

LAWS OF BRUNEI

CHAPTER 166

YAYASAN SULTAN HAJI HASSANAL BOLKIAH ACT

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CHAPTER 166
YAYASAN SULTAN HAJI HASSANAL BOLKIAH
ARRANGEMENT OF SECTIONS

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SCHEDULE — CONSTITUTION OF YAYASAN SULTAN HAJI
HASSANAL BOLKIAH

**YAYASAN SULTAN HAJI HASSANAL BOLKIAH
ACT**

**An Act to establish and incorporate the Yayasan Sultan Haji Hassanal
Bolkiah**

Commencement: 5th October 1992

Citation.

1. This Act may be cited as the Yayasan Sultan Haji Hassanal Bolkiah Act.

Interpretation.

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

“Constitution” means the Constitution of Yayasan Sultan Haji Hassanal Bolkiah contained in the Schedule to this Act;

“Yayasan” means the Yayasan Sultan Haji Hassanal Bolkiah.

Constitution of Yayasan.

3. The provisions of the Constitution shall take effect and have the force of law on the date this Act comes into force.

Office address for service.

4. (1) The Yayasan shall keep and maintain an office in Brunei Darussalam and the office shall be the address for service of notices and other written communications of all kinds.

(2) All notices and other written communications shall, if left at the office kept and maintained under subsection (1), be deemed as having been duly served upon or delivered to the Yayasan to whom all the notices and other written communications may have been addressed.

Variation or addition to the Constitution.

5. His Majesty the Sultan Yang Di-Pertuan may amend, vary or add to the provisions of the Constitution.

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SCHEDULE

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CONSTITUTION OF YAYASAN SULTAN HAJI
HASSANAL BOLKIAH

PART I

INTERPRETATION

Citation.

1. This Constitution may be cited as the Constitution of Yayasan Sultan Haji Hassanal Bolkiah.

Interpretation.

2. In this Constitution, unless the otherwise requires —

“Board” means the Board of Directors appointed under section 4 of this Constitution;

“financial year” means a period of 12 months ending on the 31st day of December;

“Managing Director” means the Managing Director appointed under section 6 of this Constitution;

“Members of His Majesty’s Family” means Her Majesty the Raja Isteri, Her Royal Highness Pengiran Isteri and Princes and Princesses of His Majesty Sultan Haji Hassanal Bolkiah Mu’izzaddin Waddaulah;

“Yayasan” means the Yayasan Sultan Haji Hassanal Bolkiah;

“Yayasan Fund” means the money as defined in section 12 of this Constitution.

PART II

ESTABLISHMENT AND ADMINISTRATION OF YAYASAN

Establishment of Yayasan.

3. (1) There is hereby established a Foundation called the “Yayasan Sultan Haji Hassanal Bolkiah” which shall have perpetual succession and may sue and be sued in that name and subject to and for the purposes of this Constitution, may acquire, purchase, take, hold and enjoy movable and immovable property, and may enter into contracts and may assign, surrender, yield-up, charge, mortgage, demise, reassign, transfer or otherwise dispose of or deal with, any movable or immovable property or any interest therein vested in the Yayasan upon such terms as it deems fit from time to time.

(2) The Yayasan shall have a common seal and such seal may, from time to time, be broken, changed, altered and made anew as it deems fit and until a seal is provided under this section, a stamp bearing the inscription “Yayasan Sultan Haji Hassanal Bolkiah” may be used as the common seal.

(3) All deeds, documents and other instruments requiring the seal of the Yayasan shall be sealed with the common seal of the Yayasan by the authority of the Yayasan in the presence of the Managing Director and such other person duly authorised in writing by the Yayasan to act in that behalf and shall be signed by the Managing Director and by such duly authorised person, and such signing shall, until the contrary is proved, be sufficient evidence that the common seal of the Yayasan has been duly and properly affixed and that the seal is the lawful common seal of the Yayasan.

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

(5) The common seal or the stamp under subsection (2) shall be kept in the custody of the Managing Director.

Board of Directors.

4. (1) There shall be a Board of Directors of the Yayasan which shall be responsible for the policy and general administration of the affairs and business of the Yayasan.

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(2) The Board shall consist of a Chairman, first Deputy Chairman, second Deputy Chairman and such number of other directors who shall be appointed by His Majesty the Sultan and Yang Di-Pertuan.

[S 46/03]

(3) The members of the Board shall be appointed from among subjects of His Majesty the Sultan and Yang Di-Pertuan who are Muslims according to Ahli Sunnah Wal-Jamaah.

(4) The members of the Board so appointed shall hold office for a term not exceeding 3 years and shall be eligible for reappointment.

(5) The provisions of subsection (4) shall not apply to a director who is appointed as the Managing Director under section 6 of this Constitution.

(6) If the Chairman is unable to exercise his functions under this Constitution owing to illness, absence from Brunei Darussalam or for any other cause whatsoever, his functions shall be exercised by the first Deputy Chairman, and in case he is, at that time, unable to exercise those functions owing to any such causes, by the second Deputy Chairman until such time when either the Chairman or the first Deputy Chairman is able to exercise those functions, whichever is earlier.

[S 46/03]

(7) The Chairman shall summon meetings as often as may be required but not less frequently than once in 4 months and at every meeting of the Board, a *quorum* shall consist of 3 directors, including the Chairman or either of the Deputy Chairman.

[S 46/03]

(8) The Chairman shall have a casting vote in the event of an equality of votes.

(9) The Board may invite any person as it thinks fit to attend a meeting of the Board for the purpose of giving advice to the Board on any matter.

(10) Subject to this Constitution, the Board shall have the power to prescribe its own procedure and make rules for the better carrying out of its duties under this Constitution.

Disqualification of directors.

5. His Majesty the Sultan and Yang Di-Pertuan may terminate the appointment of any director appointed under section 4(2) of this Constitution if he —

- (a) resigns his office;
- (b) becomes of unsound mind or incapable of carrying out his duties;
- (c) becomes bankrupt or suspends payment to or compounds with his creditors;
- (d) is convicted of an offence involving dishonesty or fraud or moral turpitude;
- (e) is guilty of serious misconduct in relation to his duties;
- (f) is absent, without leave of the Chairman, from 3 consecutive meetings of the Board; or
- (g) fails to comply with his obligation under section 9 of this Constitution.

[S 79/08]

Managing Director.

6. (1) His Majesty the Sultan and Yang Di-Pertuan on the recommendation of the Chairman of the Board of Directors may appoint one of the directors appointed under section 4 of this Constitution as the Managing Director.

(2) The Managing Director shall be the Chief Executive of the Yayasan.

(3) The Managing Director shall be engaged on such terms and conditions of service as His Majesty the Sultan and Yang Di-Pertuan may decide.

(4) The Managing Director shall be entrusted with the day-to-day administration of the Yayasan, preparation of programmes, scheme or projects for the consideration of the Board and the implementation of decision of the Board.

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(5) The Managing shall be answerable to the Board for his acts and decisions.

(6) In the event the absence or inability to act of the Managing Director, the Chairman of the Board with the approval of His Majesty the Sultan and Yang Di-Pertuan may appoint a director to discharge his duties during the period of such absence or inability:

Provided that, if such absence or inability is for a period of less than 6 continuous calender months, the power to make any such appointment shall be vested in the Chairman who shall notify His Majesty the Sultan and Yang Di-Pertuan of the appointment from time to time.

[S 46/03]

Committee of Governors.

7. (1) There shall be a Committee of Governors which shall be responsible for supervising the administration of the Yayasan and in ensuring that there is no departure by the Yayasan from the principles and objects of the Yayasan in its management and business operation and that such management and business operation comply with such principles and objects.

(2) The Committee of Governors shall consist of a Chairman, first Deputy Chairman, second Deputy Chairman and not more than 3 other members who shall be appointed by His Majesty the Sultan and Yang Di-Pertuan.

[S 46/03]

(3) The members of the Committee of Governors shall hold office for a term not exceeding 4 years and shall be eligible for reappointment.

(4) The provisions of subsection (3) shall not apply to the Chairman, first Deputy Chairman and second Deputy Chairman of the Committee of Governors.

[S 46/03]

(5) Subject to this Constitution, the Committee of Governors shall have the power to prescribe its own procedure and make rules for the better carrying out of its duties under this Constitution.

(6) The members of the Committee of Governors shall be appointed from among subjects of His Majesty the Sultan and Yang Di-Pertuan who are Muslims according to Ahli Sunnah Wal-Jamaah.

[S 46/03]

(7) If the Chairman is unable to exercise his functions under this Constitution owing to illness, absence from Brunei Darussalam or for any other cause whatsoever, his functions shall be exercised by the first Deputy Chairman, and in case he is, at that time, unable to exercise those functions owing to any such causes, by the second Deputy Chairman until such time when either the Chairman or the first Deputy Chairman is able to exercise those functions, whichever is earlier.

[S 46/03]

(8) The Chairman shall summon meetings as often as may be required and at every meeting of the Committee of Governors, a *quorum* shall consist of 3 members, including the Chairman or either of the Deputy Chairman.

[S 46/03]

(9) The Chairman shall have a casting vote in the event of an equality of votes.

[S 46/03]

(10) The Committee of Governors may invite any person as it thinks fit to attend a meeting of the Committee of Governors for the purpose of giving advice to the Committee of Governors on any matter.

[S 46/03]

Liability of members.

8. No number of the Board or Committee of Governors of the Yayasan shall incur any personal liability for any loss or damage caused by any act or omission in the administration of the affairs of the Yayasan unless such loss or damage is occasioned by an intentionally wrongful act or omission on his part.

Disclosure of interest.

9. (1) Any director who has or acquires, directly or indirectly by himself, through his partner or agent —

(a) any share or interest —

(i) in any contract made with the Yayasan;

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- (ii) in any work done for the Yayasan; or
- (iii) in any company or firm or in respect of any undertaking with which the Yayasan proposes to enter into a contract; or

(b) any beneficial interest in land proposed to be acquired, purchased, leased or otherwise dealt with by the Yayasan, which he knows to be affected or likely to be affected by any project, scheme or enterprise approved or proposed to be approved by the Yayasan,

shall declare the nature and extent of his share or interest to the Yayasan.

(2) The declaration required to be made by a director under subsection (1) shall be made at a meeting of the Board at which any question relating to such contract, acquisition, purchase, lease, dealing, project or scheme is first taken into consideration, or if the director has not at the date of that meeting any such share or interest, at the next such meeting held after he acquired such share or interest, and in a case where a director acquires any such share or interest in any contract with the Yayasan after it has been made, the said declaration shall be made at the first meeting held after that director acquires such share or interest.

(3) For the purposes of this section, a general notice given to other directors by a director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with or by that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract or application so made:

Provided that such notice shall be of no effect unless either it is given at a meeting of the Board or the director concerned takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.

(4) Every declaration made in pursuance of this section shall be recorded in the minutes of the meeting at which it was made or read.

(5) A director shall not vote upon any resolution or question relating to any contract, acquisition, purchase, lease, dealing, project or scheme in which he has any share or interest, whether or not he has declared the same, nor shall he take part in any deliberation (except by the invitation of the Board) or decision relating thereto or to any matter incidental thereto, and if

he shall do so his vote shall not be counted, nor shall he be counted in the *quorum* present at the meeting for the purpose of such resolution or question.

PART III

PRINCIPLES OF THE ESTABLISHMENT AND OBJECTS OF YAYASAN

Principles of the establishment of Yayasan.

10. The principles of the establishment of the Yayasan are as follows —

(a) to be the channel of charitable endowment of His Majesty Sultan Haji Hassanal Bolkiah Mu'izzaddin Waddaulah and members of His Majesty's Family;

(b) as a symbol of the care and affection of His Majesty Sultan Haji Hassanal Bolkiah Mu'izzaddin Waddaulah towards His Majesty's subjects who are always loyal and faithful to His Majesty and His Majesty's Government;

(c) to be the symbol of the creation and unity of the society and the nation, Brunei Darussalam which is peaceful and prosperous; as well as for the harmony of people of all other countries according to the circumstances and their appropriateness blessed by Allah Subhanahu Wataala.

Objects of Yayasan.

11. (1) Subject to the condition that the activities of the Yayasan in this section shall be activities which are managed by non-Government bodies, the Yayasan shall have the following objects —

(a) Religion —

(i) to render financial assistance or religious scholarship for the purpose of religious education to subjects of His Majesty the Sultan and Yang Di-Pertuan according to conditions and requirements which the Yayasan may, from time to time, impose;

(ii) to render financial assistance to any person or non-Government organisation or body engaged in religious

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propagation or in efforts enhancing the pre-eminence of Islam which is recognised by the Government provided that such individual or organisation or body has the approval of the Government to carry out their activities or efforts and provided that such activities or efforts shall be for the internal benefit of Brunei Darussalam only;

- (iii) to render assistance in the construction, management and maintenance of religious schools and mosques managed by any person or non-Government organisation or body provided such undertaking shall have Government approval.

(b) Welfare —

- (i) to enhance the quality of life and well-being of subjects of His Majesty the Sultan and Yang Di-Pertuan by providing schemes of assistance to the unfortunate people such as the poor, the disabled, and others and natural disaster aid;
- (ii) to enhance the involvement and participation of youth in the development of society by providing schemes of assistance to youth who are in need of skill training, and providing assistance to voluntary bodies recognised by the Government;
- (iii) to cultivate and foster the spirit of excellence in the areas of socio-culture and socio-economy among subjects of His Majesty the Sultan and Yang Di-Pertuan by holding competitions and providing awards in the fields of literature and culture;
- (iv) to render assistance to patients who are not eligible under the Government scheme of assistance.

(c) Education —

- (i) to provide scholarship to students who are in need of assistance in respect of payment of school fees, books, project equipment, school uniform, transport, examination fees and subsistence allowance in

accordance with such conditions and qualifications as the Yayasan may, from time to time, impose;

- (ii) to provide assistance in respect of research and development carried out by institutes of higher learning in the interests of scientific, technological and social development.

(d) Development —

to participate in development activities other than those undertaken by the Government.

(e) Finance —

- (i) to participate in any commercial enterprise and industrial activities consistent with the concept and objects of the Yayasan;
- (ii) to purchase, guarantee or otherwise acquire any stock and shares;
- (iii) to establish from time to time a company or corporation to operate or manage any project, scheme or enterprise.

(2) The Yayasan shall be for the welfare of subjects of His Majesty the Sultan and Yang Di-Pertuan provided that it is not inconsistent with the concept of the Malay Islamic Monarchy.

(3) Subject to the appropriateness and circumstances of a case, the benefit or assistance under this section may be considered to be granted to a person who is not a subject of His Majesty the Sultan and Yang Di-Pertuan in a case which is considered special by the Yayasan.

PART IV

ADMINISTRATION, INVESTMENT AND FINANCE

Yayasan Fund.

12. (1) For the purpose of enabling this Yayasan to implement its objects, there shall be established a fund called “Kumpulan Wang Yayasan Sultan Haji Hassanal Bolkiah”.

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(2) This Yayasan Fund shall comprise of —

(a) such sums as may, from time to time, be contributed by His Majesty Sultan Haji Hassanal Bolkiah Mu'izzaddin Waddaulah and members of His Majesty's Family;

(b) investment or by the involvement in any project, scheme, agency or enterprise financed from the Yayasan, including money, investment document, property and the likes, belonging to the Yayasan.

(3) All Yayasan Fund mentioned in subsection (2) shall be deposited in financial institutions or agents as the Yayasan thinks fit.

Expenditure of Yayasan.

13. The Yayasan Fund may be applied for the purposes of carrying out the functions and objects of the Yayasan.

Investment of Yayasan.

14. The assets of the Yayasan Fund shall, in so far as they are not required to be expended by the Yayasan under this Constitution, be invested in investments authorised by laws relating to investments of trust monies or any other classes of investments as the Yayasan may think fit provided that they are not inconsistent with the concept of the Malay Islamic Monarchy.

Accounts and audit.

15. (1) The Yayasan shall keep proper accounts and other records in respect of its operation and shall prepare a statement of accounts in respect of each financial year.

(2) The accounts of the Yayasan shall be audited by auditors appointed by the Yayasan.

(3) After the end of each financial year and the accounts of the Yayasan have been audited, the Yayasan shall, 3 months from the date of the financial year, cause a copy of the statement of accounts to be transmitted to the Minister responsible for finance together with a copy of any observation made by the auditors appointed under subsection (2) and any observation, if any, by the Committee of Governors of the Yayasan on any statement or on any account of the Yayasan.

List of posts and employment of employees.

16. (1) The Yayasan may, from time to time, approve a list of posts (excluding the directors) which it thinks necessary for the purposes of this Constitution and may add to or amend this list.

(2) Subject to the provisions of this section —

(a) appointments and promotions to all posts shall be made by the Yayasan; and

(b) the termination of appointment, dismissal and disciplinary control of the employees of the Yayasan shall be vested in the Yayasan.

(3) The Yayasan may make rules, not inconsistent with the provisions of this Constitution or of any other written law, for the appointment, promotion, disciplinary control and terms and conditions of service of all persons employed by the Yayasan.

(4) Without prejudice to the generality of subsection (3), the Yayasan shall prescribe the rates of remuneration payable to persons employed by the Yayasan and no person so employed shall be paid otherwise than in accordance with such rates.

Appointment of attorney.

17. The Yayasan may, by instrument under its common seal, appoint a person (whether in Brunei Darussalam or in a place outside Brunei Darussalam) to be its attorney, and the person so appointed may, subject to the instrument, do any act or execute any power or function which he is authorised by the instrument to do or execute.

Annual report.

18. The Yayasan shall within 6 months of the end of its financial year transmit to His Majesty the Sultan and Yang Di-Pertuan a report on the proceedings of the Yayasan throughout the year.