

No. S 26

**CONSTITUTION OF BRUNEI DARUSSALAM
(Order made under Article 83(3))**

PANTAI JERUDONG SPECIALIST CENTRE ORDER, 2018

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CONSTITUTION OF BRUNEI DARUSSALAM
(Order made under Article 83(3))

PANTAI JERUDONG SPECIALIST CENTRE ORDER, 2018

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

PART 1

PRELIMINARY

Citation, commencement and long title

1. (1) This Order may be cited as Pantai Jerudong Specialist Centre Order, 2018 and shall be deemed to have commenced on 5th December 2012.

(2) The long title of this Order is “An Order to establish the Pantai Jerudong Specialist Centre and for matters connected therewith or incidental thereto”.

Interpretation

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

“Board” means the Board of Directors constituted under section 5;

“Chairman” means the Chairman of the Board appointed under section 5(2) and includes any temporary Chairman;

“Chief Executive Officer” means a Chief Executive Officer appointed under section 12(1) and includes any temporary Chief Executive Officer of the Specialist Centre;

“committee” means a committee appointed under section 7(1);

“medical centre” means a medical centre referred to in section 3(2);

“member” means a member of the Board appointed under section 5(2);

“Minister” means the Minister responsible for the administration of this Order;

“Specialist Centre” means the Pantai Jerudong Specialist Centre established by section 3.

PART 2

SPECIALIST CENTRE

Establishment of Specialist Centre

3. (1) There is hereby established a centre to be known as the Pantai Jerudong Specialist Centre which shall be a body corporate with perpetual succession and a common seal and shall, by that name, be capable of –

(a) suing and being sued;

(b) acquiring, owning, holding, developing or disposing of property, both movable and immovable; and

(c) doing all such other acts or things as a body corporate may lawfully do.

(2) The Specialist Centre shall comprise such medical centres as set out in Schedule 1 for the purposes of this Order.

Common seal

4. (1) The Specialist Centre shall have a common seal and such seal may be altered or made anew as the Specialist Centre thinks fit.

(2) All deeds and other documents requiring the seal of the Specialist Centre shall be sealed with the common seal of the Specialist Centre.

(3) All instruments to which the common seal is affixed shall be signed by any two members generally or specially authorised by the Specialist Centre for that purpose.

(4) The Specialist Centre may, by resolution or otherwise in writing, appoint an officer of the Specialist Centre or any other person either generally or in any particular case to execute or sign on behalf of the Specialist Centre any agreement or other instrument not under seal in relation to any matter within the powers of the Specialist Centre.

(5) All courts, judges and persons acting judicially shall take judicial notice of the common seal of the Specialist Centre affixed to any document and shall presume that it was duly affixed.

Board of Directors

5. (1) There shall be a Board of Directors of the Specialist Centre which shall be the executive body of the Specialist Centre which may exercise all the powers conferred on the Specialist Centre under this Order and shall be responsible for the formulation of the policies of the Specialist Centre, the supervision of the implementation and the general administration of the affairs and business of the Specialist Centre and all matters to which this Order relates.

(2) The Board shall consist of a Chairman, a Deputy Chairman and such other members as His Majesty the Sultan and Yang Di-Pertuan may appoint.

(3) Schedule 2 shall have effect with respect to the Board, its members and proceedings.

Secretary

6. (1) There shall be a secretary to the Board to be appointed by His Majesty the Sultan and Yang Di-Pertuan.

(2) The secretary shall hold office for such term and subject to such conditions as His Majesty the Sultan and Yang Di-Pertuan may determine.

Committees

7. (1) The Board may, in its discretion, appoint committees consisting of persons who are members of the Board or otherwise, for purposes which, in the opinion of the Board, would be better regulated and managed by such committees.

(2) The Board may define or vary the terms of reference of the committees.

(3) Subject to this Order and to the control of the Board, each committee may regulate its procedure in such manner as the committee thinks fit.

Delegation of powers

8. (1) The Specialist Centre may, in respect of a specified matter or class of matter, by writing, delegate any of its powers to a member or committee of the Board or an officer of the Specialist Centre.

(2) Every member, committee or officer purporting to act pursuant to a delegation under this section shall, in the absence of proof to the contrary, be presumed to be acting in accordance with the terms of that delegation.

(3) No delegation under this section shall prevent the exercise of any power of the Specialist Centre.

PART 3

FUNCTIONS AND POWERS

Functions of Specialist Centre

9. (1) The functions of the Specialist Centre shall include —

(a) to advise and make recommendations to the Government, either of its own motion or upon request made to it by the Minister, on all matters connected with the promotion of good health and healthy lifestyles amongst the people of Brunei Darussalam including the formulation of policies, for or related to the prevention, detection and treatment of diseases;

(b) to devise, organise and implement programmes and other activities connected with the promotion and public awareness of good health and healthy lifestyles amongst the people of Brunei Darussalam, for or related to the prevention, detection and treatment of diseases;

(c) to initiate and undertake research and development projects for or related to the prevention, detection and treatment of diseases;

(d) to establish and maintain medical centres for the provision of treatment of diseases;

(e) to provide medical examination and treatment to patients including technical, advisory, consultancy and referral services;

(f) to exercise or perform any function or duty conferred upon the Board under any written law.

(2) In addition to the functions imposed by this section, the Specialist Centre may undertake such other functions as the Minister may assign to the Specialist Centre, and in doing so —

(a) the Specialist Centre shall be deemed to be fulfilling the purposes of this Order;

(b) the provisions of this Order shall apply to the Specialist Centre in respect of such functions.

(3) Nothing in this section shall be construed as imposing on the Specialist Centre, directly or indirectly, any form of duty or liability enforceable by proceedings before any court.

Powers of Specialist Centre

10. Subject to this Order, the Specialist Centre may carry on such activities as appear to the Specialist Centre to be advantageous, necessary or convenient for it to carry on for or in connection with the discharge of its functions under this Order and in particular, the Specialist Centre may exercise any of the following powers –

(a) enter into such contracts as may be necessary or expedient for the purpose of discharging its functions;

(b) to form or participate in the formation of a company;

(c) with the approval of the Minister, acquire and hold such movable or immovable property as may be necessary or expedient for carrying into effect the provisions of this Order and for the same purposes may sell, lease, mortgage, or otherwise alienate or dispose of any property so acquired;

(d) collect, analyse, compile, publish or disseminate information of a statistical nature relating to –

(i) the health status of the people of Brunei Darussalam; or

(ii) such other subject matter as may be necessary for the discharge of the functions of the Specialist Centre;

(e) provide technical, consultancy or advisory services to any person in Brunei Darussalam or elsewhere on any matter related to or connected with the functions of the Specialist Centre;

(f) become a member or affiliate of any international body the functions, objects or duties of which are similar to those of the Specialist Centre;

(g) charge fees or commissions for services rendered by the Specialist Centre or medical centres or for the use of any of its facilities;

(h) give to any person such directions, not inconsistent with the provision of this Order as to the discharge of its functions and exercise of its powers;

(i) to do all such things as may be necessary, incidental or conducive to the attainment of all or any of its functions and powers.

Directions by Minister

11. The Minister may give to the Specialist Centre such directions, not inconsistent with the provision of this Order, as he thinks fit, as to the discharge of its functions and exercise of its powers and the Specialist Centre shall give effect to any such directions.

PART 4

PROVISIONS RELATING TO STAFF

Appointment of Chief Executive Officer

12. (1) The Board shall, with the approval of His Majesty the Sultan and Yang Di-Pertuan, appoint a Chief Executive Officer for such term of office and on such conditions of service as the Board may determine.

(2) The Chief Executive Officer shall be responsible for —

(a) the proper administration and management of the functions and affairs of the Specialist Centre in accordance with the policy of the Specialist Centre;

(b) any programme organised by the medical centres in accordance with the policy of the Specialist Centre;

(c) the overall discipline of the officers and employees of the medical centres,

and for those purposes the Chief Executive Officer shall, subject to the provisions of this Order, have all such powers as are necessary or advantageous and proper.

(3) The Board may appoint any person to be a temporary Chief Executive Officer during the temporary absence from Brunei Darussalam of the Chief Executive Officer or during the temporary inability to perform his duties.

Employment of staff

13. The Specialist Centre may appoint and employ for such terms of office and on such conditions of service as the Specialist Centre may determine such other officers, employees, consultants and agents as may be necessary for the effective performance of its functions.

Protection from personal liability

14. No suit or other legal proceedings shall lie against any member, officer or employee of the Specialist Centre or any other person acting under the direction of the Specialist Centre which is done in good faith or intended to be done in execution or purported execution of this Order.

Public servants

15. All members, officers and employees of the Specialist Centre shall be deemed to be public servants for the purposes of the Penal Code (Chapter 22).

PART 5

FINANCIAL PROVISIONS

Funds of Specialist Centre

16. The funds of the Specialist Centre shall consist of —

(a) all moneys paid to the Specialist Centre for the purposes of the Specialist Centre;

(b) all moneys received by the Specialist Centre by way of grants or subsidies;

(c) all gifts, donations and contributions to the Specialist Centre;

(d) all fees, charges, commissions, rents, interests, dividends and other income accruing to the Specialist Centre;

(e) all moneys borrowed by the Specialist Centre under this Order;

(f) all moneys recovered or collected by the Specialist Centre or any officer or employee thereof under this Order; and

(g) all moneys lawfully received by the Specialist Centre for the purposes of the Specialist Centre.

Application of funds

17. The funds of the Specialist Centre shall be applied only in payment or discharge of the expenses, obligations and liabilities of the Specialist Centre and in making any payment that the Specialist Centre is authorised or required to make.

Grants-in-aid

18. (1) The Minister of Finance shall cause to be paid to the Specialist Centre such moneys as may be approved by the Government as grants-in-aid to the Specialist Centre.

(2) All moneys provided for under subsection (1) may be applied or expended by the Specialist Centre for all or any of the purposes of the Specialist Centre.

Power to accept gifts

19. (1) The Specialist Centre may accept by way of grant, gift, testamentary disposition or otherwise, property and moneys in aid of the finances of the Specialist Centre on such conditions as it may determine.

(2) The Specialist Centre shall keep a register of all donations to the Specialist Centre, including the names of donors and any special conditions on which any donation may have been given.

(3) Any property, moneys or funds donated for any specific purposes shall be applied and administered in accordance with the purposes for which they have been donated and shall be separately accounted for.

Power to borrow and invest

20. (1) For the discharge of its functions under this Order, the Specialist Centre may raise loans from the Government or, with the approval of the Minister who shall consult the Minister of Finance, raise loans from banks or other financial institutions (whether in Brunei Darussalam or elsewhere) by —

(a) mortgage, overdraft or otherwise;

(b) charge, whether legal or equitable, on any property vested in the Specialist Centre or on any other revenue receivable by the Specialist Centre under this Order; and

(c) the creation and issuance of debentures, bonds or other instruments.

(2) Subject to the approval of the Minister who shall consult the Minister of Finance, the Specialist Centre may invest its funds in such manner as the Minister thinks fit.

Annual report

21. The Specialist Centre shall, as soon as practicable after the end of each financial year, submit to the Minister an annual report on the activities of the Specialist Centre during the preceding financial year, and the Minister shall cause a copy of every such annual report to be presented to His Majesty the Sultan and Yang Di-Pertuan.

Other financial provisions

22. The financial provisions set out in Schedule 3 shall have effect with respect to the Specialist Centre.

PART 6

GENERAL

Validity of act and transactions of Specialist Centre

23. The validity of an act or transaction of the Specialist Centre shall not be called in question in any court on the ground that any provision of this Order has not been complied with.

Preservation of secrecy

24. (1) Except for the purpose of the performance of his duties or the exercise of his functions or when lawfully required to do so by any court or under the provisions of any written law, no person who is or has been a member, an officer, an employee, a consultant or an agent of the Specialist Centre or a member of a committee of the Specialist Centre, shall disclose any information relating to the affairs of the Specialist Centre or of any other person which has been obtained by him in the performance of his duties or the exercise of his functions.

(2) Any person who contravenes subsection (1) is guilty of an offence and liable on conviction to a fine not exceeding \$2,000, imprisonment for a term not exceeding 12 months or both.

Amendment of Schedule 1

25. The Minister may, with the approval of His Majesty the Sultan and Yang Di-Pertuan, by order published in the *Gazette*, amend Schedule 1.

Regulations

26. The Minister may, with the approval of His Majesty the Sultan and Yang Di-Pertuan, make such regulations as may be necessary or expedient for giving effect to and carrying out the provisions of this Order and for the due administration thereof, including the prescription of fees and of any other thing required to be or which may be prescribed under this Order.

SCHEDULE 1
(sections 3(2) and 25)

MEDICAL CENTRES

Brunei Neuroscience, Stroke and Rehabilitation Centre

Maxillofacial, Facial Plastic and Reconstructive Surgery Centre

The Brunei Cancer Centre

SCHEDULE 2
(section 5(3))

CONSTITUTION AND PROCEEDINGS OF BOARD

Term and condition of office

1. (1) Members shall hold office for such term and on such conditions of service as His Majesty the Sultan and Yang Di-Pertuan may determine.

(2) If at any time it appears to His Majesty the Sultan and Yang Di-Pertuan that removal from office of all or any of the members of the Board is necessary in the interests of the effective and economical performance of the functions of the Specialist Centre under this Order, or in the public interest, His Majesty may remove from office all or so many of those members of the Board as His Majesty considers necessary in such interests.

Quorum

2. (1) The Board shall ordinarily meet for the dispatch of business at such times and places as the Chairman may appoint.

(2) At every meeting of the Board, three members shall form a *quorum*.

(3) A decision at a meeting of the Board shall be adopted by a simple majority of the members present and voting except that, in the case of an equality of votes, the Chairman of the meeting shall have a casting vote.

(4) The Board may invite any person, not being a member, to attend a meeting of the Board for the purpose of giving advice to the Board on any matter.

Conduct of business

3. (1) The Board may conduct its business and regulate its own procedure, including its meetings, in the way it considers appropriate.

(2) The Board shall cause proper records of its proceedings to be kept.

(3) All acts done by the Board shall, notwithstanding any vacancy in the Board or that is afterwards discovered that there was a defect in the appointment of any person purporting to be a member thereof, be valid as if no such vacancy or defect had existed.

Disclosure of interest of members

4. (1) A member who is in any way, directly or indirectly, interested in a transaction or project of the Specialist Centre shall disclose the nature of his interest at a meeting of the Board.

(2) The disclosure by a member of his interest shall be recorded in the minutes of the Board and that member shall not take part in any deliberation of the Board with respect to the transaction or project, and if the Chairman or the person presiding at that meeting so directs, he shall withdraw from the meeting during the consideration or discussion.

(3) For the purpose of determining whether there is a *quorum*, a member shall be treated as being present at a meeting notwithstanding that under subparagraph (2) he cannot vote or has withdrawn from the meeting.

(4) For the purposes of this paragraph, an interest of any spouse, parent, son or adopted son, or daughter or adopted daughter, of a member shall be treated as an interest of the member.

Temporary Chairman

5. The Chairman may appoint any member to be a temporary Chairman during the temporary absence from Brunei Darussalam of the Chairman or during the temporary inability to perform his duties.

Resignation

6. A member may resign his office at any time by giving notice in writing to that effect addressed to the Chairman, and shall cease to be a member on the date to be determined by the Chairman.

Disqualification from membership

7. No person shall be eligible to be appointed or to remain a member if he —

(a) is an undischarged bankrupt or has made any arrangement with his creditors;

(b) is incapacitated by physical or mental illness; or

(c) is otherwise unable or unfit to discharge the functions of a member.

Vacation of office

8. The seat of a member of the Board shall become vacant —

- (a) on his death;
- (b) if he becomes in any manner disqualified for membership of the Board;
- (c) if he resigns his seat; or
- (d) if he is removed from office by virtue of paragraph 1(2).

Filling of vacancies

9. If a vacancy occurs in the membership of the Board, His Majesty the Sultan and Yang Di-Pertuan may appoint any person to fill the vacancy and the person so appointed shall hold office for so long as the member in whose place he is appointed would have held office.

Salaries, fees and allowances payable to members and secretary

10. There shall be paid to the members and the secretary to the Board, out of the funds of the Specialist Centre, such salaries, fees and allowances as the Minister may determine.

SCHEDULE 3
(section 22)

FINANCIAL PROVISIONS

Financial year

1. The financial year of the Specialist Centre shall begin on 1st April of each year and end on 31st March of the succeeding year, except that the first financial year of the Specialist Centre shall begin on 5th December 2012 and end on 31st March 2013.

Budget

2. (1) The Specialist Centre shall prepare its annual budget, which shall be approved by the Board.

(2) There shall be reported in the annual budget all revenue and income projected to be generated by the Specialist Centre or granted to the Specialist Centre from any source together with projected expenditures, including depreciation and provisions for losses.

(3) The Specialist Centre shall then cause a copy of the approved budget to be transmitted to the Minister of Finance not later than 60 days before the commencement of the new financial year.

(4) The Minister of Finance shall submit a copy of the approved budget, together with his recommendation to His Majesty the Sultan and Yang Di-Pertuan, for approval.

Accounts and financial statements

3. (1) The Specialist Centre shall keep proper accounts and records of its transactions and affairs and shall do all things necessary to ensure that all payments out of its moneys are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Specialist Centre and over the expenditure incurred by it.

(2) The Specialist Centre shall, as soon as practicable after the close of each financial year, cause financial statements in respect of that year to be prepared and submitted to the auditor of the Specialist Centre.

Audit

4. (1) The accounts and financial statements of the Specialist Centre 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 Specialist Centre:

Provided that where the accounts of the Specialist Centre have been audited by a person appointed under sub-paragraph (b), they may be verified by the Auditor General before they are presented to the Minister of Finance pursuant to paragraph 7(1).

(2) The auditor shall in his report state —

(a) whether the financial statements show fairly the financial transactions and the state of affairs of the Specialist Centre;

(b) whether proper accounting and other records have been kept, including records of all assets of the Specialist Centre whether purchased, donated or otherwise;

(c) whether receipts, expenditure and investment of moneys and the acquisition and disposal of assets by the Specialist Centre during the financial year were in accordance with the provisions of this Order; and

(d) such other matter arising from the audit as he considers necessary.

Powers of auditor

5. (1) The auditor or any person authorised by him shall be entitled at all reasonable time to full and free access to all accounting and other records relating, directly or indirectly, to the financial transactions of the Specialist Centre.

(2) The auditor or a person authorised by him may make copies of, or make extracts from, any such accounting and other records.

(3) The auditor or any person authorised by him may require any person to furnish him with such information which that person possesses or has access to as the auditor or any duly authorised person considers necessary for the purposes of the functions of the auditor under this Order.

(4) Any person who refuses or fails without any reasonable cause to allow the auditor access to any accounting and other records of the Specialist Centre in his custody or power or to give any information possessed by him as and when required or who otherwise hinders, obstructs or delays the auditor in the performance of his duties or the exercise of his powers under this Order is guilty of an offence and liable on conviction to a fine not exceeding \$1,000 and, in the

case of a continuing offence, to a further fine not exceeding \$100 for every day or part thereof during which the offence continues after conviction.

Presentation of financial statements and audited reports

6. (1) As soon as the accounts of the Specialist Centre and the financial statements have been audited in accordance with this Order and in any case not later than 6 months after the end of the financial year, a copy of the audited accounts and financial statements, together with a copy of the report made by the auditor, shall be presented to the Minister of Finance.

(2) Where the Auditor General is not appointed to be the auditor, a copy of the audited accounts and financial statements and any report made by the auditor shall be forwarded to the Auditor General at the same time as they are submitted to the Specialist Centre.

(3) The Minister shall cause a copy of the audited accounts and financial statements and of the auditor's report to be presented to His Majesty the Sultan and Yang Di-Pertuan.

Made this 10th. day of Sya'ban, 1439 Hijriah corresponding to the 26th. day of April, 2018 at Our Istana Nurul Iman, Bandar Seri Begawan, Brunei Darussalam.

HIS MAJESTY
THE SULTAN AND YANG DI-PERTUAN
BRUNEI DARUSSALAM