or employer (other than the State), brother or sister.

(2) Upon appointment of a person as a member of the Board, that person must submit to the Minister and the Board a written statement in which he or she declares whether or not he or she has any interest contemplated in subsection (3).

(3) Subject to subparagraph (5) —

(a) if a member of the Board or of a committee —

(i) knowingly acquires or holds a direct or indirect pecuniary interest in any matter that is under consideration by the Board or the committee; or

(ii) owns any property or has a right in property or a direct or indirect pecuniary interest in a company or association of persons which results in the member's private interests coming or appearing to come into conflict with his or her functions as a member; or

(iii) knows or has reason to believe that his or her relative —

A. has acquired or holds a direct or indirect pecuniary interest in any matter that is under consideration by the Board or the committee; or

B. owns any property or has a right in property or a direct or indirect pecuniary interest in a company or association or persons which results in the member's private interests coming or appearing to come into conflict with his or her functions as a member; or

(b) if for any reason the private interests of a member of the Board or of a committee come into conflict with his or her functions as a member;

(c) the member shall forthwith disclose the fact to the Board or the committee, as the case may be.

(4) A member referred to in subparagraph (2) shall take no part in the consideration or discussion of, or vote on, any question before the Board or the committee, as the case may be, which relates to any property, right or interest referred to in that subparagraph.

(5) Nothing in this paragraph shall be taken to prevent members of the Board or of a committee of the Board from taking part in the consideration of, or voting on, any matter that affects members generally in their capacity as persons liable to pay revenue.

(6) If an organisation or enterprise in which the Board member has an interest contemplated in section (1) is requested to offer its services, the Board member shall immediately, in writing, declare his or her interest to the Minister and the Board.

(7) Any person who contravenes subparagraph (2), (3) or (4) shall be guilty of an offence and liable to a fine not exceeding level three on the scale of fines or to imprisonment for a period not exceeding one year or to both such fine and such imprisonment.

11. Minutes of proceedings of Board and of committees

(1) The Board shall cause minutes of all proceedings of and decisions taken at any meeting of the Board or of a committee of the Board to be entered in books kept for the purpose.

(2) Any minutes which purport to be signed by the chairperson of the meeting to which the minutes relate or by the chairperson of the next following meeting of the Board or the committee concerned, as the case may be, shall be accepted for all purposes on their face as proof of the proceedings of and decisions taken at that meeting.

(3) The Board shall ensure that copies of all minutes of its meetings are sent to the Minister, for his or her information, without delay after they have been signed.

12. Remuneration and allowances of members of Board and of committees

(1) Members of the Board and of committees of the Board shall be paid —

- (a) such remuneration, if any, as the President may from time to time fix for members of the Board or members of committees, as the case may be, generally; and
- (b) such allowances, if any, as the President may fix to meet any reasonable expenses incurred by the member in connection with the business of the Board or the committee, as the case may be.

(2) Remuneration payable to a member of the Board shall not be reduced during his or her tenure of office.

13. Validity of decisions and acts of Board and committees

No decision or act of the Board or a committee or act that is authorised by the Board or a committee shall be invalid solely because there was a vacancy in the membership of the Board or the committee or because a disqualified person purported to act as a member of the Board or the committee, as the case may be, at the time the decision was taken or the act was done or authorised.

I certify that this is a correct copy of the Bill which was passed by the National Assembly on 17th July, 2024.



Mrs. Tania Isaac
Clerk to the National Assembly