

No. S 6

**CONSTITUTION OF BRUNEI DARUSSALAM**  
**(Order under section 83(3))**

**BRUNEI NATIONAL PETROLEUM COMPANY SENDIRIAN BERHAD ORDER,**  
**2002**

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**CONSTITUTION OF BRUNEI DARUSSALAM**

**(Order under section 83(3))**

**BRUNEI NATIONAL PETROLEUM COMPANY SENDIRIAN BERHAD ORDER,  
2002**

In exercise of the power conferred by subsection (3) of section 83 of the Constitution of Brunei Darussalam, His Majesty the Sultan and Yang Di-Pertuan hereby makes the following Order –

**PART I  
PRELIMINARY**

**Citation, commencement and long title.**

1. (1) This Order may be cited as the Brunei National Petroleum Company Sendirian Berhad Order, 2002 and shall commence on the 5th. January, 2002.

(2) The long title of this Order is “An Order to make provision for the incorporation of the Brunei National Petroleum Company Sendirian Berhad and for other purposes connected therewith”.

**Interpretation.**

2. In this Order, unless the context otherwise requires –

“Board” means the Board of the Company set up under subsection (2) of section 9;

“Chief Executive Officer” means the Chief Executive Officer of the Company appointed under section 10;

“commercial income” means the income of the Company referred to in subsection (2) of section 12;

“Company” means the company incorporated under section 5;

*(Deleted by S 42/2019).*

*(Deleted by S 42/2019).*

“person” has the same meaning as in the Petroleum Mining Act (Chapter 44);

*(Deleted by S 42/2019).*

“petroleum mining Agreement” has the same meaning as in the Petroleum Mining Act (Chapter 44);

*(Deleted by S 42/2019).*

*(Deleted by S 42/2019).*

*(Deleted by S 42/2019).*

## PART II

### GUARANTEES OF VALIDITY

*[S 42/2019]*

3. *(Repealed by S 42/2019).*

#### **Guarantees of validity of licences, leases and petroleum mining Agreements.**

4. Nothing in this Order shall invalidate any exploration licence, prospecting licence, mining lease or petroleum mining Agreement issued or entered into by His Majesty the Sultan and Yang Di-Pertuan in Council and any lawful authority of the Government, or by either of them, before the date of commencement of this Order or abrogate any of the rights or privileges conferred thereby: *[S 6/2003]*

Provided that every such right or privilege shall be limited to the extent prescribed by such licence, lease or petroleum mining Agreement.

(2) *(Repealed by S 6/2003).*

(3) *(Repealed by S 6/2003).*

### **PART III**

#### **INCORPORATION AND ORGANISATION OF COMPANY**

##### **Incorporation of Company.**

5. (1) The Prime Minister Corporation is hereby authorised to incorporate a private company limited by shares under the provisions of the Companies Act (Chapter 39), to be called the “Brunei National Petroleum Company Sendirian Berhad”, in Malay “Syarikat Petroleum Kebangsaan Brunei Sendirian Berhad” or by the short form “PetroleumBRUNEI”, which company, when incorporated, shall be subject to the provisions of this Order and of the Companies Act to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail.

*[S 6/2003]*

(2) No person other than the Minister for Finance Corporation shall become or remain a member of the Company.

*[S 43/2011]*

##### **Objects, powers and duties of Company.**

6. (1) The objects of the Company shall be such as the Company may choose to exercise under the Companies Act (Chapter 39) to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail.

(2) In order to achieve its objects, the Company shall exercise such powers and perform such duties as are mentioned in this Order and such other powers and duties as it may exercise and perform under the Companies Act to the extent that the provisions of that Act are

not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail. The powers and duties of the Company mentioned in this Order shall not be granted or otherwise transferred or assigned to any other person, unless this Order provides otherwise.

[S 42/2019]

### **Structure and functions of Company.**

7. (1) The Company shall be structured in accordance with the Companies Act (Chapter 39) to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail.

(2) *(Repealed by S 42/2019).*

(3) The Company may in its discretion engage in any activities in accordance with the Companies Act to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail.

[S 42/2019]

(4) *(Repealed by S 42/2019).*

### **General meeting of shareholders.**

8. The Minister for Finance Corporation shall assume the responsibility of and shall act at general meetings of shareholders of the Company in accordance with the Companies Act (Chapter 39) to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail.

[S 43/2011]

### **Board.**

9. (1) In accordance with the Companies Act (Chapter 39), to the extent that the provisions of that Act are not inconsistent with the provisions of this Order (and where any such inconsistency exists the provisions of this Order shall prevail), the Company shall be directed and managed by a Board presided over by a chairman.

(2) The Board shall consist of members appointed in accordance with the Companies Act to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists the provisions of this Order shall prevail. The Chief Executive Officer shall be a member of the Board. None of the members of the Board shall be subject to sections 139, 140 and 141 or any associated requirements of the Companies Act.

(3) The Board shall be responsible for any issue referred to the Board in accordance with the Companies Act (Chapter 39) to the extent that the provisions of that Act are not inconsistent with the provisions of this Order, and where any such inconsistency exists, the provisions of this Order shall prevail.

[S 42/2019]

**Chief Executive Officer of Company.**

**10.** (1) In accordance with the Companies Act (Chapter 39) to the extent that the provisions of that Act are not inconsistent with the provisions of this Order (and where any such inconsistency exists the provisions of this Order shall prevail), execution of the policy and day-to-day management of the Company shall be the responsibility of the Chief Executive Officer who shall be accountable to the Board.

(2) His Majesty the Sultan and Yang Di-Pertuan shall appoint the Chief Executive Officer after consultation with the Board, but he shall not be obliged to act in accordance with any advice given by the Board at such consultation.

(3) The Chief Executive Officer shall report to the Board and shall not be subject to any control or direction other than by the Board, but subject always to subsection (7) of section 12 and subsection (1) of section 13.

**Capital of Company.**

**11.** (1) The paid up share capital of the Company shall be funded from the Consolidated Fund.

(2) The Minister for Finance Corporation shall hold every share representing the capital of the Company.

[S 43/2011]

(3) The shares of the Company shall not be transferable.

**Financial provisions.**

**12.** (1) The income of the Company shall consist of commercial income.

(2) The commercial income shall consist of all receipts, returns and revenues that the Company receives as a result of activities conducted as provided in section 7(3).

(3) The Company shall be entitled to retain all of the commercial income.

(4) Subject to subsection (5), His Majesty the Sultan and Yang Di-Pertuan in Council shall have the right to decline a dividend as proposed by the Board and to direct the Company in writing to pay such amount of dividend as His Majesty the Sultan and Yang Di-Pertuan in Council considers appropriate in the public interest.

(5) Subject to section 13(1) and notwithstanding any other provision of this Order or of any other written law, any direction so issued under subsection (4) shall be binding on the Company, its directors, officers and other employees.

(6) When issuing any direction to the Company, as provided in subsection (4) or section 13(1), His Majesty the Sultan and Yang Di-Pertuan in Council shall abide by the requirements of the Company's annual budgets, as approved by the Board, and by the Company's binding commitments to third parties

[S 42/2019]

**Audit.** [S 12/2003]

**12A.** The accounts of the Company shall be audited annually by –

(a) the Auditor General; or



(b) any person who has been authorised to perform the duties required by the Companies Act (Chapter 39) to be performed by an auditor, who shall be appointed annually by the Company:

Provided that where the accounts of the Company have been audited by a person appointed under paragraph (b), they may be verified by the Auditor General.

**Administrative control and supervision.**

13. (1) Subject to section 12(6), the Company shall be subject to the control and direction of His Majesty the Sultan and Yang Di-Pertuan in Council who may from time to time issue such directions in writing as he considers appropriate. Notwithstanding any provision of this Order or of any other written law, any direction so issued shall be binding on the Company, its directors, officers and other employees.

*[S 42/2019]*

(2) His Majesty the Sultan and Yang Di-Pertuan in Council shall not be deemed to be a director for the purposes of section 260 or of any other provision of the Companies Act (Chapter 39) by virtue of subsection (1) and section 12(4) and (5).

*[S 42/2019]*

(3) *(Repealed by S 42/2019).*

(4) His Majesty the Sultan and Yang Di-Pertuan in Council shall have the right at any time to initiate an inquiry into the activities of the Company. Such inquiry shall be conducted by the Auditor General. While conducting such inquiry, the Auditor General shall be entitled to have immediate and unrestricted access to all records, documents and other sources of information available within or with the sanction of the Company.

**Indemnity of members of Board and employees of Company.**

14. The Company shall indemnify every member of the Board, the Chief Executive Officer, officers and other employees against any liability and expenses incurred by them or by any of them in defending any proceedings, whether civil or criminal, if such proceedings are brought against them in connection with the proper discharge of their respective duties and functions in the capacity as a member of the Board, Chief Executive Officer, or such officer or employee.

**Delegation.**

**15.** (1) Subject to subsection (2), His Majesty the Sultan and Yang Di-Pertuan in Council or any lawful authority of the Government may by notification in the *Gazette* delegate to the Company, subject to such conditions as may be imposed in such notification, the exercise of any of their respective powers or the performance of any of their respective duties, in addition to the powers and duties already vested in the Company by this Order.

(2) His Majesty the Sultan and Yang Di-Pertuan in Council may by notification in the *Gazette* delegate, subject to such conditions as may be imposed in such notification, the exercise of any powers or the performance of any duties under this Order.

[S 42/2019]

**Rules.**

**16.** His Majesty the Sultan and Yang Di-Pertuan in Council may make rules for carrying out the provisions of this Order, and, without prejudice to the generality of the foregoing, and providing for –

(a) the appointment, duties, privileges and powers of persons to enforce any provision of this Order;

(b) the prescribing of fees to be paid in respect of anything to be done in accordance with any provision of this Order.

**FIRST SCHEDULE**

*(Repealed by S 42/2019).*

**SECOND SCHEDULE**

*(Repealed by S42/2019).*

Made this 30th. day of Syawal, 1422 Hijriah corresponding to the 14th. day of January, 2002  
at Our Istana Nurul Iman, Bandar Seri Begawan, Brunei Darussalam.

**HIS MAJESTY  
THE SULTAN AND YANG DI-PERTUAN,  
BRUNEI DARUSSALAM.**