

SPECIAL ECONOMIC ZONES BILL, 2015

EXPLANATORY MEMORANDUM

This Bill seeks to provide for the establishment of the Special Economic Zones Authority and to provide for the functions thereof; to provide for the constitution and functions of the Special Economic Zones Board; to provide for the establishment of Special Economic Zones, the administration, control, regulatory measures and incentives.

The individual clauses of the Bill are explained below:

Clause 1

This clause sets out the Bill's short title.

Clause 2

This clause defines terms used throughout the Bill.

Clause 3

This clause provides for the establishment of the Zimbabwe Special Economic Zones Authority and its corporate status.

Clauses 4

This clause establishes the Zimbabwe Special Economic Zones Board and cites its control and management of the Authority.

Clause 5

Under this clause the Board is constituted with no more than 11 members, six of whom shall be appointed from the private sector and four from government ministries and the chief executive officer as an *ex-officio* member.

Clause 6

This clause provides for the terms and conditions of office of members which include a maximum term of office of not more than three years and provision to be re-appointed for another final term.

Clause 7

This clause provides for the various possible scenarios that may disqualify a potential member from appointment.

Clause 8

This clause provides for the procedure to be taken when a member vacates office.

Clause 9

This clause sets out the various circumstances in which the Minister may dismiss or suspend a member.

Clause 10

This clause provides for the filling of vacancies within the Board in accordance with section 5.

Clause 11

This clause provides for the meetings and procedure of the Board, appointment of the Board Chairperson and the deputy Chairperson and the board meeting procedures.

Clause 12

This clause allows for the establishment of one or more committees of the board that would be chaired by a member of the Board.

Clause 13

This clause provides for the remuneration and expenses of members of the Board and committee of the board members.

Clause 14

This clause requires the disclosure of interests of members of Board and committee of the Board or a spouse of such a member and procedure to be followed once a conflict of interest exists.

Clause 15

This clause highlights the scenarios that a decision of the board may be invalid.

Clause 16

This clause provides for execution of the contracts and instruments by the Authority.

Clause 17

This clause provides for the taking of minutes of the Board meetings and committees of Board meetings.

Clause 18

This clause sets out the functions of the Authority.

Clause 19

This clause with specific reference to the Schedule is for the powers of the Authority.

Clause 20

This clause provides for the establishment of Special Economic Zones by notification through the *Gazette*.

Clause 21

This clause for the applications for investment licences by potential investors provides for the provision of reports of the Authority to the Minister and the Minister reporting to Parliament.

Clause 22

This clause provides for appointment of the Chief Executive Officer of the Authority as well as other staff of the Authority.

Clause 23

This clause provides for the application of investment licences to the Authority.

Clause 24

This clause for the applications for developers permit licences to the Authority.

Clause 25

This clause provides for the consideration to be undertaken for approval of investment licence applications.

Clause 26

This clause provides for the approval and or refusal of investment licence applications.

Clause 27

This clause provides for the period of validity of investment licences.

Clause 28

This clause allows for the renewal of investment licences.

Clause 29

This clause establishes the register of all investment licenses including conditions, suspension amendments or cancellation of investment licenses, open for inspection by members of the public after payment of the prescribed fee.

Clause 30

This clause is for the investors to report to the Authority for non-implementation of any investment present in their approved investment licence.

Clause 31

This clause prohibits the transfer of investment licences to any other person.

Clause 32

This clause gives the authority the power to visit and inspect premises and documents to ensure investment licence compliance.

Clause 33

This clause deals with the suspension and cancellation of investment licences due to various anomalies listed.

Clause 34

Under this clause the Minister may hear appeals against a decision of the board by aggrieved parties to the Authorities decision.

Clause 35

Under this clause, protection from compulsory acquisition of property or interest or right therein of a licenced investor in terms of this Act is set out.

Clause 36

This clause deals with the disposal of goods or movement of goods i.e. capital goods consumer goods raw materials in special economic zones.

Clause 37

This clause sets out the restriction of conducting retail trade within the especial economic zones without prior approval in writing of the Commissioner of Customs and Excise and the Authority with such approval subject to the terms and conditions as the Commissioner of Customs and Excise and the Authority may impose.

Clause 38

This clause sets out the disposal of any goods abandoned for more than six months and possible fees and penalty costs.

Clause 39

This clause lists and prohibits certain goods from being taken into or stored in Special Economic Zones.

Clause 40

This clause highlights procedures when issued import and export licences.

Clause 41

This clause allows for the establishment of banking services by banks registered under the Banking Act [*Chapter 24:01*] subject to the approval of the Authority within a Special Economic Zone.

Clause 42

This clause highlights the restrictions of borrowing and payments of employees for licensed investors.

Clause 43

This clause provides for the payment of goods and services supplied by a licensed investor within a Special Economic Zone.

Clause 44

This clause provides for the keeping of foreign currency accounts and payments in foreign currency.

Clause 45

This clause provides for the establishment of insurance business within Special Economic Zones in compliance with the Insurance Act [*Chapter 24:07*].

Clause 46

This clause sets out the general funds of the Authority.

Clause 47

This clause allows for the investment of money not immediately required by the Authority with the approval of the Minister.

Clause 48

This clause deals with the keeping of proper books of account, submission of statement of accounts the Minister for each financial year and any audit issues such as the Auditor-General auditing the accounts.

Clause 49

This clause restricts the submission of false statements when applying for an investment licence as well as the punishment for such.

Clause 50

This clause sets the penalty for offences not otherwise permitted.

Clause 51

This clause sets the consideration of a special economic zone extending to structures built on water bodies.

Clause 52

The clause seeks to have investors to submit returns of their sales and purchases and other operations.

Clause 53

This clause highlights that priority of applications, requests from approved activity holders be considered.

Clause 54

This clause provides for the preservation of secrecy by all persons employed in carrying out the provisions of this Act as well the consequential punishment that would follow if found guilty.

Clause 55

This clause sets out exemption from liability for the Authority, employee, board members, committees of Board members for any damage or loss sustained by any person in the lawful exercise of their duties under this Act without taking away the affected persons right to compensation if the the damage or loss was due to negligence.

Clause 56

This clause provides for the approval to not have the Labour Act [*Chapter 28:01*] and the Indigenisation and Economic Empowerment Act [*Chapter 14:33*].

Cause 57

This clause sets out the Ministers power after consultation with the Authority to make regulations necessary or convenient to carry out or give effect to this Act.

Clause 58

This clause provides for the awarding of general and non-fiscal incentives.

Schedule

In relation to clause 3(2) this contains provisions relating to the Commission such as tenure of office and conditions of service of the Commissioners and procedure to be followed by the commission at its meetings.

SPECIAL ECONOMIC ZONES BILL, 2015

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BILL

AN ACT to provide for the establishment of the Zimbabwe Special Economic
Zones Authority and to provide for the functions thereof; to provide
5 for the constitution and functions of the Special Economic Zones
Board; to provide for the establishment of Special Economic Zones,
and the administration, control, regulatory measures and incentives
in connection therewith; and to provide for matters incidental to or
connected with the foregoing.

10 ENACTED by the Parliament and President of Zimbabwe.

PART I

PRELIMINARY

1 Short title

This Act may be cited as the Special Economic Zones Act, 2015 [*Chapter....*].

2 Interpretation

In this Act—

“approved activity” means any business or activity which is carried on by a
licensed investor in a special economic zone and which is authorised by
his or her investment licence;

20 “Authority” means the Zimbabwe Special Economic Zones Authority
established by section 3;

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- “Board” means the Zimbabwe Special Economic Zones Board referred to in section 4;
- “chief executive officer” means the chief executive officer of the Authority appointed in terms of section 22;
- “Commissioner-General” means the Commissioner-General of the Revenue Authority Act [*Chapter 23:02*]; 5
- “customs territory” means any part of Zimbabwe excluding a special economic zone;
- “investment licence” means an investment licence issued in terms of section 26; 10
- “licensed investor” means the holder of an investment licence;
- “member” means the chairperson or any other member of the Board referred to in section 5(1);
- “Minister” means the Minister of Finance and Economic Development or any other Minister to whom the President may, from time to time, assign the administration of this Act; 15
- “special economic zone” means any part of Zimbabwe declared in terms of section 20(1) to be a special economic zone.

PART II

ZIMBABWE SPECIAL ECONOMIC ZONES AUTHORITY 20

3 Establishment of Zimbabwe Special Economic Zones Authority

There is hereby established a body, to be known as the Zimbabwe Special Economic Zones Authority which shall be a body corporate capable of suing and being sued in its corporate name and, subject to this Act, of performing all acts that body corporates may by law perform. 25

4 Zimbabwe Special Economic Zones Board

The operations of the Authority shall, subject to this Act, be controlled and managed by a board to be known as the Zimbabwe Special Economic Zones Board.

5 Constitution of Board

(1) The Board shall consist of not more than eleven members divided equally between men and women, where possible, of whom— 30

- (a) six shall be appointed from the private sector by the Minister after consultation with the President, with each having qualifications, skills or experience in one of the following areas—

- (i) law; 35
- (ii) investment analysis;
- (iii) information technology;
- (iv) accounting;
- (v) economics;
- (vi) human resources; 40

and

- (b) one shall be appointed from the Ministry responsible for finance and economic development; and
- (c) one shall be appointed from the Ministry responsible for economic planning and investment promotion; and
- 5 (d) one shall be appointed from the Ministry responsible for industry and commerce; and
- (e) one shall be appointed from the Office of the President and Cabinet; and
- (f) the chief executive officer shall be an *ex-officio* member.

10 (2) The Minister shall appoint a member as the chairperson of the Board and one member as vice-chairperson of the Board, of whom one must be a man and the other a woman, and the vice-chairperson shall exercise the functions of the chairperson during any period that the chairperson is unable to exercise his or her functions.

6 Terms and conditions of office of members

15 (1) Subject to this Part, a member shall hold office for such period, not exceeding three years, as the Minister may fix on his or her appointment.

(2) Subject to section 14, a member shall hold office on such conditions as the Minister may fix in relation to members generally.

(3) A retiring member shall be eligible for re-appointment as a member.

20 (4) A member appointed in subsection (1) shall not be reappointed after a second term of office.

7 Disqualifications for appointment as member

The Minister shall not appoint a person as a member and no person shall be qualified to hold office as a member who—

- 25 (a) is not a citizen of Zimbabwe or is not permanently resident in Zimbabwe; or
- (b) has, or is married to a person who has, a financial interest in any business, or is married to a person who is engaged in any activity connected with any business, if, in the opinion of the Minister, such financial interest or activity is likely to interfere with the impartial discharge by that person of his or her duties as a member; or
- 30 (c) has, in terms of a law in force in any country—
 - (i) been adjudged or otherwise declared insolvent or bankrupt and has not been rehabilitated or discharged; or
 - 35 (ii) made an assignment to, or arrangement or composition with, his or her creditors which has not been rescinded or set aside; or
- (d) has, within the period of five years immediately preceding the date of his or her proposed appointment, been convicted—
 - (i) in Zimbabwe, of an offence; or
 - 40 (ii) outside Zimbabwe, in respect of conduct which, if committed in Zimbabwe, would constitute an offence;

and sentenced to a term of imprisonment imposed without the option of a fine, whether or not any portion has been suspended, and has not received a free pardon.

8 Vacation of office by member

A member shall vacate his or her office and his or her office shall become vacant—

- (a) one month after the date upon which he or she gives notice in writing to the Minister of his or her intention to resign, or on the expiry of such other period of notice as he or she and the Minister may agree; or 5
- (b) on the date he or she begins to serve a sentence of imprisonment imposed without the option of a fine—
 - (i) in Zimbabwe, in respect of an offence; or
 - (ii) outside Zimbabwe, in respect of conduct which, if committed in Zimbabwe, would constitute an offence; or 10
- (c) if he or she becomes disqualified in terms of section 7(a), (b) or (c) to hold office as a member; or
- (d) if he or she is required in terms of section 9 to vacate his or her office.

9 Minister may dismiss or suspend members

(1) The Minister may require a member to vacate his or her office if the member— 15

- (a) has been guilty of any conduct that renders him or her unsuitable as a member; or
- (b) has failed to comply with the conditions of his or her office fixed by the Minister in terms of section 6(2); or 20
- (c) is mentally or physically incapable of efficiently carrying out his or her functions as a member.

(2) The Minister, on the recommendation of the Board, may require a member to vacate his or her office if the member has been absent without the permission of the Board from three consecutive meetings of the Board of which he or she was given at least seven days' notice, and that there was no just cause for the member's absence. 25

(3) The Minister may suspend a member—

- (a) whom he or she suspects on reasonable grounds of having been guilty of conduct referred to in subsection (1)(a); or
- (b) against whom criminal proceedings have been instituted for an offence in respect of which a sentence of imprisonment without the option of a fine may be imposed; 30

and while that member is so suspended he or she shall not carry out any functions as a member.

10 Filling of vacancies on Board 35

On the death of, or the vacation of office by, a member, the Minister shall appoint a person to fill the vacancy in accordance with section 5.

11 Meetings and procedure of Board

(1) The Board shall hold its first meeting on such date and at such place as the Minister may fix and thereafter the Board shall meet for the dispatch of business and adjourn, close and otherwise regulate its meetings and procedure as it thinks fit: 40

Provided that a meeting of the Board shall be held not less than six times in each financial year of the Authority.

(2) The chairperson of the Board—

- (a) may at any time convene a special meeting of the Board; and
- (b) shall convene a special meeting of the Board on the written request of—
 - (i) the Minister, within such period as the Minister may specify; or
 - (ii) not fewer than two members, not later than fourteen days after his or her receipt of such request.

(3) Written notice of any special meeting convened in terms of subsection (2) shall be sent to each member not later than forty-eight hours before the meeting and shall specify the business for which the meeting has been convened.

(4) No business shall be discussed at a special meeting convened in terms of subsection (2) other than—

- (a) such business as may be determined by the chairperson of the Board, where he or she has convened the meeting in terms of subsection 2(a); or
- (b) the business specified in the request for the meeting, where he or she has convened the meeting in terms of subsection 2(b).

(5) The chairperson or, in his or her absence, the deputy chairperson shall preside at all meetings of the Board:

Provided that, if the chairperson and the deputy chairperson are both absent from a meeting of the Board, the members present may elect a member present to preside at that meeting as chairperson.

(6) Seven members shall form a quorum at any meeting of the Board.

(7) All acts, matters or things authorised or required to be done by the Board may be decided by a majority vote at a meeting of the Board at which a quorum is present.

(8) Subject to section 14, at all meetings of the Board each member present shall have one vote on each question before the Board and, in the event of an equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.

(9) Any proposal circulated among all members and agreed to in writing by a majority of all members 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:

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

12 Committees of Board

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

Provided that the vesting of any functions in a committee shall not divest the Board of those functions in relation to any matter that has not been decided by the committee.

(2) Where it has established a committee, the Board—

- (a) shall appoint at least one member of the Board to be a member of the committee and shall designate that member, or one of those members, as the case may be, to be chairperson of the committee; and

- (b) subject to subsection (3), may appoint persons who are not members of the Board to be members of the committee.
- (3) The Board shall not appoint a person to be a member of a committee if he or she is disqualified in terms of section 7 from appointment as a member of the Board.
- (4) The office of a member of a committee of the Board shall terminate— 5
- (a) in the case of a member who is a member of the Board, upon his or her ceasing to be a member of the Board;
- (b) in the case of a member who is not a member of the Board, if he or she would be required in terms of section 8 to vacate office had that section and section 7 (a), (b) and (c) applied to him or her. 10
- (5) Subject to this section, members of committees of the Board shall hold office on such conditions as the Board may fix for members of committees generally.
- (6) Subject to sections 14 and 17, the procedure to be followed at any meeting of a committee of the Board shall be fixed by the Board.
- 13 Remuneration and expenses of members of Board and members of committees** 15
- Members of the Board and of committees of the Board shall be paid from the funds of the Authority—
- (a) such remuneration, if any, as the Board, with the approval of the Minister, may from time to time fix for such members generally; and 20
- (b) such allowances if any, as the Board, with the approval of the Minister, may from time to time fix to meet any reasonable expenses incurred by such members in connection with the business of the Board or of the committee concerned, as the case may be.
- 14 Disclosure of interest of members of Board and committees** 25
- (1) If a member of the Board or of a committee of the Board or a spouse of such a member—
- (a) tenders for or acquires or holds a direct or indirect pecuniary interest in a contract with the Authority or in any application for an investment licence under consideration by the Authority; or 30
- (b) knowingly acquires or holds a direct or indirect pecuniary interest in a company or association of persons applying for the grant of an investment licence by the Authority; or
- (c) owns immovable property or holds a right in immovable property or a direct or indirect pecuniary interest in a company or association of persons which results in his or her private interest coming or appearing to come into conflict with his or her duties as a member; 35
- the member shall forthwith disclose that fact to the Board or to the committee, as the case may be.
- (2) A member referred to in subsection (1) 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 contract, right, immovable property, interest or investment licence referred to in that subsection. 40
- (3) Any person who contravenes subsection (2) shall be guilty of an offence and liable to a fine not exceeding level four or to imprisonment for a period not exceeding three months or to both such fine and such imprisonment. 45

15 Validity of decisions and acts of Board

No decision or act of the Board or act done under the authority of the Board shall be invalid by reason only of the fact that—

- 5 (a) the Board consisted of fewer than the number of persons prescribed in section 5; or
- (b) a disqualified person acted as a member of the Board at the time the decision was taken or act was done or authorised.

16 Execution of contracts and instruments by Authority

10 Any agreement, contract or instrument approved by the Board may be entered into or executed on behalf of the Authority by any persons generally or specially authorised by the Board for that purpose.

17 Minutes of proceedings of Board and committees

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

(2) Any minutes referred to in subsection (1) 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 as *prima facie* evidence of the proceedings of and decisions taken at the meeting concerned.

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PART III

FUNCTIONS OF AUTHORITY

18 Functions of Authority

- (1) Subject to this Act, the functions of the Authority shall be—
- 25 (a) to establish special economic zones wherein export-oriented industrial activities will take place whether by way of manufacturing, processing or assembling goods or providing services or otherwise for the purpose of selling domestically or exporting such goods or services;
 - (b) to attract foreign direct investment into special economic zones;
 - 30 (c) to administer, control, and regulate all special economic zones;
 - (d) to provide and maintain such services, facilities and structures as are in its opinion necessary or desirable for the efficient operation of any special economic zone;
 - 35 (e) to permit customs offices to be established in any special economic zones and to provide facilities for the purpose;
 - (f) to ensure the provision of adequate fencing and enclosures to segregate a special economic zone from the customs territory, where necessary;
 - (g) to approve and regulate activities which may be carried on in a special economic zone;
 - 40 (h) to grant investment licenses for investment in special economic zones;
 - (i) to grant permits to developers of special economic zone areas for infrastructure development including but not limited to road works, information and communications technology works, and water and electricity works;
 - 45 (j) to constitute a single institution through which applications for the approval of investment in special economic zones shall be made and

through which all necessary approvals, licences and permits may be granted or issued in respect of approved investments;

(k) to monitor and evaluate the implementation of approved investments in special economic zones and to submit reports to the Board concerning such investments;

(l) to advise the Minister on all matters relating to investment in special economic zones.

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19 Powers of Authority

Subject to this Act, for the better exercise of its functions the Authority shall have power to do or cause to be done, either by itself or through its agents, all or any of the things specified in the Schedule, either absolutely or conditionally and either solely or jointly with others.

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20 Establishment of special economic zones

(1) The Authority may, by notice in the *Gazette*, declare any area or premises to be a special economic zone, the area of which shall be defined in the notice.

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(2) The Authority may at any time amend, add to or abolish any special economic zone.

21 Reports of Authority

(1) In addition to any report which the Authority is required to submit in terms of this Act, the Authority —

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(a) shall submit to the Minister such other reports as the Minister may require; and

(b) may submit to the Minister such other reports as the Authority considers advisable;

in regard to the operations and property of the Authority.

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(2) The Minister may lay a report submitted to him or her by the Authority before Parliament.

22 Chief executive officer and staff of the Authority

(1) Subject to this Act, the Board shall appoint a person approved by the Minister to be the chief executive officer of the Authority, on such terms and conditions as the Board, with the approval of the Minister, may fix.

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(2) The Board shall terminate the appointment of the chief executive officer if he or she would be required in terms of section 8(b), (c) or (d) to vacate his or her office had the provisions of that section and of section 7(a), (b) and (c) applied to him or her.

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(3) Subject to the general control of the Board, the chief executive officer shall be responsible for —

(a) managing the operations and property of the Authority;

(b) supervising and controlling the activities of the employees of the Authority in the course of their employment.

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(4) The Board may assign to the chief executive officer such of the functions of the Board as the Board thinks fit:

Provided that the Board shall not assign to the chief executive officer any duty that has been assigned to the chairperson of the Board.

5 (5) Any assignment of functions in terms of subsection (4) may be made either generally or specially and subject to such reservations, restrictions and exceptions as the Board may determine, and may be revoked by the Board at any time.

(6) The Authority may appoint such officers and other employees as it considers to be necessary for the efficient conduct of the business of the Authority.

10 (7) Officers and other employees of the Authority shall hold office for such period or periods, receive such salaries and allowances and be subject to such other terms and conditions of service as may be determined in terms of this Act.

PART IV

APPLICATIONS FOR APPROVAL OF INVESTMENT IN SPECIAL ECONOMIC ZONES

23 Applications for investment licences

Any person who wishes—

- 15 (a) to obtain approval to invest in a special economic zone;
- (b) his or her business activity to be approved as an activity in a special economic zone area;

shall submit an application to the Authority in the prescribed form for an investment licence, and the application shall be accompanied by the prescribed fee, if any, and such documents as the Authority may require.

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24 Application for developer's permit

Any person who wishes to obtain the approval to develop an area as a special economic zone area in which licensed investors will establish and conduct their operations shall submit an application to the Authority in the prescribed form for a permit, and the application shall be accompanied by the prescribed fee, if any, and such documents as the Authority may require.

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25 Consideration of applications for investment licences

In considering an application for an investment licence the Authority shall have regard to—

- 30 (a) the extent to which the proposed investment will lead to the creation of employment opportunities and the development of human resources; and
- (b) the degree of export orientation or import substitution of the project; and
- (c) the impact the proposed investment is likely to have on the environment and, where necessary, the measures proposed to deal with any adverse environmental consequences; and
- 35 (d) the extent to which the proposed investment will result in the transfer of technology and managerial and other skills; and
- (e) the extent to which the proposed investment will establish linkages within the domestic economy; and
- 40 (f) the extent of value addition and beneficiation of local raw materials; and
- (g) the extent to which the proposed investment will promote industrialisation of the domestic economy; and
- (h) any other considerations that the Authority considers appropriate.

26 Approval or refusal of applications for investment licences

(1) The Authority shall within five working days approve or refuse to approve any application for an investment licence submitted to it in terms of section 23.

(2) The Authority may impose such conditions on the issue of any investment licence it considers appropriate. 5

(3) Where the Authority approves an application in terms of subsection (1), the Authority shall issue to the applicant an investment licence in the prescribed form specifying—

- (a) the name, nationality and address of the applicant; and
- (b) in the case of a company, the registered office of the company and the names and nationalities of the directors of the company; and 10
- (c) a description of the proposed investment, and of the approved activity which will be authorised by the licence; and
- (d) the nature and the amount or value of the foreign assets to be invested and, where applicable, the period or periods within which they shall be invested; and 15
- (e) the date of issue and expiry of the licence; and
- (f) any conditions fixed by the Authority in terms of subsection (2); and
- (g) any other matters which the Authority considers necessary to give effect to this Act. 20

(4) The Authority may vary or amend any conditions imposed in terms of subsection (2), where it is informed of any changes relating to the investment in terms of section 30.

27 Period of validity of licences

Any investment licence shall be valid for a period of ten years from the date of issue, during which period the licensed investor shall implement the proposed investment. 25

28 Renewal of investment licences

A licensed investor may renew his or her investment licence before its expiry and an application for renewal shall be made in such form and manner and within such period as may be prescribed and shall be accompanied by such fee, if any, as may be prescribed. 30

29 Register of licences

- (1) The Authority shall maintain or cause to be maintained a register of—
 - (a) investment licences, including any conditions subject to which each licence was issued; and 35
 - (b) any amendments, suspensions or cancellations of investment licences.

(2) The register shall be open for inspection by members of the public at all reasonable times at the offices of the Authority on payment of the prescribed fee, if any.

30 Investor to notify Authority of non-implementation of investment 40

(1) Where for any reason a licensed investor is unable to implement the investment described in his or her investment licence, he or she shall notify the Authority

of his or her inability to implement such investment, stating the reasons therefor, within thirty days of his or her becoming aware of such inability.

(2) A licensed investor shall without delay inform the Authority of any material alteration in the information or particulars furnished by him or her when he or she applied for his or her investment licence.

31 Transfer of licences prohibited

No licensed investor shall assign, cede or otherwise transfer his or her investment licence to any other person.

32 Power to visit premises and inspect documents

(1) To ensure compliance with any conditions subject to which any investment licence was issued, the Authority may visit and inspect any premises having any connection with the investment or proposed investment referred to in the licence, and may examine, make copies of or take extracts from any financial statements, books or other documents having any such connection.

(2) Any person who hinders or obstructs the Authority in the conduct of an inspection or examination under subsection (1) shall be guilty of an offence.

33 Suspension and cancellation of licences

(1) The Authority may suspend or cancel any investment licence where the licensed investor—

- (a) obtained the licence on the basis of fraud or negligent misrepresentation or any false or misleading statement; or
- (b) fails without reasonable explanation to implement the approved activity described in the licence within the period stipulated or any extension thereof; or
- (c) fails to comply with any conditions imposed on the issue of the licence.

(2) The Authority shall, before taking any action in terms of subsection (1), notify the licensed investor of its intention to suspend or cancel the investment licence concerned and the reasons therefor, and call upon the licensed investor to show cause, within such reasonable period as may be specified in the notice, why his or her investment licence should not be suspended or cancelled, as the case may be.

(3) If, at the expiration of the period specified in the notice given in terms of subsection (2), and after considering any representations made by the licensed investor, the Authority is satisfied for any reason specified in subsection (1) that the investment licence concerned should be suspended or cancelled, the Authority may, by notice in writing to the applicant, suspend or cancel the licence or take such other action as it considers appropriate, including suspending or cancelling any incentives to which the licensed investor may be entitled in terms of this Act.

34 Appeals to Minister

(1) Any person who is aggrieved by a decision of the Authority in terms of this Part may, within thirty days after the date of the decision, appeal against the decision to the Minister.

(2) The Minister may on an appeal, within sixty days after the appeal was noted—

- (a) confirm, vary or set aside the decision of the Authority; or
- (b) remit the matter to the Authority for further consideration together with such directions or advice as he or she considers necessary.

35 Protection from compulsory acquisition of property

Except in accordance with a law which complies in all respects with section 71 of the Constitution, no property or interest or right therein of a licensed investor to whom an investment licence has been issued in terms of this Act shall be compulsorily acquired. 5

PART V

OPERATIONS WITHIN SPECIAL ECONOMIC ZONES 10

36 Dealing with or disposal of goods in special economic zones

(1) The Authority and any licensed investor shall be entitled to import into a special economic zone—

- (a) any capital goods, consumer goods, raw materials, components or articles intended to be used for the purposes of, and in connection with, an approved activity; and 15
- (b) any articles which are for the construction, alteration, extension or repair of premises in a special economic zone, including any articles for the equipping of premises and other ancillary facilities necessary for the proper administration of the premises and for the health, safety, hygiene and welfare at the premises of persons employed therein. 20

(2) The Authority may take such steps as it considers necessary to preserve goods within a special economic zone, whether by moving such goods from one place to another or by storing such goods and, where any expenses are incurred by the Authority in so doing, the owner or consignee of such goods shall reimburse the Authority for any expenses so incurred. 25

(3) Subject to this Act, goods brought into a special economic zone may—

- (a) unless otherwise directed by the Authority, be stored, sold, exhibited, broken up, packed, unpacked, replaced, assembled, distributed, sorted, graded, cleaned, marked, re-marked, loaded, unloaded, reloaded, divided, mixed, separated, or otherwise manipulated; or 30
- (b) be worked, processed or re-processed or otherwise manipulated or manufactured; or
- (c) subject to any enactment pertaining thereto, be destroyed.

37 Retail trade 35

No retail trade shall be conducted within any special economic zone without the prior approval in writing of the Commissioner-General and of the Authority, and any approval so granted shall be subject to such terms and conditions as the Commissioner-General and the Authority may impose.

38 Disposal of goods abandoned in special economic zones 40

(1) Where it appears to the Authority that any goods or property have been abandoned in any special economic zone for a period exceeding six months, the Authority may dispose of such goods or property whether by destruction, sale or otherwise and, in the case of disposal by sale, shall apply the proceeds of such sale

against any fees or other expenses incurred in connection with those goods or property or such disposal.

(2) Where any balance remains after the settling of the fees and expenses referred to in subsection (1), that balance may be paid to any person who claims them, if he or she does so within three months of the date of the disposal and the Authority is satisfied that the claimant was the owner of the goods disposed of or was entitled to them, but where there is no claimant for the proceeds of any such disposal by sale, such proceeds shall be paid into and become part of the funds of the Authority.

(3) Nothing in subsection (1) shall be construed as authorising the sale or the disposal of any goods for use in the customs territory except in such circumstances and on such terms as the Minister and the Commissioner-General may from time to time approve.

39 Certain goods not to be taken into or stored in special economic zones

Notwithstanding any other provision of this Act, the following goods shall not be taken into or stored in any special economic zone—

- (a) firearms and ammunition, except by members of the Police Force or the Defence Forces or by security guards employed to work in the area of any special economic zone in the course of their duties, or by such other persons as may be authorised by the Authority;
- (b) explosives;
- (c) petroleum, inflammable materials, hazardous cargoes and oil fuels, except in such quantities and on such terms and conditions as may be permitted by the Authority;
- (d) such other goods as may be prescribed.

40 Import and export licensing

(1) Subject to section 39, licensed investors shall not be required to obtain a licence or permit under the Control of Goods Act [*Chapter 14:05*] for—

- (a) the import of any goods referred to in section 36 from a country outside Zimbabwe; or
- (b) the export of any goods resulting from an approved activity with a special economic zone to a country outside Zimbabwe.

(2) The export of goods from a special economic zone to the customs territory shall, save as otherwise provided by this Act, be subject to the same requirements in regard to the obtaining of licences or permits under the Control of Goods Act [*Chapter 14:05*] as apply to goods imported from other countries outside Zimbabwe.

PART VI

BANKING AND INSURANCE SERVICES

41 Banking activities

Any banking institution registered under the Banking Act [*Chapter 24:01*] may, subject to that Act and with the approval of the Authority, establish a branch within a special economic zone, and may at such branch—

- (a) conduct normal banking business permitted under the Banking Act [*Chapter 24:01*];

Provided that such bank shall not without any approval required under the Exchange Control Act [*Chapter 22:05*], lend or make advances to—

- (i) any person designated as a non-resident for the purposes of that Act; or
- (ii) any licensed investor operating within such special economic zone;
- (b) subject to any approval required under the Exchange Control Act [*Chapter 22:05*], operate foreign currency accounts for licensed investors operating within such export processing zones.

42 Restrictions on borrowing and payments of employees 10

- (1) A licensed investor operating in a special economic zone—
- (a) may move funds necessary for his or her approved activity into and out of such special economic zone without having to obtain permission under the Exchange Control Act [*Chapter 22:05*]:

Provided that a prior written declaration of the movement and amount of such funds shall be made to the Reserve Bank of Zimbabwe; 15

- (b) save for the purposes of borrowing working capital, shall not, without approval under the Exchange Control Act [*Chapter 22:05*], borrow funds for use in his or her approved activity from any bank, building society, financial institution or other source situated in the customs territory. 20

(2) A licensed investor who employs persons within a special economic zone who are regarded as non-residents for the purposes of the Exchange Control Act [*Chapter 22:05*] may pay the emoluments of such persons in foreign currency, and any person so paid may operate an external account with any banking institution whether within or outside the special economic zone. 25

43 Payment for goods and services

(1) Where a licensed investor operating in a special economic zone supplies goods and services to customers within the customs territory that investor shall be entitled to receive payment for such goods and services in foreign currency.

(2) Where a person within the customs territory supplies goods and services to a licensed investor established within a special economic zone, that person shall be entitled to receive payment for such goods or services in foreign currency. 30

(3) Subject to subsection (2), where a person within the customs territory supplies insurance services within a special economic zone, that person may, subject to any approval required under the Exchange Control Act [*Chapter 22:05*], operate a foreign currency account funded from any foreign currency received as payment for premiums. 35

44 Foreign currency accounts and payments in foreign currency

(1) Every licensed investor carrying on an approved activity within a special economic zone may, subject to any approval required under the Exchange Control Act [*Chapter 22:05*], operate a foreign currency account with any banking institution within the special economic zone or in the customs territory or outside Zimbabwe. 40

(2) Where any person who is regarded as a resident of Zimbabwe for the purpose of the Exchange Control Act [*Chapter 22:05*] has any interest in an approved activity within a special economic zone, payment of interest, dividends or profits may be made to such resident in foreign currency. 45

45 Insurance business

(1) In this section—

“Commissioner of Insurance” means the Commissioner of Insurance and Pension and Provident Funds as defined in section 2 of the Insurance Act [Chapter 24:07].

(2) All insurance business carried on in a special economic zone shall be subject to the Insurance Act [Chapter 24:07].

(3) The Authority shall not grant approval to any person to carry on insurance business in a special economic zone unless that person—

- (a) is registered in Zimbabwe in accordance with the Insurance Act [Chapter 24:07]; or
- (b) if not so registered, has obtained the approval of the Commissioner of Insurance in respect of the proposed business; and has obtained any approval required under the Exchange Control Act [Chapter 22:05].

(4) Any insurance company, broker, agent, or sub-agent may, with the approval of the Authority and the Commissioner of Insurance, establish a branch within a special economic zone for the conduct of insurance business therein:

Provided that any such approval shall be subject to such conditions as the Authority and the Commissioner of Insurance may consider necessary.

(5) Any person granted approval in terms of this section shall—

- (a) keep such records in such form and containing such particulars; and
- (b) make such reports at such times;

as may be required by the Commissioner of Insurance, and shall permit the Commissioner of Insurance or any person authorised by him or her at all reasonable times to inspect and examine such records and any documentation relevant thereto.

(6) Where a person conducting insurance business establishes a branch in a special economic zone in terms of subsection (3), the Authority shall permit the Commissioner of Insurance or any person authorised by him or her to enter that special economic zone for the purpose of carrying out the inspection or examination of records referred to in subsection (5).

PART VII**FUNDS OF AUTHORITY AND FINANCIAL PROVISIONS****46 General funds of Authority**

The general funds of the Authority shall consist of—

- (a) rents, fees, charges and other income accruing to the Authority from licences and permits issued, services rendered and activities carried on by the Authority within any special economic zone; and
- (b) such moneys as may be payable to the Authority from moneys appropriated for the purpose by Parliament; and
- (c) such other moneys as may vest in or accrue to the Authority, whether in the course of its operations or otherwise.

47 Investment of moneys not immediately required by Authority

Money of the Authority not immediately required by the Authority may be invested in such manner as the Minister may approve.

48 Accounts and audit

(1) The Authority shall keep proper books of account and other records relating thereto in respect of all its activities and property, including such particular accounts and records as the Minister may direct.

(2) The Authority shall prepare and submit to the Minister a statement of accounts in respect of each financial year or such other period as the Minister may direct. 5

(3) The accounts of the Authority shall be examined and audited by the Auditor-General or such other person who is registered as a public auditor in terms of the Public Accountants and Auditors Act [*Chapter 27:12*] and who is appointed by the Auditor-General after consultation with the Minister and the Authority. 10

(4) The auditor shall examine the accounts of the Authority and make a report to the Board and the Minister on the statement of accounts prepared in terms of subsection (2), and such report shall state whether or not in his or her opinion the statement of accounts gives a true and fair view of the state of the financial affairs of the Authority. 15

(5) In addition to the report referred to in subsection (4), the Minister may require the Board to obtain from its auditor such other report or statement in connection with the operations and property of the Authority as the Minister may consider expedient.

(6) Without derogating from section 8 of the Audit Office Act [*Chapter 22:18*], an auditor shall be entitled at all reasonable times to require to be produced to him or her all accounts and other records relating thereto kept by the Authority or its agents together with such information and explanations as in his or her opinion are necessary for the purposes of his or her audit. 20

PART VIII 25

OFFENCES AND PENALTIES

49 False statements

(1) Any person who, when submitting an application for an investment licence, or a return referred to in section 52, makes any statement knowing it to be false in a material particular or not reasonably believing it to be true, shall be guilty of an offence and liable to a fine not exceeding three times the amount of level fourteen or to imprisonment for a period not exceeding one year or to both such fine and such imprisonment. 30

(2) Where the offence referred to in subsection (1) is committed by a company or other corporate body every director or member of the governing body of the company or corporate body shall be liable to a fine not exceeding three times the amount of level fourteen or imprisonment for a period of one year or both such fine and such imprisonment, unless any director or member concerned proves that he or she took no part in the conduct of the company or corporate body. 35

50 Penalty for offences not otherwise provided for 40

(1) Any person who contravenes section 30, 31, 32(2), 37, 39, 42(1)(a) (proviso) or (1)(b), 43(5) or 52 shall be guilty of an offence and liable to a fine not exceeding three times the maximum amount of level fourteen, or to imprisonment for a period not exceeding one year, or to both such fine and such imprisonment.

(2) Where the offence referred to in subsection (1) is committed by a company or other corporate body every director or member of the governing body of the company or corporate body shall be liable to a fine of three times the amount of level fourteen or imprisonment for a period of one year or both such fine and such imprisonment, unless
5 any director or member concerned proves that he or she took no part in the conduct of the company or corporate body.

PART IX

GENERAL

51 Vessel in relation to special economic zone

10 Any vessel tied alongside a structure built beside a lake or river or other water body where vessels may dock, of a special economic zone shall be deemed to be within such zone.

52 Licensed investors to submit returns

Every licensed investor shall submit to the Authority at such intervals as the
15 Authority may direct such statistical data and such information and returns as respects his or her sales and purchases and other operations as the Authority may require.

53 Priority to be given to applications, requests, etc. of Authority

(1) Every person whatsoever, including every Minister, statutory corporation and local authority, whose duty it is to consider applications made by the Authority
20 for purposes of this Act, shall ensure that, as far as possible, priority is given to the consideration of every application and request made by the Authority on behalf of a person carrying on or proposing to carry on an approved activity in a special economic zone or elsewhere.

(2) The Authority shall report to the Minister any delay resulting from what,
25 in its opinion, is a failure to comply with subsection (1).

54 Preservation of secrecy

(1) All persons who—

- (a) are employed in carrying out the provisions of this Act; or
- (b) examine documents or project applications or returns by licensed investors
30 under the control or in the custody of the Authority;

shall, subject to subsection (2), keep secret, and aid in keeping secret, all information coming to their knowledge in the exercise of their functions.

(2) No person referred to in subsection (1) shall, except in the exercise of his or her functions under this Act or unless he or she is required to do so by order of a
35 competent court—

- (a) communicate information coming to his or her knowledge in the exercise of his or her functions to any person who is not—
 - (i) the applicant or other person to whom the information relates or by whom the information was furnished; or
 - (ii) the lawful representative of the applicant or other person to whom
40 the information relates or by whom the information was furnished;
- or

- (iii) a person to whom the information is required to be communicated in terms of this Act or any enactment relating to the Civil Service, the collection and safe custody of public moneys or the audit of public accounts;
 - or
 - (b) allow any person who is not a person referred to in paragraph (a)(i), (ii) or (iii) to have access to any record, document or application under the control or in the custody of the Authority which contains information referred to in that subparagraph.
- (3) No person referred to in subsection (1) shall, for his or her personal gain, directly or otherwise, make use of any information which has come to his or her knowledge in the exercise of his or her functions in terms of this Act.
- (4) Any person who contravenes this section shall be guilty of an offence and liable to a fine not exceeding five thousand dollars or to imprisonment for a period not exceeding five years or to both such fine and such imprisonment.

55 Exemption from liability for Authority

No liability shall attach to the Authority or to any employee of the Authority or to the Board or to a member of the Board or any committee of the Board for any loss or damage sustained by any person as a result of the *bona fide* exercise or performance of any function which by or in terms of this Act is conferred or imposed upon the Authority or the Board:

Provided that this section shall not be construed so as to prevent any person from recovering compensation for any loss or damage sustained by him or her which was caused by negligence.

56 Chapter 28:01 and Chapter 14:33 not to apply

(1) The Labour Act [*Chapter 28:01*] and the Indigenisation and Economic Empowerment Act [*Chapter 14:33*] shall not apply in relation to licensed investors operating in a special economic zone.

(2) The Authority may, in consultation with the Minister responsible for the administration of the Labour Act [*Chapter 28:01*], provide rules for conditions of service, termination of service, dismissal from service and disciplinary proceedings that apply within every special economic zone.

57 Regulations

(1) The Minister, after consultation with the Authority, may make regulations providing for all matters which by this Act are required or permitted to be prescribed or which, in his or her opinion, are necessary or convenient to be prescribed in order to carry out or give effect to this Act.

(2) Regulations made in terms of subsection (1) may provide for—

- (a) the form of the application to be made in terms of this Act and the documents to be submitted with such applications;
- (b) special incentive packages;
- (c) the form of investment licences;
- (d) the form of permits;
- (e) the fee payable for any application for a licence or permit or other service provided by the Authority.

58 Special Grants

The Minister may subject to the approval of the Minister responsible for finance, prescribe general fiscal and non-fiscal incentives to licensed investors operating in a special economic zone.

5

SCHEDULE (Section 19)

POWERS OF AUTHORITY

1. To acquire by lease, purchase, or otherwise, immovable property and construct buildings thereon.
2. To buy, take in exchange, hire or otherwise acquire movable property including vehicles, necessary or convenient for the performance of its functions.
3. To maintain, alter and improve property acquired by it.
4. To mortgage or pledge any assets or part of any assets and, with the approval of the Minister, to sell, exchange, let, dispose of, turn to account or otherwise deal with any assets or part of assets which are not required for the exercise of its functions for such consideration as the Authority may, with the approval of the Minister, determine.
5. To open bank and building society and post office accounts in the name of the Authority and to draw, make, accept, endorse, discount, execute and issue for the purposes of its functions promissory notes, bills of exchange, bills of lading, securities and other negotiable or transferable instruments.
6. To insure against losses, damages, risks and liabilities which it may incur.
7. To construct and maintain warehouses, factories, commercial buildings, offices, freight-sheds, docking facilities, loading and unloading berths, landings for loading and unloading operations, storage facilities or workshops, ports, piers, shipyards, or other structures for the use of itself or other persons for the construction or provision of any of the said facilities.
8. To sell, rent, grant leases, sub-leases or other interests or concessions in respect of land, buildings or any other facility or structure within a special economic zone owned by, or under the control of, the Authority.
9. To import, store, exhibit, pack, unpack, re-pack, manufacture, assemble, refine, purify, mix, transform, operate, re-ship (whether by water or air), and manipulate all kind of merchandise, products, raw materials, containers and other commercial goods other than those goods which are prohibited for importation, storage, or manufacture in a special economic zone.
10. To invest, in such manner and on such security, if any, as the Authority may determine, any funds of the Authority which are not immediately required and to vary or realise any investment so made.
11. To enter into contracts and suretyships or give guarantees in connection with the exercise of its functions and to modify or rescind such contracts or rescind such suretyships or guarantees.
12. With the approval of the Minister, to enter into, review, cancel or abandon arrangements with any government or authority, local or otherwise, that may seem conducive to the exercise of its functions or any of them and to obtain from such government or authority rights, privileges and concessions which the Authority thinks desirable to obtain and carry out, exercise and comply with such arrangements, rights, privileges and concessions.
13. With the approval of the Minister to raise loans or borrow money in such amounts and for such purposes and under conditions as may be approved by the Minister.

14. To establish and administer such funds and reserves as the Authority may consider appropriate or necessary for the proper exercise of the functions of the Authority.
15. To visit premises and inspect said premises and financial statements, books and other documents in order to ensure compliance with any conditions subject to which any application for an investment licence was approved.
16. To employ, upon such terms and conditions as the Authority may think fit, such persons as may be necessary for conducting the affairs of the Authority and suspend or discharge any such persons.
17. To pay such remuneration and allowances and grant such leave of absence and to make such gifts and pay bonuses and the like to its employees as the Authority deems fit.
18. To provide pecuniary benefits for its employees on their retirement, resignation, discharge or other termination of service or in the event of their sickness or injury and for their dependants, and for that purpose to effect policies of insurances, establish pension or provident funds or make such other provision as may be necessary to secure for its employees and their dependants any or all of the pecuniary benefits to which the provisions of this paragraph relate.
19. With the approval of the Minister to purchase, take in exchange, hire or otherwise acquire land or dwellings for use or occupation by its employees.
20. To construct dwellings, outbuildings or improvements for use or occupation by its employees on land purchased, taken in exchange, hired or otherwise acquired by the Authority.
21. With the approval of the Minister to make loans to an employee of the Authority—
 - (a) for the purpose of purchasing vehicles, tools or other equipment used by him or her in carrying out his or her duties;
 - (b) not exceeding three months' salary or wages payable to him or her, for any purpose; on such security as the Authority considers adequate.
22. To do anything for the purpose of improving the skill, knowledge or usefulness of its employees, and in that connection to provide or assist other persons in providing facilities for training, education and re-search and to pay for the aforesaid, where necessary.
23. To provide such services as the Authority considers could properly be best provided by the Authority.
24. To do anything which by this Act is required or permitted to be done by the Authority.
25. To do all such things as are calculated to facilitate or are incidental or conducive to the performance of the functions of the Authority or the exercise of its powers in terms of this Act or any other law.
26. Generally, to do all such things as may be necessary, conducive or incidental to the exercise of the powers and the performance of the functions of the Authority under this Act or any other enactment.