

# GOVERNMENT OF RWANDA

## URGENT ELECTRICITY REHABILITATION PROJECT (UERP)

WORLD BANK

## PREPARATION OF GAS LEGISLATION AND REGULATIONS

# DRAFT GAS LAW

Submitted by:

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**1 JUNE 2007**

**LAW NO [XX/2007] OF [DATE] GOVERNING GAS**

**We, KAGAME, Paul  
President of the Republic,**

**THE PARLIAMENT HAS ADOPTED AND WE SANCTION, PROMULGATE THE FOLLOWING LAW, AND ORDER IT TO BE PUBLISHED IN THE OFFICIAL GAZETTE OF THE REPUBLIC OF RWANDA.**

**The PARLIAMENT:**

The Chamber of Deputies, in its session of [Date];

The Senate, in its session of [Date];

Given the Constitution of the Republic of Rwanda of 4 June, 2003, as amended to date, especially in its Articles 62, 66, 67, 88, 90, 92, 93, 108, 118, 121, 183 and 201;

Given the Law No. 39/2001 of 13/09/01 Establishing An Agency for the Regulation of Certain Public Utilities;

Given Law No. 26/2005 of 17 December, 2005 Relating to Investment and Export Promotion and Facilitation;

Given Law No. [ ] of [ ] Establishing Law on Public Procurement

Given Law No. [ ] of [ ] Establishing Law on Expropriation

**ADOPTS:**

**CHAPTER ONE. GENERAL PROVISIONS**

**Article One. Definitions**

In this law, the following words have these definitions:

“Biogas” means gas produced through the conversion of organic matter available on a renewable basis, including, but not limited to: vegetative waste material, including crop residue, wood waste and wood residues; animal waste materials and byproducts, including fats, oils, greases and manures, food wastes and yard wastes; and renewable plant materials, such as feed grains or other agricultural commodities.

“Concession agreement” means a mutually binding agreement between the contracting authority and the concession holder that sets forth the terms and conditions for implementation of a gas pipeline project.

“Customer” means a natural or legal person purchasing gas.

“Development Agreements” are agreements entered into between the Ministry on behalf of the Republic and an investor, and/or between an investor and the National Gas Utility, for the exploration and production of methane gas at Lake Kivu, which may include construction of a power plant to convert the extracted gas to electricity, to be purchased by the National Gas Utility. Development agreements may include risk service agreements, production sharing agreements, power purchase agreements, and other relevant contracts.

“Distribution” is the transport of gas through local or regional pipeline networks with a view to its delivery to customers, but not including supply.

“Environmental Impact Assessment” means an assessment of the likely human environmental health impact, risk to ecological health, and changes to nature that a project may cause.

“Gas” means Natural Gas.

“Gas Operations” include exploration and production, storage, transmission, distribution, supply, trade, import and export of gas.

“Gas Sector Participants” shall mean any natural or legal person engaged in the production, transmission, distribution, system operation, supply, trade or consumption of gas.

“Investor” means a legal entity, including a consortium, entering into development agreements.

“License” means the legal authorization to engage in gas operations.

“Methane” is a major constituent of gas and has the molecular formula CH<sub>4</sub>.

“Monitor” means to investigate and to take all necessary and appropriate steps to obtain fulfillment of regulatory objectives.

“National Energy Agency” means the agency in the gas sector designated to implement national energy planning and programs, under the direction of the competent Ministry.

“National Gas Utility” is the utility responsible for Gas Operations in the Republic.

“Natural Gas” means hydrocarbons that are in a gaseous state at atmospheric conditions of temperature and pressure, including wet mineral gas, dry mineral gas, casinghead gas and residue gas remaining after the extraction or separation of liquid hydrocarbons from wet gas, and non-hydrocarbon gas produced in association with liquid or gaseous hydrocarbons, including methane gas from Lake Kivu. Natural gas shall also mean biogas and gas from biomass or other

types of gas in so far as such gases can technically and safely be injected into, and transported through, the natural gas system.

“Production” of gas means the extraction of gas or the conversion of biogas through any process.

“Regulatory Authority” is the Rwanda Utilities Regulatory Agency established by Law No. 39/2001 of 13/09/2001 establishing an Agency for the Regulation of Certain Public Utilities.

“Renewable Power Source” means a power source that permanently exists in nature and is renewable in whole or part, including, but not limited to, methane gas found in Lake Kivu, and Bio-gas.

“Republic” refers to the Republic of Rwanda.

“Socigaz” refers to the Société de Contrôle de l'Exploitation du Gaz Méthane du Lac Kivu, a bilateral entity established by the Republic and the Democratic Republic of Congo to coordinate development and share concession/royalty fees between the countries regarding the development of methane gas resources at Lake Kivu.

“Storage” is the injection or withdrawal of gas into or from storage facilities.

“Storage Facility” means a facility used for the storage of gas and owned or operated by the National Gas Utility.

“Supplier” means a natural or legal person engaged in Supply of gas.

“Supply” is the delivery and/or sale of gas to retail customers.

“System Operation” means the control and management of gas over transmission or distribution systems and related ancillary services.

“Trade” is the purchase or sale of gas at the wholesale level.

“Transmission” is the movement of gas through a high pressure pipeline other than an upstream pipeline network.

“Transit” is the movement of gas from another country and designated to a third country, through the transmission system of the territory of the Republic.

“UPEGAZ” is the Unit for the Promotion and Exploitation of the Lake Kivu Gas, an arm of the Ministry in charge of gas sector development created by the Cabinet decision of July 16, 1999.

“Upstream Pipeline Network” means a pipeline or a network of pipelines operated and/or constructed as part of a gas production project, or used to convey gas from one or more such projects to a processing plant or terminal.

“Vested Rights” mean rights which have completely and definitely accrued to or settled in a person under current law, which cannot be interfered with by retrospective laws, and of which the individual could not be deprived arbitrarily without injustice.

## **CHAPTER 2. PURPOSE AND POLICY**

### **Article 2. Scope**

The Law shall be referred to as the “Rwanda Gas Law.”

This Law shall be construed liberally in order to permit the development of the Republic gas sector, consistent with controlling international obligations, and to promote public health, safety, and welfare.

The Law shall apply throughout the territory of the Republic. The Law on Public Procurement and any subsequently enacted law governing privately-financed infrastructure projects shall apply to the award of any Development Agreement or Concession Agreement awarded under this Law.

### **Article 3. Purpose**

The purpose of this Law is to identify and implement the policy of the Republic in developing indigenous resources, including methane extraction at Lake Kivu, and to establish the legal framework for development of gas infrastructure and operations in the Republic.

### **Article 4. Application**

This Law applies to all Gas Operation activities.

### **Article 5. Overall Objectives**

The policies identified and implemented in this Law are designed to create a transparent, non-discriminatory and objective contractual and regulatory system that encourages regional cooperation, private investment, sustainable development and energy efficiency, while protecting consumers and the environment.

### **Article 6. Indigenous Resource Development Policy**

It is the policy of the Government of Rwanda in developing indigenous resources in the gas sector to prioritize the development of domestic power generation capacity through exploitation of methane potential at Lake Kivu.

Methane development shall be promoted through:

1. Respect for and adherence to agreements existing as of the effective date of this Law, in a transparent manner, coordinated and consistent with the methodology for entry into and oversight of future development agreements;
2. Establishment going forward of public private sector partnerships for the extraction and development of methane resources from Lake Kivu;
3. Utilization of extracted methane as a source for electricity production in the Republic; and
4. Subsequent additional development of uses of extracted methane over time as appropriate for the public good.

### **Article 7. Gas Framework Policy**

The policy of the Government of Rwanda in establishing the legal framework for gas infrastructure and operations is to:

1. Maximize private sector participation in development of the gas sector;
2. Establish a transparent institutional framework with a clear division of roles and responsibilities, with the Government of Rwanda role being to facilitate development, to provide stimulus for private investment, and to provide effective regulatory oversight, monitoring, and coordination;
3. Promote development of a competitive gas sector in order to maximize economic efficiency;
4. Promote the expansion and improvement of the gas network and services throughout the Republic to meet all reasonable needs of Rwanda citizens;
5. Promote development of gas through private and public investment based on economic and financial criteria considering the amount of efficiency, open access to the national gas network, balance of domestic supply, and environmental impacts;
6. Ensure open access to the gas network in order to promote efficient competition and promote private investment in generation;
7. Promote sustainable development of Renewable Power Sources, while maximizing use of indigenous power sources, including but not limited to, methane gas from Lake Kivu and biogas conversion.
8. Promote cost-effective and sustainable development of rural gas networks;
9. Enhance environmental protection, energy efficiency and conservation initiatives in the gas sector; and

10. Ensure a transparent and predictable institutional framework in order to provide an enabling environment for investment in the energy sector, including, but not limited to, energy development incentives.

### **CHAPTER 3. SECTOR PARTICIPANTS**

#### **Article 8. Ministry**

As set forth in this Law, the role of the Ministry in charge of energy with respect to gas is to:

1. Enter into development agreements negotiated by the National Energy Agency;
2. Grant non-exclusive exploration permits proposed by the National Energy Agency;
3. Ensure the performance of the Republic's responsibilities under all development agreements and exploration permits to which the Ministry is a signatory;
4. Develop policies and plans on at least the following issues:
  - a. optimal achievement of the objectives and policies of this Law;
  - b. encouragement of sufficient investments and development in the gas sector to achieve security of supply;
  - c. environmental protection priorities in the gas sector;
  - d. regional cooperation in the gas sector, including ensuring inter-operability of gas infrastructure and operations in the Republic with neighboring countries in the region to the extent appropriate;
  - e. protection of vulnerable customers, working with other appropriate authorities; and
  - f. improvement and privatization of the National Gas Utility; and
6. Represent the Republic in international organizations pertaining to gas.

#### **Article 9. The National Energy Agency**

As set forth in this Law, the role of the National Energy Agency with respect to gas is to:

1. Assist potential investors to obtain the information they need to determine whether to pursue development opportunities;
2. Ensure that development of gas resources occurs in a transparent and efficient manner;

3. Negotiate, within the parameters set forth by this Law, terms for future development;
4. Oversee existing arrangements for methane gas exploration and oversee future gas development agreements from the perspective of ensuring commercially appropriate operations in the best interests of the Republic.

UPEGAZ shall discharge these responsibilities until the establishment of the National Energy Agency.

### **Article 10. Regulatory Authority**

The role of the Regulatory Authority is to have jurisdiction and authority to regulate the gas sector, including the following:

1. Regulate existing arrangements for methane exploration and future development agreements from the perspective of ensuring safe and technologically appropriate operations;
2. Regulate the gas market in a transparent and nondiscriminatory manner to ensure fair relations among and to protect the rights of all Gas Sector Participants;
3. Create an enabling environment for an efficient, reliable, and cost-effective system of gas production, transmission, and distribution;
4. Create conditions for competition in the production, distribution and supply of gas and prevent anti-competitive activity;
5. Encourage supply and demand-side conservation and efficiency as well as environmentally sustainable practices;
6. Regulate the quality of service at all levels;
7. Promote consumer protection to ensure the fair and nondiscriminatory treatment of all consumers;
8. Ensure fair and nondiscriminatory third-party access to the transmission and distribution networks;
9. Establish conditions related to international trade in gas, ensuring compatibility with international technical requirements;
10. License gas operations;
11. Establish tariffs and tariff methodologies;

12. Issue rules within its competency, consistent with the terms of this Law including, but not limited to, rules concerning: practice and procedure before the Regulatory Authority; fee schedules for applications and proceedings before the Regulatory Authority; confidential information protection and disclosure; licensing; tariff and tariff methodologies; commercial codes and technical and safety criteria; terms and conditions for connection and access to the networks; minimum requirements for balancing of the gas transmission system; minimum requirements for transmission company maintenance and development of the transmission and distribution system networks, including interconnection capacity; consumer protection; financial accounting and uniform systems of accounts; dispute resolution; monitoring, audit, and inspection; and the enforcement of laws, rules and Regulatory Authority decisions;
13. Approve investment plans for transmission and distribution of gas;
14. Resolve disputes among Gas Sector Participants, consistent with the law establishing the Regulatory Authority;
15. Regulate standards of service, codes of conduct, and accounting requirements for licensees;
16. Monitor, inspect, and audit license applicants and holders, including, but not limited to, physical facilities, financial and other records, to ensure compliance with this Law and Regulatory Authority rules, license, tariffs, and other decisions;
17. Conduct investigations concerning matters within Regulatory Authority jurisdiction, with authority to subpoena witnesses and records from all Gas Sector Participants;
18. Issue annual reports and other public information about the Regulatory Authority;
19. Approve, monitor, and enforce the unbundling of assets, divestiture, and formation of any new company for the generation, transmission, or distribution of gas pursuant to Chapter 12;
20. Require submittal of information and/or testimony from any Gas Sector Participant reasonably necessary to assist the Regulatory Authority in the exercise of its obligations under this Law;
21. Retain the right to request and to promptly receive information from other Rwanda state and local governmental authorities related to matters under the Regulatory Authority's jurisdiction, and cooperate with responsible governmental authorities with respect to the matters within the scope of this Law;
22. Impose penalties and otherwise enforce regulatory obligations; and
23. Take any other actions reasonably incidental to the objectives of the Regulatory Authority as set out in this Law.

In addition to the powers and responsibilities granted to the Regulatory Authority in this Law, the Regulatory Authority shall retain any powers and responsibilities bestowed upon it through other effective legislation, including, but not limited to Law No. 39/2001 of 13 September 2001 Establishing An Agency for the Regulation of Certain Public Utilities Law and the companion Rwanda Electricity Law.

#### **Article 11. National Gas Utility**

The role of National Gas Utility, prior to privatization, with respect to gas development and operations is to:

1. Act as one of the recipient contracting parties for gas and electricity derived from extracted methane at Lake Kivu and from gas supplied by independent gas producers;
2. Own and operate any future state-owned transmission grid and storage facilities for gas;
3. Act as an importer, distributor and supplier of gas within the Republic.

#### **Article 12. Socigaz**

As set forth in this Law, the role of Socigaz is to provide a bilateral international framework to monitor and govern the exploitation of Lake Kivu gas until any recission of that treaty. The Republic shall be responsible for all dealings with Socigaz, and shall implement any requirements of Socigaz through Republic law and regulations with respect to gas operations within the Republic. The Republic may select and negotiate with private parties concerning any gas operations within Republic waters on Lake Kivu, and may establish the financial conditions of any such agreements with respect to the terms of exploitation. Socigaz direct authorization to private parties for conduct of gas operations in Lake Kivu is not required.

### **CHAPTER 4. GAS SECTOR DEVELOPMENT.**

#### **Article 13. Ownership and Control**

Gas subsoil resources located in the Territory of the Republic, and all methane gas resources in the waters of the Republic, including Lake Kivu, are state property. Land ownership rights and water use rights shall not entail the ownership or exploitation right of gas resources in the subsoil or methane gas in the water column.

The Republic has the exclusive and sovereign right to explore and exploit gas resources within the Territory of the Republic, including any portion beneath or within the Rwandan waters of Lake Kivu or portion of the Lake's slope, terrace or areas which are or may be subject to Rwandan jurisdiction.

No person shall engage in any gas operations involving exploration or production of gas resources in the Republic without having previously obtained approval to do so through:

1. Agreements entered into with the Republic vesting rights prior to the effective date of this Law, or development agreements entered into with the Ministry on behalf of the Republic after the effective date of this Law; and
2. A license for usage of gas resources issued by the Regulatory Authority.

#### **Article 14. Priorities**

The Republic shall explore and exploit methane resources at Lake Kivu in the following manner:

1. All existing international treaties for development of methane resources at Lake Kivu shall be respected;
2. All existing non-contested agreements, memoranda of understanding, pilot programs and feasibility studies entered into with the Ministry shall go forward in accordance with their terms within the framework of this Law to the extent possible without destroying any vested rights;
3. The organization of methane resource development at Lake Kivu shall be supervised and organized by the Ministry, National Energy Agency and the Regulatory Authority as set forth in this Law;
4. The priority for development of methane resources at Lake Kivu shall be electrification and domestic use;
5. Additional methane resource development may include construction of a pipeline for domestic or international gas transmission and distribution, to be owned by National Gas Utility or a private investor, so long as such the pipeline supply requirements are fully compatible with the electrification priority listed in the sub-paragraph above.

#### **Article 15. Agreements and Licenses**

Gas operations may be conducted fully or partially by the Republic or by legal and physical entities in compliance with existing agreements, development agreements concluded and licenses issued under this Law.

#### **Article 16. Centralized Data Bank**

The National Energy Agency shall identify all existing agreements, memoranda of understanding, pilot programs and feasibility studies entered into by and on behalf of the Republic with respect to development of methane resources at Lake Kivu, and shall record them and any future development agreements in a centralized data bank.

Information maintained on the centralized data bank shall, to the extent not containing confidential business information, be open to the public and accessible to potential investors.

#### **Article 17. Treatment of Existing Vested Rights**

Vested rights obtained by investors through any agreements entered into prior to the effective date of this Law shall be respected. Any project developed under such an agreement must obtain a license from the Regulatory Authority in accordance with processes and criteria set forth in regulations to be published by Regulatory Authority, and shall be regulated by Regulatory Authority in accordance with this Law.

All development of methane resources going forward from the effective date of this Law, including any future development referenced, contemplated or anticipated in existing memoranda of understanding or other documents but not creating vested rights, shall be organized and adhere to the processes and requirements of this Law as set forth in subsequent Articles.

### **Article 18. Organization of Future Development**

All future development relating to methane development at Lake Kivu shall be established in the following manner:

1. Within three months following the effective date of this law, the National Energy Agency shall post, assess and report on the status of all agreements, memoranda of understanding, pilot programs and feasibility studies relating to the development of methane resources at Lake Kivu existing as of the effective date of this Law, and shall post all non-confidential information relating to the same in the centralized data bank available to potential investors. These postings shall identify the nature and scope of existing vested rights.
2. Within six months of the effective date of this law, the National Energy Agency shall provide a reasoned assessment of the need for development projects additional to those established through vested rights from agreements existing prior to the effective date of this Law. In so assessing, the National Energy Agency shall consult with the Ministry, the Regulatory Authority, National Gas Utility and other stakeholders.
3. Within nine months of the effective date of this law, based upon its reasoned assessment, The National Energy Agency shall post an open invitation to potential investors to propose development projects additional to existing projects with vested rights.
4. The invitation shall require as elements of any response:
  - a. The forms and parameters of exploration and/or production of gas proposed by the potential investor consistent with the parameters of this Law;
  - b. The potential investor's financial and technical abilities to perform its responsibilities as proposed in its response, including its experience and a list of representative projects carried out by the potential investor in the last five years;
  - c. The potential investor's proposed financial assurances for completing its responsibilities as proposed in its response; and

- d. When relevant, a preliminary consent from any private land owner for the use of its land when conducting extraction or transportation operations.

5. Within twelve months of the effective date of this law, based on the response to the invitation set forth in the preceding provision of this Article, The National Energy Agency shall determine whether to organize a general tender for the award of future development rights or whether to pursue individual negotiations for the award of such rights. In making such a determination, the National Energy Agency shall utilize the procedures that secure the most favorable conditions for the Republic, and may cause any investigation, negotiation or consultation to be made as it considers necessary before entering into development agreements.

### **Article 19. Parameters of Development Rights**

Any award of gas development rights after the effective date of this Law, whether by tender or individual negotiations, shall be governed by the following requirements:

1. All awards shall embrace the concept of private and public partnership, meaning the Republic as owner of the methane gas resources shall through development agreements receive a share of the production or its equivalent value obtained from areas on which exploration and operation rights are granted, whether by product allocation or by royalty, and the investor shall be subject to work obligations and operational control by the Republic as set forth in development agreements to ensure a sustainable and environmentally sound exploitation of the Republic's hydrocarbon wealth.
2. Model development agreements shall be posted and used in any award of development rights.
3. The process shall comply with the laws on public procurement and private infrastructure investment.

In addition to the award of such development rights, for the purpose of obtaining geological information and/or testing extraction technologies, the National Energy Agency may propose, and the Ministry may grant, non-exclusive exploration permits, within specified areas, for the purposes of carrying out geological and geophysical surveys.

### **Article 20. Model Development Agreements**

The model development agreements referenced in Article 19 of this Law may include:

1. A risk service agreement;
2. A production sharing agreement; and
3. A gas sales agreement for the sale of gas to the National Gas Utility or other operators.

**Article 21. Risk Service Agreement**

The risk service agreement referenced in Article 20 of this Law shall be an agreement concluded between the Ministry on behalf of the Republic and an investor, under which the investor is granted the right, for a specified period and within a specified area, to conduct gas exploration activities.

**Article 22. Production Sharing Agreement**

The production sharing agreement referenced in Article 20 of this Law shall be an agreement concluded between the Ministry on behalf of the Republic and an investor under which, for a specified period of time and within a specified area of the Republic, the investor is granted an exclusive right to perform gas operations for a share of the gas produced. The investor shall assume the obligation to perform the contracted operations at its own risk and expense. The Republic shall receive the remaining share of gas produced, and/or a royalty on production, and shall assume obligations to ensure that the Republic honors its contractual agreement with the investor in accordance with this Law and the terms of the development agreements.

**Article 23. Consortiums**

If an investor entering into development agreements is a consortium association of legal entities which is not itself a legal entity, then each member of the consortium shall have joint and separate rights and responsibilities specified in the development agreements and license for usage of gas resources.

**Article 24. Development Agreement Terms**

The terms of development agreements shall be separated into exploration and production periods and collectively shall, at a minimum, address the following issues:

1. The area in which the investor is entitled to engage in gas operations and whether its rights are exclusive or shared;
2. The financial mechanisms to ensure investor performance of its obligations, which may include the obligation of the investor to post a bond or other guarantee with surety, may include:
  - a. The minimum amount of the preliminary work agreed upon (*e.g.* drilling) and costs for such work;
  - b. Conditions for reimbursement of costs and conditions for production sharing;
  - c. Principles for determination of the price at which the gas shall be sold to the National Gas Utility and to any other relevant purchaser;
  - d. The ownership right for the gas produced;

- e. The legal status, functions and obligations of the operating company created for performance of the gas operations;
- f. Bonus determinations, terms of payment of bonuses and other taxes;
- g. Terms and rules for development and financing and annual work projects on gas exploration;
- h. Procedures for implementation of the responsibility for minimal work related to gas exploration and assessment and revision of that responsibility;
- i. Ownership rights for property, including technology, developed and geological information received and generated, over the life of the project;
- j. Terms for transportation of raw materials;
- k. The investor's obligation, if any, subject to requisite approvals, to construct pipelines, bridges, roads, storage facilities, houses, landing fields, radio towers and communication facilities;
- l. Upon discovery of methane resources, the terms and mechanisms of appraisal of commercial potentials and preparation of development plans subject to approval by the National Energy Agency and the Regulatory Authority;
- m. The scope of the investor's obligation to store and/or transport gas to points of sale or export from the area in which the investor is explore for or produce gas;
- n. Terms for addressing environmental concerns, including methods and amounts of sub-surface disposal of industrial wastes;
- o. Safety obligations;
- p. Insurance;
- q. Force Majeure provisions;
- r. Dispute resolution mechanisms, which may include terms in accordance with generally accepted international arbitration practice;
- s. Decommissioning;
- t. Rules for calculation of gas reserves and the recording of the amount and quality of gas being produced, remaining in the subsoil and lost;
- u. Accounting procedures;

- v. Other relevant provisions specific to the particular project which do not contradict this Law.

The maximum term of any development agreement and/or license for usage of gas resources for a particular project is twenty-five (25) years. The parties may divide this overall term into an exploration period and a production period, addressed by a risk service agreement and a production sharing agreement, respectively.

#### **Article 25. Amendments**

Development agreements may be amended pursuant to the written consent of the parties, provided they do not contradict relevant licensing provisions. If the proposed amendments affect licensing provisions, the consent of the Regulatory Authority consent must also be obtained.

If following the adoption of this Law, changes or terms are created by legislative or normative acts, affecting only the investors on similar investments, which reduce the economic value of the development agreements for the investor contrary to the terms of the development agreement, then the investor shall receive appropriate compensation. This provision does not extend to requirements relating to environmental protection or safety.

#### **Article 26. Risk Service Agreement Terms**

Risk service agreements shall include the following provisions:

1. The investor shall pay all costs relating to relevant studies and exploration of gas and undertake risk in the event of failure;
2. In the event of successful exploration of gas resources, the decision whether to produce gas and conduct further operations shall be made by the Ministry on behalf of the Republic; and
3. The means pursuant to which the investor shall recover its expenses in the event of successful exploration of gas, including, but not limited to, payment by gas or the right to purchase the gas at production cost.

#### **Article 27. Production Sharing Agreement Terms**

Production sharing agreements shall address the following issues:

1. The principles, rules and procedures for reimbursement of the investor of its costs and expenses, including financing;
2. The principles, rules and procedures for reimbursement costs incurred by the Republic prior to award to the investor of the rights for exploration and production in the area, provided that such costs and expenses are recognized by the investor under the agreement;

3. The amount of produced gas to be allocated to the Republic, with the procedures for calculating this amount specified;
4. The rules and procedures for distribution of profits between the investor and the Republic;
5. The rules and procedures for payment of taxes, customs duties, license fees and other levies and bonuses;
6. Distribution of rights of export;
7. Financial and accounting procedures, including the currencies used.

**Article 28. Gas Purchase Agreement Terms**

The gas purchase agreement with the National Gas Utility for purchase of gas shall address the allocation of the cost of development of any pipeline from the gas source to the power plant.

**Article 29. Transfer of Rights**

The investor shall have the right to transfer, in whole or in part, its rights and obligations under development agreements and the license for usage of gas resources to an affiliated company without consent of the other signatories. In such transfers, the investor remains responsible for the fulfillment of the transferred rights and obligations. The Ministry and the Regulatory Authority shall be informed in writing by the investor, within the terms of the development agreements, regarding the transfer of rights and obligations under the development agreements and license for usage of gas resources.

Upon the receipt of consent in writing from the Regulatory Authority, the investor shall have the right to transfer, in whole or in part, its rights and obligations under development agreements or its license for usage of gas resources to a third party, provided that the third party has sufficient financial and technical resources and experience to perform the transferred obligations. The investor shall submit a written notice of a proposed transfer and all necessary supporting documentation to the Regulatory Authority. Within ninety (90) days of the receipt of a complete notice, the Regulatory Authority shall notify the investor in writing regarding its consent or refusal, including any conditions, providing the reasons in case of refusal or added conditions. The approval of a transfer shall not be unreasonably withheld. In the case of such a transfer of rights and obligations, wholly or partially to a third party, the investor shall not be responsible for, nor benefit from, transferred rights and obligations.

**Article 30. Repatriation**

The investor shall be entitled to:

1. Repatriate over a reasonable period the capital investment actually brought into the country in foreign exchange or other assets and registered with the Central Bank;

2. Retain abroad all foreign exchange representing proceeds arising from sales accruing to the contractor over and above
  - a. the foreign exchange to be converted into local currency in an amount sufficient to cover, or equivalent to, the local costs for administration and operations; and
  - b. revenues due the Republic: *Provided, however,* That the Ministry and the Investor shall stipulate in the development agreements the currency in which the Republic's revenues are to be paid;
3. Convert into foreign exchange and remit abroad at prevailing rates no less favorable to the investor than those available to any other purchaser of foreign currencies, any excess balances of their local currency earnings from gas production and sale over and above the current working balances they require; and
4. Convert foreign exchange into local currency for all purposes in connection with its gas operations at prevailing rates no less favorable to investor than those available to any other purchaser of such currency.

### **Article 31. Termination**

The signatories to the development agreements may terminate the agreements only according to the procedure set out in the development agreements.

In order to avoid anticipated loss caused by any abandonment of the development agreements prior to their termination dates, the development agreements shall include provisions for the establishment of a special escrow account. The investor is obligated to have this fund established at the execution of the development agreement or to contribute to the account during the lifetime of the development agreements as provided by their terms.

### **Article 32. Joint Development**

Joint development of a field means the coordination of production operations between two or more investors, in one field, which extends within boundaries of each investors' assigned area.

If joint development of a field is required, investors may conclude a written agreement regarding the same, which shall be approved by the Regulatory Authority. If investors are unable to reach agreement on joint development of a field, the issue shall be settled by the Regulatory Authority consistent with its dispute resolution mechanisms. The result of such a dispute resolution may be appealed to the court.

### **Article 33. Usage**

Open flaring of gas without just cause and prior written authorization from the Regulatory Authority is prohibited.

The Regulatory Authority may grant an investor a waiver from the first provision of this Article in the relevant license, in cases of

1. Drilling, testing or maintenance;
2. Pipe or equipment breakage; or
3. Force Majeure.

**Article 34. Investor Obligations**

Investors shall have the following obligations during the term of their development agreements:

1. To select the most efficient methods and technologies while carrying out gas operations based on accepted international and national specific standards of the gas industry;
2. To use their assigned areas only for the purposes set out in the development agreements and the license for usage of gas resources;
3. To comply with Rwandan legislation, environmental and security requirements;
4. Not to obstruct other persons from moving freely in the assigned area, provided such movement does not prevent performance of the agreed-upon and licensed gas operations or compromise system security;
5. To give preference to equipment, materials and products made in the Republic if their ecological and technological properties, prices, operating parameters and terms of supply are competitive;
6. To give preference to services of Rwandan enterprises during the performance of gas operations, provided that such services are competitive in terms of price, efficiency and quality;
7. To give preference to equally qualified Rwandan employees while performing gas operations;
8. To submit work programs and complete information on the implementation of the project to the National Energy Agency and the Regulatory Authority;
9. To pay all Rwandan taxes and other compulsory fees within the time allowed;
10. To restore, at their own expense, land and other property adversely affected by performance of the gas operations; and
11. To fulfill contractual obligations as set forth in their development agreements.

Taxes, terms of wages, schedule of working days and holidays, security and social insurance of the citizens of the Republic employed by the investor shall be determined by Rwandan legislation.

**Article 35. Confidentiality and Technology Development**

Initial geological, geophysical, geo-chemical information, data on their interpretation, operational data, samples obtained while conducted activities, and technology developed during gas operations are property of the Republic of Rwanda. The investor may use, free of charge, such information, data, samples and technology only for the performance of licensed gas operations, assuring the confidentiality of such information.

**Article 36. Environmental Impact Assessments**

Each project shall require an Environmental Impact Assessment to be reviewed and approved by the Ministry responsible for environmental protection.

**CHAPTER 5. GAS SECTOR STRUCTURE**

**Article 37. Sector Framework**

The National Gas Utility or a private party may own and operate any storage facilities and transmission and/or distribution pipeline connected to transmission pipeline for gas developed within the Republic, and shall carry out storage, transmission, distribution, supply, trade and export operations.

Ownership and operation of storage and transmission facilities shall be monopoly activities, and the Regulatory Authority shall issue one license each for these two activities. Other gas operations may occur on a non-monopoly basis.

Development of storage facilities and gas pipeline infrastructure shall occur through the issuance of concession agreements in which private investors may participate with or without the National Gas Utility with respect to storage and transmission, and with or without the National Gas Utility with respect to distribution.

**Article 38. Sector Development**

Development of the gas sector shall proceed in the following manner:

1. The Ministry shall, in consultation with the Regulatory Authority and the National Gas Utility, issue a development plan, including a timetable, for the development of an operational gas transmission and distribution network in the Republic to serve domestic consumers.
2. The development plan shall provide a schedule for the issuance of concession agreements to develop transmission and distribution pipeline infrastructure.

**Article 39. Bilateral Agreements**

The conditions of concession agreements and gas operation licenses shall be compatible with the provisions of any relevant bilateral gas development or trade agreements entered into between the Republic and neighboring countries.

**Article 40. Concession Agreements**

Concession agreements shall be entered into between the Ministry on behalf of the Republic, and the concession holder based on model concession agreements to be developed and published by the Regulatory Authority, which shall approve the entry into effect of all such concession agreements.

The Regulatory Authority shall confer with the Ministry, the National Gas Utility and other interested sector participants as to the appropriate contents of model concession agreements. Without limitation, such agreements shall include terms addressing:

1. The scope of the concession granted, including its geographical location and temporal duration;
2. The technical and financial requirements of the concession holder;
3. The approval of technical data and drawings;
4. Guidelines for sustainability;
5. Royalties;
6. Provisions for protection of the environment.

The process through which concessions shall be granted is as follows:

1. The Ministry, after consultation with the National Energy Agency and the National Gas Utility, shall identify from time to time as the Regulatory Authority deems appropriate, when a call for issuance of a concession should be made;
2. The Ministry shall issue, or shall direct the National Energy Agency to issue, the proposed general terms of a concession and shall delineate a public tender process for the grant of the concession;
3. The Ministry shall review, or shall direct the National Energy Agency to review, the responses to any tender and shall choose the winner; and
4. The Ministry shall assure that the final concession agreement shall follow the parameters of model concession agreements issued publicly prior to any tender.

**Article 41. Storage**

The storage license holder, pursuant to a storage license, shall construct, operate and maintain facilities related to storage in order to ensure security and efficiency of supply to customers, accommodate seasonal, daily and hourly variations of consumption, ensure the physical balance of the system, and fulfill license obligations. Third party access to storage facilities shall be assured over time in compliance with license and rule requirements to be developed by the Regulatory Authority, which shall also set the technical standards for such storage facilities.

**Article 42. Transmission**

The transmission license holder shall be responsible for the development, maintenance and operation of the Republic's transmission pipeline infrastructure and for coordination of the operation of the transmission pipeline infrastructure with any connected distribution pipeline.

**Article 43. Distribution**

A distribution license shall be granted for a geographical zone that is determined by taking into account all the elements that will enable the profitable and efficient development of the distribution system, as well as development plans approved by relevant authorities.

The Regulatory Authority shall determine the geographical zone taking into account the views of relevant local authorities.

Distribution license holders shall act as distribution system operators when connected to the transmission pipeline network and shall ensure the safe and efficient operation of their distribution networks and their inter-operability with the transmission network.

**Article 44. Access**

The transmission company license holder and distribution license holders shall grant access to use of its gas pipeline upon terms established by the Regulatory Authority.

**Article 45. Supply**

A distribution concession agreement, and issuance of a distribution license, shall include the right to issuance of a supply license.

**Article 46. Import and Export**

An application for an import and/or export license may be submitted simultaneously with an application for a transmission or distribution license, and if the transmission or distribution license is successful, shall be granted at that time.

**Article 47. Transit**

Transit of gas shall be conducted by the transmission license holder in accordance with this Law, applicable Republic treaties and Regulatory Authority regulation. The transmission license holder may undertake development of transit capacities consistent with the Ministry's development program identified in Article 38 of this Law. Transit contracts and any allocation of capacity thereby shall be accomplished in compliance with concession agreement and license terms and Regulatory Authority regulations regarding producer rights to access to the network.

**Article 48. Trade**

Any person seeking to sell gas for re-sale shall obtain a trade license from the Regulatory Authority.

**CHAPTER 6. LICENSES**

**Article 49. Licenses**

The Regulatory Authority shall license, for specific time periods, the following gas sector operations:

1. Usage of Gas Resources;
2. Storage;
3. Transmission;
4. Distribution;
5. Supply;
6. Import/Export; and
7. Trade.

No gas operation may be carried out by anyone other than license holders, in accordance with the terms of their licenses and this Law. No license may be granted for longer than 25 years. Licenses may be renewed.

The Regulatory Authority regulations shall provide for licensing procedures and criteria that are consistent with the objectives and policies of this Law, including, but not limited to criteria relating to:

1. The safety and protection of persons and property;
2. Technical requirements of the network facilities and associated equipment, including compliance with applicable Bureau of Standards requirements;

3. Protection of consumers with a view to providing high quality services and achieving optimum prices;
4. Protection of the environment from impact of gas sector activities, including an Environmental Impact Assessment approval by the competent agency;
5. Developing competition in the gas market;
6. Ensuring the initial and ongoing financial and technical qualifications of the applicant;
7. Appropriate use of public and private land;
8. Energy efficiency and encouragement of supply and demand management tools;
9. Initial and ongoing technical and financial capacity of the applicant to carry out the licensed activities, including, but not limited to, minimum capitalization requirements and surety arrangements;
10. An applicant's criminal or financial history; and
11. The imposition of public service obligations relating to security of supply to citizens of Rwanda, regularity, quality, and price of supply, and to environmental protection, energy efficiency, climate protection, and prioritization of use of indigenous and Renewable Power Sources; and
12. Monitoring, reporting, and enforcement requirements.

The process established by the Regulatory Authority for obtaining a license as set forth in its regulations shall provide an opportunity for consumers and other interested parties to participate meaningfully.

If the Regulatory Authority refuses to grant an authorization, the basis for doing so must be objective, non-discriminatory, transparent and provided to the applicant in writing. Bases for denial shall be limited to:

1. Non-fulfillment of a condition set forth in the Regulatory Authority's licensing;
2. The applicant is in bankruptcy, liquidation, or legal reorganization;
3. The Regulatory Authority has withdrawn or suspended the applicant's license within the last five years;
4. The proposed construction or operation of a distribution system is in an area in which a concession or license has been granted to another entity and the existing or proposed capacity has been saturated; or

5. The applicant is not a legal person registered to do business in the Republic.

The Regulatory Authority may order a licensee to continue providing compensated service temporarily if required for public health, safety, or welfare even if the licensee's license has expired.

Amendments or transfers of licenses may be granted only upon the Regulatory Authority's consent, which shall not be unreasonably withheld. The Regulatory Authority may mandate transfer of a license from a license holder that is bankrupt or otherwise unable to perform the licensed activity.

The Regulatory Authority may suspend or revoke a license upon the request of the license holder; gross or repeated violation of the law, regulations or license obligations; or license holder bankruptcy, liquidation or legal reorganization.

#### **Article 50. Usage of Gas Resources Licenses**

Licenses for the usage of gas resources shall be awarded in conjunction with development and concession agreements signed by the Ministry. A license for use of gas resources in the area specified in a production sharing agreement or concession agreement shall be issued by the Regulatory Authority within thirty days of the conclusion of the production sharing agreement or concession agreement. The license shall confirm the granting to the investor of the exclusive rights of usage and performance of operations for implementation of the production sharing agreement or concession agreement. Provisions of the license for usage of gas resources shall be identical to provisions stipulated in the production sharing agreement or concession agreement.

#### **Article 51. Fees**

The Regulatory Authority shall set fees for license applications and shall set annual fees to be paid by license holders. The fees shall be based upon a calculation of the Regulatory Authority's operational costs. Annual fees may be based upon the license holder's revenues.

### **CHAPTER 7. TARIFFS**

#### **Article 52. Tariffs**

The Regulatory Authority shall set tariffs pursuant to regulations to be published by the Regulatory Authority. The Regulatory Authority may choose to eliminate regulated pricing for a type of gas operation (*e.g.* supply) if and when it determines competitive market pricing can be sustained.

The process established by the Regulatory Authority for setting tariffs as set forth in its regulations shall provide an opportunity for consumers and other interested parties to participate meaningfully.

Tariffs shall be based on the cost, including capital financing costs, of assets used and useful in providing service and their maintenance and operation, and shall include a reasonable profit. Performance based pricing and benchmarking may be used, and quality of service may be a factor upon which the level of profit allowed may be based. In setting performance incentives in any tariff methodology, the Regulatory Authority shall establish baselines below which profit levels may be reduced and above which profit levels may be increased.

Tariffs shall encourage improvement of energy efficiency and supply and demand side management, through use of preferences for Renewable Power Sources or indigenous sources of energy, and other mechanisms

Gas license holders subject to regulated pricing shall, in their internal accounting, keep separate accounts for each of their activities as they would be required to do if the activities in question were carried out by separate companies, with a view to avoiding discrimination, cross-subsidization and distortion of competition. The internal accounts shall include a balance sheet and a profit and loss account for each activity. Such license holders shall comply with internal accounting rules for the allocation of assets and liabilities, expenditure and income as well as for depreciation to be published by the Regulatory Authority. The accounts shall indicate in notes any transaction of a certain size conducted with related entities, as to be determined by the Regulatory Authority in its regulations. In addition to publishing regulations regarding how license holders shall keep their accounts consistent with this Article, the Regulatory Authority may at any time perform audits to ascertain compliance with the provisions of this Article and its regulations.

## **CHAPTER 8. MONITORING**

### **Article 53. Monitoring**

The Regulatory Authority shall monitor production sharing agreements, concession, and license operations for compliance with this Law, pertinent regulations, concession agreements and license obligations.

To aid in its performance of its monitoring duties, the Regulatory Authority may request, and investors, concession holders, license holders and consumers must provide, any information relevant to the Regulatory Authority's duties. The Regulatory Authority may inspect all concession and license holder premises in accordance with terms contained in regulations issued by the Regulatory Authority. The Regulatory Authority may require license holders to report data pertaining to license compliance, including, but not limited to, technical and safety information, environmental data, stability of source, and financial information concerning operations.

The Regulatory Authority shall preserve the confidentiality of any sensitive business information it receives in accordance with protocols to be published by the Regulatory Authority.

### **Article 54. Market Monitoring**

The Regulatory Authority shall monitor the development of the gas market for any instances of unfair competition or abuse of market power, and shall bring appropriate enforcement action pursuant to the Law Establishing An Agency for the Regulation of Certain Public Utilities.

## **CHAPTER 9. SETTLEMENT OF DISPUTES RELATED TO GAS**

### **Article 55. Dispute Resolution**

The Regulatory Authority shall resolve disputes relating to gas as follows:

1. Disputes between customers and suppliers shall be resolved, in the first instance, through a supplier's internal dispute resolution mechanism. The Regulatory Authority shall approve the supplier's dispute resolution mechanism before issuance of a supply license. If the dispute is not resolved in the first instance to the satisfaction of either party, the dispute shall then be reviewed by the Regulatory Authority, which may use consultants to resolve the dispute individually or in the aggregate, if the dispute shares characteristics with other disputes before the Regulatory Authority. Any party may appeal the Regulatory Authority's decision resolving the dispute to Court.
2. Disputes between or among license holders shall be reviewed by the Regulatory Authority in accordance with procedural regulations to be published by the Regulatory Authority. The Regulatory Authority may choose to resolve the dispute through the use of one or a panel of international experts, with the costs of such experts to be borne equally by the parties to the dispute. Any party may appeal the Regulatory Authority's decision resolving the dispute to Court.
3. Disputes regarding concession or development agreements shall be resolved in accordance with the mechanisms included in their terms.

## **CHAPTER 10. EMERGENCIES**

### **Article 56. Safeguard Measures**

In the event of a sudden crisis in the gas market or where the physical safety or security of persons, apparatus or installations or system integrity is threatened, the National Energy Agency may undertake the necessary temporary safeguard measures in coordination with other relevant authorities.

Such measures shall cause the least possible disturbance to the functioning of the internal market and shall not be broader in scope than is strictly necessary to remedy the sudden difficulties which have arisen.

## **CHAPTER 11. RIGHTS OVER LAND**

### **Article 57. Condemnation of Rights of Way**

The Regulatory Authority shall identify rights of way needed with respect to development projects, or construction, reconstruction or maintenance of any production, transmission, distribution, supply or other Gas Operations. The rights of way shall be identified in the related license decision of the Regulatory Authority, and may be identified in a separate decision upon request of the applicant.

Proceedings to condemn such rights of way shall proceed in accordance with the provisions of the laws governing condemnation and expropriation, and shall be made by the agency at the national level responsible for expropriation decisions. The rights of way approved by the Regulatory Authority shall be considered to be projects of national importance for the purposes of expropriation. Once the Regulatory Authority has granted a license or decision including a right of way, and published a notice of the decision in the Official Gazette, no other governmental authority may issue a decision, authorization or license that interferes with the right of way. Any such subsequent decision, authorization, or license issued by another agency that interferes with the right of way approved by the Regulatory Authority shall have no effect. The Regulatory Authority shall determine whether any such decision, authorization or license so interferes with rights of way approved by the Regulatory Authority in accordance with procedures and criteria published in regulations of the Regulatory Authority. No compensation shall be granted by the agency responsible for expropriation for any property constructed in a right of way following publication of the Regulatory Authority right of way decision in the Official Gazette, and no compensation shall be granted based on any increase in value of property within the right of way in anticipation of the condemnation.

#### **Article 58 Interference with Property**

Complaints from license holders regarding interference with their property, including rights of way, shall be brought to the Regulatory Authority pursuant to regulations to be published by the Regulatory Authority. The Regulatory Authority may award damages against anyone found to have interfered with such property. The Regulatory Authority's decision regarding any such complaint, including any penalty, may be appealed by any party to Court.

#### **Article 59 Travel Across Property**

License holders shall have the right to travel across property when needed to carry out licensed operations within the areas delineated in their development agreements, concession agreements, and rights of way. Reasonable notice shall be given in non-emergency situations for any such need to travel across property; travel shall be limited to that minimally needed to perform licensed operations; and the development agreement holder, concession holder and license holder shall compensate the property owner for any damage caused by the travel in proceedings brought before the Regulatory Authority pursuant to regulations to be issued by the Regulatory Authority. Any party may appeal the Regulatory Authority's decision resolving any dispute over travel across property to Court. Rights licensed by the Regulatory Authority to travel shall supersede and annul any local permitting.

#### **Article 60. Interference with Property**

Complaints from investors, concession holders or license holders regarding interference with their property, including rights of way, shall be brought to the Regulatory Authority pursuant to regulations to be published by the Regulatory Authority. The Regulatory Authority may award damages against anyone found to have interfered with such property. The Regulatory Authority's decision regarding any such complaint, including any penalty, may be appealed by any party to Court.

**Article 61. Travel Across Property**

Investors, concession holders and license holders shall have the right to travel across property when needed to carry out licensed operations within the areas delineated in their development agreements, concession agreements and licenses. Reasonable notice shall be given in non-emergency situations for any such need to travel across property; travel shall be limited to that minimally needed to perform licensed operations; and the investor, concession holder and license holder shall compensate the property owner for any damage caused by the travel in proceedings brought before the Regulatory Authority pursuant to regulations to be issued by the Regulatory Authority. Any party may appeal the Regulatory Authority's decision resolving any dispute over travel across property to Court. Rights licensed by the Regulatory Authority to travel shall supersede and annul any local permitting.

**CHAPTER 12. NATIONAL GAS UTILITY PRIVATIZATION**

**Article 62. Privatization Plan**

Decisions regarding the privatization of National Gas Utility shall proceed in the following manner:

1. The Ministry shall prepare a study of potential privatization options, and shall, within the study, choose its preferred privatization option; and
2. In preparing its study, the Ministry shall consult with the Cabinet, other ministries and interested parties.

**Article 63. National Gas Utility Commercialization**

The National Gas Utility shall commercialize its operations by unbundling its accounting functions, adopting uniform accounting standards meeting international norms, for each gas sector function, *i.e.*, gas production, gas transmission, gas storage, gas distribution, gas supply, gas trade and gas export. The Regulatory Authority shall approve the National Gas Utility's system of accounts.

**CHAPTER 13. PENALTIES**

**Article 64. Penalties**

Apart from the powers of the Regulatory Authority set out in Article 10 of this Law, the court may impose on any organization or its director, manager or officer of organization the penalties authorized by this Article and the Penal Code. Any judicial enforcement action shall be referred to the Ministry of Justice for prosecution by the Regulatory Authority.

In securing compliance with this Law, license obligations and Regulatory Authority rules, the Regulatory Authority shall have enforcement authority to the maximum extent permitted under the law.

If gas operations are occurring without a license, the Regulatory Authority is empowered to take all necessary steps to stop the operation thereof.

The Regulatory Authority shall have the authority to apply enforcement measures proportional to the violations using any of the following enforcement measures in its discretion:

1. Oral and written warnings;
2. Inspection of licensed facilities;
3. Concrete demands for action or cessation, to be complied with within a specified time limit;
4. Assessment of a financial penalty comporting with the following:
  - a. The sanction shall not be less than 100,000 and not more than 5,000,000 Rwanda Francs in case of deliberate or negligent violation of individual provisions of the Law or of conditions specified in the license or in regulations issued by the Regulatory Authority;
  - b. The level of the financial imposition shall be commensurate with the gravity of the infringement and, where applicable, with the gross financial benefits derived from the infringement;
  - c. In case of repeated violations, each day of violation may be considered a separate violation and a separate sanction may be assessed by the Regulatory Authority; and
  - d. The Regulatory Authority shall propose a regulation with a schedule of infractions and resulting penalties, after consultation with the Ministry; and
  - e. Suspension, modification, or revocation of a license. Suspension may be partial, meaning that the license holder may be obligated to continue to provide services and perform its duties, to be remunerated for its actual costs only, with no profit during the suspension period. In cases of significant non-compliance, the Regulatory Authority may modify or revoke the license;

Upon the Regulatory Authority's request, all law enforcement agencies in the Republic shall assist it in the enforcement of its decisions.

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Financial penalties collected by the Regulatory Authority in the performance of its right to apply enforcement measures shall be remitted to the Ministry.

Apart from the powers of the Regulatory Authority set out in Article 10 of this Law, the court may impose on any organization or its director, manager or officer of organization the penalties authorized by this Article.

#### **CHAPTER 14. FINAL AND TRANSITIONAL ARTICLES**

##### **Article 65. Repealing Clause**

All laws, executive orders and regulations inconsistent with the provisions of this Law are hereby repealed, provided that no vested rights shall be prejudiced thereby.

##### **Article 66. Effective Date**

This Law shall come into force on the day of its publication in the Official Gazette of the Republic of Rwanda.

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