



TERMS AND CONDITIONS

1. SCOPE OF THE AUTHORIZATION

This authorization is granted to the managed service provider, who must ensure that some of the functions such as operations, resources management and maintenance of licensed ICT service providers are effectively performed.

2. RIGHT AND OBLIGATIONS DERIVED FROM THIS AUTHORIZATION.

- 2.1 Under this authorization, the Managed service provider has the right to operate and provide managed services to the licensed service provider;
- 2.2 Under this authorization, the Managed service provider has the following obligations:
 - a. to operate in compliance with the service level agreement signed with the ICT licensed service provider;
 - b. to actively supporting the complaint of the customers and without preconditions;
 - c. to ensure that his KPIs are directly linked to the efficiency of the ICT licensed service provider;
 - d. to establish, install, maintain, operate and manage the system for the provision of the services as described in the service level agreement signed with the ICT licensed service provider;
 - e. to have sufficient capacity and capability to identify and deal problems before they happen to make the business more efficient;
 - f. to put in place strategic IT planning to improve IT infrastructure and upgrade software;
 - g. to have a track record on delivering proactive service and measurable outcomes;
 - h. to have uniform monitoring, security, support and maintenance tool covering networks and servers up to the terminals;
 - i. to pay on time all required fees provided under relevant Laws, Orders, Regulations and Regulatory Board decision;
 - j. to notify the Regulatory Authority, within ten (10) working days, of any new added services which is out of the scope of this authorization;

- k. comply with the requirements provided under relevant laws and Regulations.

3. DURATION AND RENEWAL OF THE AUTHORIZATION

This Authorization is valid for a period of five (5) years, effective from the date of its signature.

4. RENEWAL OF THIS AUTHORIZATION

Not less than three (3) months before the expiry of this authorization, the Managed service provider may apply to the Regulatory Authority for renewal and the requirements and procedures for the renewal are the same as for the new authorization.

Upon request of the authorization holder, this Authorization may be renewed by the Regulatory Authority, provided that Managed service provider comply with the requirements of all relevant laws and regulations.

5. NOTIFICATION AND APPROVAL OF NEW SERVICES AND SYSTEMS

5.1. the Managed service provider is not authorized to make changes to the system and the services; and/or

5.2. establish, install, maintain, operate and manage any telecommunication system and/or provide any telecommunication service not described in appendix I, except with the notification to the regulatory authority and the prior written approval of the Authority.

5.3. Where the Managed service provider intends to make such changes, or introducing new telecommunication system and/or telecommunication service, he must first seek the approval of the Regulatory Authority.

6. OWNERSHIP AND CORPORATE OBLIGATION

6.1. The Managed service provider's shareholding structure is as contained in the RDB Certificate;

6.2. With regard to ownership structure, the Managed service provider must:

- a. immediately notify the Regulatory Authority in writing of any changes to its ownership and control structure;
- b. immediately notify the Regulatory Authority of any joint venture into which it enters with any person; or entity holding an authorization issued by the Regulatory Authority.

7. APPLICABLES FEES

The Managed service provider must pay to the Regulatory Authority the following:

- a. Application fee;
- b. General Authorization fee;
- c. The regulatory fee as provided for by the board decision and
- d. other fees provided under relevant laws and regulations.

8. AUDITED ACCOUNTS

The Managed service provider shall submit to the Regulatory Authority audited accounts on an annual basis within ninety (90) days immediately after end of the financial year of the authorization.

9. COMPLIANCE WITH THE LAW AND REGULATORY REQUIREMENTS

The Managed service provider must comply with the provision of the ICT Law, Regulation governing cybersecurity, Regulation Governing licensing in electronic communication and other applicable laws and regulations in force of the Republic of Rwanda.

10. PROVISION OF AUTHORIZED SERVICES

The Managed service provider shall;

- 10.1. provide authorized services in accordance with the applicable recommendations of national and international standards;
- 10.2. not be required to provide authorized services, where in the Regulatory Authority's view it is not reasonable to require the authorization to provide the services, including, but not limited to the following circumstances:
 - a. Where it is beyond its control;
 - b. Where it would expose any person engaged in provision of the services to undue risk to health or safety; or
 - c. Where it is not reasonably practicable.

11. REQUIREMENTS TO PROVIDE INFORMATION

The Managed service provider shall;

- 11.1. maintain financial records in accordance with good accounting practices and must make the books and records of accounts available for inspection by the Regulatory Authority.
- 11.2. submit to the Regulatory Authority on an annual basis within 90 days immediately after the end of the financial year of the License the following information:
 - a. Annual reports;
 - b. Audited financial statements;
- 11.3. submit annually to the Regulatory Authority updated system and services on the provision of its services provided in terms of this authorization.

12. SAFETY MEASURES

In respect of services operated, maintained or offered under this Authorization, The Managed service provider shall take proper and adequate safety measures to safeguard life or property, including exposure to any electrical emissions or radiations emanating from equipment or installation from such operations.

13. HUMAN RESOURCE DEVELOPMENT

The Managed service provider shall;

- 13.1. submit to the Regulatory Authority the Human Resource Development Plan outlining strategies towards empowerment of its local staff.
- 13.2. annually furnish the Regulatory Authority the report of implementation of the Human Resource Development Plan.
- 13.3. facilitate participation of its technical staff in training within or outside Rwanda.

14. THE RIGHT TO INSPECT

- 14.1. The Regulatory Authority, or its authorized representative, has the right to inspect systems from which and toward which the services are being provided, as well as to inspect number, quality and content of all services provided by the Licensee in accordance with its authority.
- 14.2. The Regulatory Authority reserves the right to exercise such monitoring of the Service(s), at all material times, as may be required for national security reasons or in the public interest.
- 14.3. The Managed service provider shall, in such a case, make available to the Regulatory Authority all monitoring facilities.

15. CONFIDENTIALITY OF CUSTOMER INFORMATION

The Managed service provider shall not disclose any information about any of its customers to any third party except to the extent that such information is required:

- a. For the purposes of debt collection by the authorization holder from the customer concerned;
- b. For statistical or research purpose provided the information is in such a way that it does not link to a particular customer;
- c. By the authorization holder 's auditors for the purpose of auditing the authorization holder's accounts;
- d. By the authorization holder's attorney(s) in connection with any potential, threatened or actual litigation between the authorization holder and the customer concerned;
- e. By the Regulatory Authority for the purpose of performing its functions;
- f. By an order of the court in respect of legal proceedings between the customer and another party pending in court.

16. MODIFICATION OF THE GENERAL AUTHORIZATION

16.1. Modification of the terms and conditions of this General authorization may only be made upon written approval of the Regulatory Authority;

16.2. The Regulatory Board has the power to make changes and additions to this authorization, with communication of the changes to the Managed service three (3) months prior to the effective date of implementation of the changes. Any such modifications and additions to the Authorization shall be done in an objective and non-discriminatory manner. These changes are made in connection with:

- a. The provisions of relevant Law and Regulations;
- b. Any regulatory changes which are intended to ensure opportunities and effective competition in ICT markets in both rural and urban areas;
- c. Changes necessary to respond to market circumstances;
- d. Changes caused by technological developments.

17. GENERAL AUTHORIZATION TRANSFER

The majority shareholder of the Managed service provider shall not transfer, assign any beneficial interest in dispose of or in any manner alienate its share ownership in the General Authorization without the prior written consent of the Regulatory Authority.

18. GENERAL AUTHORIZATION TERMINATION

18.1. The Authorization termination may be initiated by the Regulatory Authority or on request of the Managed service provider; when the termination is initiated by Managed service provider, a request to the Regulatory authority shall be sent at least six (6) months before the effective termination of services.

18.2. The Regulatory Authority may also revoke the authorization before the expiration of its term when it determines that revocation is needed in order to respond to:

- a. Managed service provider failure to comply with authorization terms and conditions;
- b. Managed service provider abandonment of authorization activities;
- c. Failure of Managed service provider to provide the Regulatory Authority with monitoring and reporting data required or failure to cooperate with the Regulatory Authority inspection and audits;
- d. Managed service provider submits false or deliberately misleading data or information to the Regulatory Authority in response to the Regulatory Authority request or in response to the Regulatory Authority monitoring reporting inspection or audit requirements;
- e. Managed service provider failure to provide timely access to the Regulatory Authority or inspection or audit of licensee facilities and corporate records;
- f. Bankruptcy, financial insolvency or liquidation of Managed service provider; and
- g. Managed service provider failure to pay the Regulatory Authority fees.