

**CHAPTER 92**  
**THE INVESTMENT CODE ACT.**

**Arrangement of Sections.**

Section

PART I—INTERPRETATION.

1. Interpretation.

PART II—INVESTMENT AUTHORITY.

2. Establishment of the Uganda Investment Authority.
3. The board.
4. Secretariat, executive director and other staff.
5. Remuneration of members of the authority.
6. Functions of the authority.
7. Proceedings of the board.
8. Immunity of members and staff.

PART III—PROCEDURES FOR INVESTORS.

9. Definition of foreign investor.
10. Regulation of foreign investment.
11. Application for an investment licence.
12. Appraisal of applications.
13. Priority areas.
14. Processing of applications.
15. Investment licence.
16. Extension of validity of investment licence.
17. Variation of licence.
18. Implied terms and conditions of investment licence.
19. Register of investment licences.
20. Revocation of licence.

PART IV—FACILITIES AND INCENTIVES.

21. Exemption of investors from import duties and sales tax.

22. Enterprises which qualify for incentives.
23. Certificate of incentives.
24. First arrival privileges.
25. Additional incentives for certain exporters.
26. Obtaining credit from domestic sources by foreign investors.

PART V—PROTECTION OF FOREIGN INVESTMENTS.

27. Protection in case of compulsory acquisition.
28. Settlement of disputes.

PART VI—AGREEMENTS FOR THE TRANSFER OF FOREIGN TECHNOLOGY  
AND EXTERNALISATION OF FUNDS.

29. Registration of agreements for the transfer of technology or expertise.
30. Conditions in agreements for the transfer of foreign technology or expertise.
31. Externalisation of funds.
32. Effect of certificate of approval to externalise funds.

PART VII—MISCELLANEOUS.

33. Service of documents.
34. Regulations.
35. Offences and penalties.
36. Transitional provisions.

**Schedules**

<i>First Schedule</i>	Proceedings of the board.
<i>Second Schedule</i>	Priority areas.
<i>Third Schedule</i>	Activities where a foreign investor is not eligible for investment incentives.

## CHAPTER 92

### THE INVESTMENT CODE ACT.

*Commencement:* 25 January, 1991.

**An Act to establish a code to make provision in the law relating to local and foreign investments in Uganda by providing more favourable conditions for investment, to establish the Uganda Investment Authority and to provide for other related matters.**

#### PART I—INTERPRETATION.

##### **1. Interpretation.**

In this Code—

- (a) “agreement” in relation to the transfer of foreign technology or expertise includes an agreement registered under this Code in respect of a licence, know-how, commercial purchase, conditional purchase, commercial franchise or hire-purchase involving the importation into Uganda of technology or expertise;
- (b) “authority” means the Uganda Investment Authority established under section 2;
- (c) “board” means the board of the authority established under section 3;
- (d) “business enterprise” includes a manufacturing enterprise, a tourist enterprise and a commercial or agricultural venture;
- (e) “executive director” means the person appointed executive director under section 3;
- (f) “foreign investor” shall be construed in accordance with section 9;
- (g) “investment” means the creation of new business assets and includes the expansion, restructuring or rehabilitation of an existing business enterprise;
- (h) “manufacture” means the transforming on a commercial scale of raw materials into finished or semifinished products, and includes the assembling of inputs into finished or semifinished products;
- (i) “member” means a member of the board;
- (j) “Minister” means the Minister responsible for planning and economic development.

PART II—INVESTMENT AUTHORITY.

**2. Establishment of the Uganda Investment Authority.**

(1) There is established a body to be called the Uganda Investment Authority.

(2) The authority shall be an agency of the Government and shall be under the general supervision of the Minister.

(3) The authority shall be a body corporate with perpetual succession and a common seal and, in its own name, capable of—

- (a) acquiring and holding property;
- (b) suing and being sued; and
- (c) doing and suffering all acts and things as bodies corporate may lawfully do or suffer.

**3. The board.**

(1) The governing body of the authority shall be the board which shall be responsible for the discharge of the business and functions of the authority.

(2) The board shall consist of the following—

- (a) a chairperson of the board appointed by the Minister on such terms and conditions as the Minister may determine;
- (b) an executive director appointed by the board on such terms and conditions as the board may determine;
- (c) five members with sound knowledge or practical experience in investments who shall be appointed by the Minister after consultation with the relevant bodies;
- (d) a representative of the Governor of the Bank of Uganda;
- (e) a representative elected by the Uganda Chamber of Commerce and Industry;
- (f) a representative elected by the Uganda Manufacturers Association;
- (g) the commissioner for economic affairs, Ministry responsible for finance, planning and economic development, ex officio;
- (h) the chief Government development economist, Ministry responsible for finance, planning and economic development, ex officio;

- (i) the commissioner for technology, Ministry responsible for industry, ex officio; (j) the commissioner for external trade, Ministry responsible for commerce, ex officio; (k) the commissioner for immigration, Ministry responsible for internal affairs, ex officio.

(3) All members, other than the executive director, appointed by the Minister shall hold office for a term of not more than three years and shall be eligible for reappointment.

(4) A member appointed by the Minister may in writing addressed to the Minister resign his or her office.

#### **4. Secretariat, executive director and other staff.**

(1) The authority shall be serviced by a secretariat consisting of an executive director and other officers and staff.

(2) There shall be appointed to the service of the authority an executive director and other officers and staff as may be required for the performance of the functions of the secretariat of the authority, and all persons appointed under this section shall hold public office.

(3) The executive director shall be responsible for the supervision of the secretariat.

#### **5. Remuneration of members of the authority.**

The executive director, the members, the officers and the other staff of the authority shall be paid such remuneration or allowances as the board may determine.

#### **6. Functions of the authority.**

The functions of the authority are—

- (a) to promote, facilitate and supervise investments in Uganda;
- (b) to receive all applications for investment licences for investors intending to establish or set up business enterprises in Uganda under this Code and to issue licences and certificates of incentives in accordance with this Code;

- (c) to secure all licences, authorisations, approvals and permits required to enable any approval granted by the authority to have full effect;
- (d) to recommend to the Government national policies and programmes designed to promote investment in Uganda;
- (e) to provide information on matters relating to investment in Uganda;
- (f) to assist potential investors in identifying and establishing investment projects in Uganda;
- (g) in accordance with the provisions of this Code, to determine the terms and conditions which may be imposed in relation to the operation of a business enterprise;
- (h) to deal with complaints received by it;
- (i) to supervise the implementation of this Code;
- (j) to do all other acts as are required to be done under this Code or are necessary or conducive to the performance of the functions of the authority.

#### **7. Proceedings of the board.**

(1) The First Schedule to this Code shall have effect in relation to the proceedings of the board.

(2) The Minister may, by statutory instrument, amend the First Schedule.

#### **8. Immunity of members and staff.**

A member, or officer or other member of the staff of the authority shall not in his or her personal capacity be liable in civil or criminal proceedings in respect of an act or omission done in good faith in the exercise of his or her functions under this Code.

### **PART III—PROCEDURES FOR INVESTORS.**

#### **9. Definition of foreign investor.**

- (1) In this Code, “foreign investor” means—
  - (a) a person who is not a citizen of Uganda;
  - (b) a company, other than a company referred to in subsection (2), in which more than 50 percent of the shares are held by a person

who is not a citizen of Uganda; (c) a partnership in which the majority of partners are not citizens of Uganda.

(2) The following shall be deemed not to be foreign investors—

- (a) a company registered under the Companies Act in which the Government holds a majority of the shares, whether directly or indirectly;
- (b) a body corporate established in Uganda by law;
- (c) an international development agency approved by the authority for the purposes of this section;
- (d) a cooperative society registered under the Cooperative Societies Act;
- (e) a trade union registered under the Trade Unions Act.

(3) In any other case not expressly provided for in this section, the authority shall determine whether or not a person is a foreign investor.

#### **10. Regulation of foreign investment.**

(1) A foreign investor shall not operate a business enterprise in Uganda otherwise than in accordance with an investment licence issued under this Code.

(2) No foreign investor shall carry on the business of crop production, animal production or acquire or be granted or lease land for the purpose of crop production or animal production; but a foreign investor may—

- (a) provide material or other assistance to Ugandan farmers in crop production and animal production; or
- (b) lease land for purposes of manufacturing or carrying out the activities set out in the Second and Third Schedules to this Act.

(3) This section shall not be construed so as to deprive a foreign investor of any land acquired by or granted to him or her or of any interest in land accrued to him or her before the commencement of this Code.

(4) The Minister may, on the advice of the authority and with the approval of Cabinet, by statutory instrument, exempt any business enterprise or class of business activities from the provisions of this section where, in the opinion of the Minister, it is necessary that for the purpose of ensuring a

regular supply of raw materials the enterprise should lease land.

(5) A foreign investor who is intending to engage in trade only shall not be required to comply with subsection (1) but shall—

- (a) incorporate a company with the Registrar General as is required by law;
- (b) deposit a sum of one hundred thousand United States dollars or its equivalent in Uganda shillings at the Bank of Uganda, which shall be specifically used for importation or direct purchase of goods for the business.

(6) Upon compliance with subsection (5), the Bank of Uganda shall issue a certificate of remittance to the foreign investor.

(7) A foreign investor who obtains a certificate of remittance under subsection (6) shall lodge an application, in writing, to the immigration department which shall contain the certificate of remittance and other information that may be required by the department.

(8) Subject to compliance with the provisions of this section and the immigration laws, the immigration department may issue an entry permit to the foreign investor.

(9) A foreign investor who obtains an entry permit under subsection (8) shall lodge an application, in writing, to the local authority where the business will principally be carried out for a trade licence.

## **11. Application for an investment licence.**

(1) An application for an investment licence shall be made in writing to the executive director and shall contain the following information—

- (a) the name and address of the proposed business enterprise, its legal form, its bankers, the name and address of each director or partner, as the case may be, and the name, address, nationality and shareholding of any shareholder who is not a citizen of Uganda;
- (b) the nature of the proposed business activity and the proposed location where that activity is to be carried on;
- (c) the proposed capital structure, amount of investments and the projected growth over the next five years or more;
- (d) the estimated number of persons to be employed;



- (e) the qualifications, experience, nationality and other relevant particulars of the project management and staff;
- (f) the incentives for which the applicant expects to qualify and the details of such qualifications;
- (g) any other information relating to the viability of the project or other matter as the applicant considers relevant to his or her application.

(2) Where an application under subsection (1) does not provide all the relevant information or if clarification is necessary, the applicant may be called upon to provide that information or clarification to complete the application.

## **12. Appraisal of applications.**

The authority shall, in considering an application for an investment licence under this Code, carry out an appraisal of the capacity of the proposed business enterprise to contribute to the following objectives—

- (a) the generation of new earnings or savings of foreign exchange through exports, resource-based import substitution or service activities;
- (b) the utilisation of local materials, supplies and services;
- (c) the creation of employment opportunities in Uganda;
- (d) the introduction of advanced technology or upgrading of indigenous technology;
- (e) the contribution to locally or regionally balanced socioeconomic development; or
- (f) any other objectives that the authority may consider relevant for achieving the objects of this Code.

## **13. Priority areas.**

(1) Subject to section 10(2), an investor may engage in any type of business enterprise.

(2) The categories of business activities specified in the Second Schedule are priority areas of investment, and an applicant for a licence to engage in any of those activities shall be accorded additional benefits under this Code.

(3) The Minister may, by statutory instrument, amend the Second

Schedule.

#### **14. Processing of applications.**

(1) The authority shall within thirty days after receipt of an application, or of the additional information or clarification referred to in section 11(2), investigate and prepare a detailed report in respect of each application.

(2) The authority may, for the purpose of considering and making a report on an application under this section, appoint a committee of three or more members.

(3) The authority shall within fourteen days after the period referred to in subsection (1) consider the application and the report on the application and shall approve the application if it is satisfied that—

- (a) the application is in accordance with the provisions of the Code and should be granted; and
- (b) the activity intended to be undertaken by the business enterprise is not unlawful or contrary to the interests of Uganda.

(4) The authority shall within seven days after its decision under subsection (3)—

- (a) inform the applicant of its decision; and
- (b) in the case of the authority refusing to grant a licence, refer that application, the report on the application and the reasons for the refusal to the Minister and provide the applicant with a copy of the report and the reasons for the refusal of the application.

(5) An applicant for an investment licence who has not been notified of the decision of the authority within ninety days from the date of submitting his or her application may lodge a complaint in that behalf to the Minister who shall within thirty days investigate the complaint and inform the complainant of the results of the investigation.

#### **15. Investment licence.**

(1) When the applicant for an investment licence and the authority have agreed on the terms and conditions of the investment licence and the incentives, if any, the authority shall issue to the applicant an investment licence which shall—

- (a) authorise the holder of a licence to make all arrangements necessary for establishing the business enterprise described in the licence;
- (b) contain the terms and conditions of the investment licence and incentives, if any;
- (c) have a validity of not less than five years from the date of issue; and
- (d) contain any other information or details as may be prescribed.

(2) The executive director shall liaise with Government Ministries and departments, local authorities and other bodies as may be necessary in order to assist an investment licence holder in complying with any formalities or requirements for obtaining any permissions, authorisations, licences, land and other things required for the purpose of the business enterprise.

#### **16. Extension of validity of investment licence.**

(1) Where the holder of an investment licence is unable to commence operating on the date of the commencement of the validity of his or her investment licence or within the period of validity of the licence, he or she may, giving reasons, apply to the authority for the extension of the period of validity of the licence.

(2) The authority shall, if satisfied with the reasons given under subsection (1), extend the validity of the licence by a period it considers reasonable.

(3) Where the holder of an investment licence, for any reason, ceases to operate the business enterprise to which the licence relates, he or she shall notify the authority in writing and shall be entitled to all rights and be liable to all obligations accrued under this Code up to the date he or she ceases to operate the enterprise, and his or her licence shall be deemed to have expired on that date.

(4) Where a holder of an investment licence does not commence operations within the period of validity of his or her licence and—

- (a) no application has been made for its extension under subsection (1); and
  - (b) the licence has not been surrendered under subsection (3),
- the authority may, subject to the rights of innocent third parties, declare anything done or any benefit obtained under the licence to be void *ab initio*

and notify the holder of the licence accordingly.

#### **17. Variation of licence.**

- (1) A holder of an investment licence shall, accordingly, inform the authority in writing whenever—
  - (a) a person other than the person to whom the licence was issued has succeeded to the business enterprise;
  - (b) the name or description of the business enterprise has changed; or
  - (c) there is an enlargement of or substantial variation in the business enterprise.

(2) Notwithstanding subsection (1), a person other than the holder of a licence who is affected by or interested in a change or variation under subsection (1) may so inform the authority if the holder of the licence fails to inform the authority within a reasonable time.

(3) Whenever the authority is satisfied that a change or variation has occurred as provided in subsection (1) in respect of a licence issued under this Code, the authority shall amend the licence to take account of the change or variation.

#### **18. Implied terms and conditions of investment licence.**

(1) An investment licence may also contain any of the following undertakings by the investor—

- (a) to maintain proper financial and accounting records, returns, samples and data relating to the operations of the business enterprise; or
- (b) to permit the authority or its employees or agents reasonable access to monitor the operations of the business enterprise.

(2) Subject to any agreement between the authority and the investor, a licence may contain any of the following undertakings by the investor—

- (a) to invest not less than a specified amount whether in cash or in relation to the value of machinery, buildings or other assets;
- (b) to employ and train citizens of Uganda to the fullest extent possible with a view to the replacement of foreign personnel as soon as may be practicable;
- (c) to purchase goods or services produced or available in Uganda if

in terms of price, quality or availability, those goods and services are competitive with similar imported goods and services used in the business enterprise; or (d) to take necessary steps to ensure that the operations of his or her business enterprise do not cause injury to the ecology or environment.

#### **19. Register of investment licences.**

The authority shall maintain a register of all investment licences issued under this Code.

#### **20. Revocation of licence.**

(1) No investment licence shall be revoked except as provided in this section.

(2) Where an investment licence has been issued and it is subsequently found that it was issued as a result of a materially false or fraudulent representation or in consequence of incorrect information supplied to the authority by the investor, the authority shall give written notice to the investor requiring him or her to show cause within a reasonable time why the licence should not be revoked.

(3) Where an investor is in breach of any provision of this Code or the terms and conditions of his or her investment licence, the authority may give written notice to the investor requiring him or her to show cause within a reasonable time why the licence should not be revoked.

(4) If an investor fails to comply with a notice given under this section and the cause shown is deemed inadequate by the authority, the authority may, with the approval of the Minister, revoke the licence.

### **PART IV—FACILITIES AND INCENTIVES.**

#### **21. Exemption of investors from import duties and sales tax.**

(1) An investor importing any plant, machinery, equipment, vehicles or construction materials for an investment project shall benefit from the concessional rates of import duty and other taxes as may be specified in the Finance Acts from time to time.

(2) For the purpose of this section, where the new investment involves two or more phases, all those phases shall be treated as forming part of the new investment.

## **22. Enterprises which qualify for incentives.**

(1) An investor in a business enterprise who commences operation after the coming into force of this Code shall qualify for incentives under this Part if—

- (a) he or she satisfies three or more of the objectives specified in section 12;
- (b) in the case of a foreign investor, that investor makes a capital investment or an equivalent in capital goods worth at least five hundred thousand United States dollars by way of capital invested; or
- (c) in the case of an investor who is a citizen of Uganda, the value of his or her investment is at least fifty thousand United States dollars.

(2) A foreign investor who engages in any activity specified in the Third Schedule to this Act shall not enjoy the incentives provided for in section 31(1)(b) and (e).

(3) The Minister may, by statutory instrument, amend the Third Schedule to this Act.

## **23. Certificate of incentives.**

(1) An investor intending to avail himself or herself of incentives under this Part may, if qualified in accordance with section 22, apply to the authority for a certificate of incentives.

(2) A foreign investor shall not be required to make a separate application under this Part if in his or her application for an investment licence made under Part III he or she provides the relevant information relating to incentives.

(3) An application under this section shall be in the prescribed form and shall—

- (a) state the category or categories of qualifications under which the

applicant qualifies; and (b) give particulars in support of those qualifications.

(4) Where an application under this section does not provide all the information required or if clarification is required on any matter, the applicant may be required to provide that further information or clarification.

(5) The authority shall within thirty days after receipt of a completed application issue a certificate of incentives covering those incentives for which the applicant qualifies.

(6) Every investor who qualifies for incentives and whose application for a certificate of incentives has been approved by the authority shall be issued by the authority a certificate of incentives covering those incentives for which he or she qualifies.

#### **24. First arrival privileges.**

A foreign investor who holds an investment licence and his or her expatriate staff shall be exempt from the payment of import duty and sales tax payable on the following items imported within twelve months from the date of first arrival—

- (a) one motor vehicle for his or her personal use; and
- (b) personal and household effects.

#### **25. Additional incentives for certain exporters.**

A holder of a certificate of incentives shall be entitled to a drawback of duties and sales tax payable on imported inputs used in producing goods for export as provided in any law imposing such duties or taxes.

#### **26. Obtaining credit from domestic sources by foreign investors.**

(1) A foreign investor who holds an investment licence may in relation to the business enterprises to which the licence relates obtain credit from domestic financial institutions up to the limit established by the Bank of Uganda in consultation with the authority, having regard to the amount of foreign capital invested in the business enterprise.

(2) A foreign investor who obtains credit in accordance with subsection (1) shall ensure that the proceeds of that credit are used solely for

the purpose of carrying out the activities specified in the investment licence.

(3) The authority may for the purposes of this section appoint its officer or agent to verify the due application of the credit obtained under subsection (1).

#### PART V—PROTECTION OF FOREIGN INVESTMENTS.

### **27. Protection in case of compulsory acquisition.**

(1) The business enterprise of an investor which is licensed under this Code, or an interest or right over any property or undertaking forming part of that enterprise, shall not be compulsorily taken possession of or acquired except in accordance with the Constitution of Uganda.

(2) Where a licensed business enterprise of an investor or an interest or right over property forming part of that enterprise is compulsorily taken possession of or acquired, compensation in respect of the fair market value of the enterprise specified in the enterprise or an interest or right over property forming that enterprise shall be paid within a period not exceeding twelve months from the date of taking possession or acquisition.

(3) Compensation paid out to the investor under subsection (2) shall be freely transferable out of Uganda and shall not be subject to exchange control restrictions under the Exchange Control Act or any law made under that Act.

### **28. Settlement of disputes.**

(1) Where a dispute arises between a foreign investor and the authority or the Government in respect of a licensed business enterprise, all efforts shall be made to settle the dispute through negotiations for an amicable settlement.

(2) A dispute between a foreign investor and the authority or the Government in respect of a licensed business enterprise which is not settled through negotiations may be submitted to arbitration in accordance with the following methods as may be mutually agreed by the parties—

- (a) in accordance with the rules of procedure for arbitration of the International Centre for the Settlement of Investment Disputes;
- (b) within the framework of any bilateral or multilateral agreement



on investment protection to which the Government and the country of which the investor is a national are parties; or (c) in accordance with any other international machinery for the settlement of investment disputes.

(3) The licence in respect of an enterprise may specify the particular mode of arbitration to be resorted to in the case of a dispute relating to that enterprise, and that specification shall constitute the consent of the Government, the authority or their respective agents and the investor to submit to that mode and forum of arbitration.

(4) Where the parties to a dispute do not agree on the mode or forum for arbitration, the party aggrieved by compulsory acquisition or possession or the amount of compensation payable, or in respect of any other matter relating to the business enterprise may apply to the High Court for the determination of any of the following—

- (a) his or her interest or right;
- (b) the legality of the taking of the possession or acquisition of the property, interest or right;
- (c) the amount of compensation to which he or she is entitled and the prompt payment of that compensation;
- (d) any other matter in dispute relating to the business enterprise.

PART VI—AGREEMENTS FOR THE TRANSFER OF FOREIGN TECHNOLOGY  
AND EXTERNALISATION OF FUNDS.

**29. Registration of agreements for the transfer of technology or expertise.**

(1) Every agreement for the transfer of foreign technology or expertise shall be registered with the authority by the beneficiary of that transfer as soon as it is made, and it shall not be effective unless it has been registered.

(2) A person who applies for an investment licence under Part III which investment licence involves an agreement for the transfer of foreign technology or expertise shall not be required to make a separate application under this Part if he or she provides the relevant information relating to the regulation of agreements for the transfer of technology or expertise required under this Part.

(3) The executive director shall register every agreement for the transfer of foreign technology or expertise which—

- (a) is included in an investment licence; or
- (b) complies with section 30.

(4) The executive director shall maintain a register in which shall be recorded all agreements for the transfer of foreign technology or expertise.

**30. Conditions in agreements for the transfer of foreign technology or expertise.**

(1) Every agreement for the transfer of foreign technology or expertise shall be subject to the following conditions—

- (a) any royalties or fees charged shall bear a reasonable relationship to the use of that technology or expertise;
- (b) any liability to pay royalties or fees shall cease upon the lawful termination of the agreement or if that technology or expertise becomes public knowledge otherwise than through the fault of the licensee;
- (c) there shall be a reduction in royalties or fees if a third party acquires and uses that technology or expertise otherwise than through the fault of the licensee;
- (d) any technical assistance shall, where necessary, include technical personnel as well as full instructions and practical explanations expressed in clear and comprehensive English on the operation of any equipment involved;
- (e) the transferor shall provide technical assistance in connection with marketing programmes and purchasing equipment involving the use of that technology or expertise;
- (f) the transferee shall acquire the right to continued use of that technology or expertise after the termination of the agreement; and
- (g) the transferor shall, if the transferee so requires, continue to supply spare parts and raw materials for a period of up to five years following the termination of the agreement.

(2) An agreement for the transfer of foreign technology or expertise shall not contain a condition which—

- (a) restricts the use of other competitive techniques;
- (b) restricts the manner of sale of products or exports to any country;
- (c) restricts the source of supply of inputs; or

- (d) limits the ways in which any patent or other know-how may be used.

(3) The authority may exempt an investor from any of the provisions of subsection (1) or (2).

### **31. Externalisation of funds.**

(1) An investor in a business enterprise to which a certificate of incentives relates is entitled to externalise his or her funds for the following purposes—

- (a) repayment of foreign loans or interest on those loans;
- (b) payment of dividends of shareholders who are not citizens of Uganda or to citizens of Uganda resident abroad;
- (c) payment of royalties or fees in respect of an agreement for the transfer of foreign technology or expertise;
- (d) payments of emoluments and other benefits to foreign personnel employed in Uganda in connection with the business enterprise;
- or
- (e) externalisation of profits or proceeds on disposal of assets.

(2) A foreign investor who applies for an investment licence under Part III shall not be required to make a separate application under this section if in his or her application under that Part he or she provides the relevant information relating to externalisation of funds.

(3) An investor entitled under subsection (1) may apply to the authority which shall, if satisfied that the application is for a bona fide purpose and is in compliance with this Code and any other law in force, grant the permission to externalise funds.

(4) The executive director shall issue a certificate of approval to externalise funds in the case of every approval to externalise funds which is—

- (a) contained in an investment licence; or
- (b) approved by the authority under subsection (3).

(5) The executive director shall maintain a register in which shall be recorded all the certificates of approval to externalise funds together with such other particulars as the authority may direct.

### **32. Effect of certificate of approval to externalise funds.**

A holder of a certificate of approval to externalise funds is entitled to apply to the Bank of Uganda to externalise the funds to which the certificate relates, subject to the law or procedure then prevailing.

## **PART VII—MISCELLANEOUS.**

### **33. Service of documents.**

A document may be served on the authority by delivering it to the office of the authority or by sending it by registered post to the executive director.

### **34. Regulations.**

The Minister may, on the advice of the authority, by statutory instrument, make regulations for giving effect to the provisions of this Code.

### **35. Offences and penalties.**

- (1) A person who—
  - (a) knowingly or negligently gives false or misleading information;
  - (b) refuses or neglects to provide information which the authority may reasonably require for the purposes of the enforcement of this Code; or
  - (c) refuses without lawful excuse to admit an officer or an agent of the authority into the premises of his or her business enterprise or otherwise obstructs any inspection by an officer or agent of the authority,

commits an offence and is liable on conviction to a fine not exceeding three million shillings or to imprisonment for a term not exceeding two years or both.

- (2) Where an offence is committed by a body of persons, then—
  - (a) in the case of a body corporate other than a partnership, every director or officer of the body is deemed also to have committed that offence; and
  - (b) in the case of a partnership, every partner or officer of that body is deemed to have committed that offence.

### **36. Transitional provisions.**

Notwithstanding the repeal of the Foreign Investments (Protection) Act and the Foreign Investments Decree, 1977, on the coming into force of this Code, a certificate for an approved business enterprise under those laws shall continue in force in accordance with its terms and conditions and may be reviewed by the authority upon the application of the investor for that purpose.

## **SCHEDULES**

### *First Schedule.*

s. 7.

#### **Proceedings of the board.**

##### **1. Meetings of the board.**

(1) The board shall, for the transaction of its business, meet at least once every month at such time or place as the chairperson may determine.

(2) There shall preside at a meeting of the board—

(a) the chairperson;

(b) in the absence of the chairperson, such member as the members present may elect to preside.

(3) Questions proposed at a meeting of the board shall be determined by a simple majority of votes of the members present; and in the case of equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.

(4) Where a member of the board is for any reason unable to attend a meeting of the board, the authority which appointed him or her may, in writing, appoint another person to attend the meeting in his or her stead, and that person shall be deemed to be a member for the purpose of that meeting.

(5) The board may invite a person who is not a member to any of its meetings for consultations, and that person may participate in the deliberations but shall have no right to vote.

##### **2. Quorum.**

Eight members of the board shall form a quorum at every meeting of the board.

##### **3. Minutes of meetings.**

The executive director shall keep minutes of every meeting of the board and every meeting of a committee established by it.

##### **4. Disclosure of interest.**

(1) If a person is present at a meeting of the board at which a matter

is the subject of consideration and in which matter that person or his or her spouse is directly or indirectly interested in a private capacity, he or she shall as soon as practicable after the commencement of the meeting disclose that interest and shall not, unless the authority directs otherwise, take part in any consideration or discussion, or vote on any question relating to that matter.

(2) A disclosure of interest made under this section shall be recorded in the minutes of the meeting at which it is made.

*Second Schedule.*

s. 13.

**Priority areas.**

1. Crop processing
2. Processing of forest products
3. Fish processing
4. Steel industry
5. Chemical industries
6. Textile and leather industry
7. Oil milling industry
8. Paper production
9. Mining industry
10. Glass and plastic products industry
11. Ceramics industry
12. Manufacturing of tools, implements, equipment and machinery
13. Manufacture of industrial spare parts
14. Construction and building industry
15. Meat processing
16. Tourism industry
17. Real estate development industry
18. Manufacture of building materials industry
19. Packaging industry
20. Transport industry
21. Energy conservation industry
22. Pharmaceutical industry
23. Banking
24. High-technology industry
25. Telecommunication services

*Third Schedule.*

s. 22(2).

**Activities where a foreign investor is not eligible for investment incentives.**

1. Wholesale and retail commerce
2. Personal services sector
3. Public relations business
4. Car hire services and operation of taxis
5. Bakeries, confectioneries and food processing for the Ugandan market only
6. Postal services
7. Professional services

**History:** Statute 1/1991; L.N. 4/1991; Statute 9/1994, s. 38; S.I. 259/1994; Statute 9/1996, s. 23; Act 11/1997, s. 167.

**Cross References**

Companies Act, Cap. 110.

Cooperative Societies Act, Cap. 112.

Constitution of 1995.

Exchange Control Act, Cap. 171.

Foreign Investments Decree, Decree 18/1977.

Foreign Investments (Protection) Act, 1964 Revision, Cap. 16.

Trade Unions Act, Cap. 223.