

ENACTED by the President and the National Assembly.

An Act to provide for the establishment of the national oil corporation of The Gambia and for connected matters.

YAHYA A. J. JAMMEH  
President



this day of ~~October~~ 9<sup>th</sup> 2014

Assented to by The President,

NO. 08 OF 2014

THE GAMBIA



Gambia National Petroleum Corporation Act, 2014

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**PART I - PRELIMINARY**

**1. Short title and commencement**

This Act may be cited as the Gambia National Petroleum Corporation Act, 2014, and comes into force on such date as the Minister may appoint by order published in the Gazette.

**2. Interpretation**

In this Act, unless where the context otherwise requires -

"assets" means all property, movable or immovable and all estates, easements and rights, whether equitable or legal, in, to or out of property, chose-in-action, money and goodwill;

"Board" means the Board of Directors of the Corporation;

"Chairperson" means the Chairperson of the Board;

"Corporation" means the Gambia National Petroleum Corporation established under section 3;

"Government" means the Government of the Republic of The Gambia;

"liabilities" means, debts, charges, duties and obligations of every description whether present or future, actual or contingent and whether to be observed or performed in The Gambia or elsewhere;

"Managing Director" means the Managing Director of the Corporation;

"Minister" means the Minister responsible for petroleum matters and shall be construed accordingly;

"natural gas" has the meaning given to it in the Petroleum Act;

"petroleum" has the meaning given to it in the Petroleum Act;

"Petroleum Act" means the Petroleum (Exploration, Development and Production) Act;

"petroleum product" has the meaning given to it in the Petroleum Act;

"President" means the President of the Republic of The Gambia;

and "rights" means all rights, powers, privileges and immunities, whether actual, contingent or prospective.

### PART II - ESTABLISHMENT, OBJECTS AND POWERS OF THE CORPORATION

#### 3. Establishment of the Corporation

(1) There is established by this Act, the Gambia National Petroleum Corporation.

(2) The Corporation shall be a body corporate with perpetual succession and a common seal.

(3) The Corporation shall exercise the rights, powers and privileges and incur the liabilities and obligations of a natural person of full age and capacity and may-

(a) enter into contracts and acquire, hold and dispose of property by whatever lawful means in connection with the pursuit of its purpose;

(b) sue and be sued in its corporate name; and

(c) perform such acts as bodies corporate may by law perform.

(4) The application of the seal of the Corporation shall be authenticated by the signature of the Managing Director or his or her designated representative.

(5) A document bearing the seal of the Corporation shall, unless the contrary is proved, be deemed to be properly sealed.

#### 4. Objects of the Corporation

Subject to the provisions of this Act, the objects for which the Corporation is established are to-

(a) undertake or engage in petroleum operations of exploration, development, production and disposal;

(b) alone or in association with others, buy, sell, trade, store, exchange, import or export petroleum, natural gas, petroleum products, asphalt, other mineral oils, ozokerite (mineral wax), or similar substances and for this purpose acquire or operate any installations, facilities or means of transport;

(c) engage in research and development programs related to petroleum, petroleum products or similar substances; and

(d) engage in any other business activity incidental or conducive to the attainment of the above objects.

#### 5. Powers of the Corporation

The Corporation may, for the attainment of its objects -

(a) do all or any of the businesses specified in section 4 in The Gambia or in any part of the world either as principals or in conjunction with others; agents, trustees, contractors or otherwise, and either alone

(b) equip expeditions and employ experts, agents and others for the purpose of searching for, acquiring, working, proving, and developing lands suitable for the objects of the Corporation;

(c) amalgamate with or enter into any partnership arrangement with any company, firm or person carrying on or proposing to carry on any business within the objects of the Corporation; and

- (d) mortgage and charge the undertaking or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Corporation.

### PART III - THE BOARD OF DIRECTORS OF THE CORPORATION

#### 6. Board of Directors

- (1) The Corporation is administered by a Board consisting of -

- (a) a Chairperson;
- (b) the Commissioner for Petroleum at the Ministry;
- (c) the Permanent Secretary of the Ministry responsible for finance;
- (d) the Solicitor General and Legal Secretary;
- (e) the Managing Director;
- (f) the desk officer responsible for petroleum matters at the Office of the President; and
- (g) one person from the private sector.

- (2) Members of the Board other than ex officio members shall be appointed by the President after consultation with the Public Service Commission.

- (3) The members of the Board shall elect one of their number to be the vice Chairperson of the Board.

- (4) The Secretary to the Board shall be appointed by the Board.

#### 7. Functions of the Board

Subject to this Act, the Board shall-

- (a) give general directions as to the management of the property, business and funds of the Corporation;

- (b) provide leadership and prudent supervision of the Corporation;

- (c) ensure the public accountability of the Corporation;
- (d) define policy objectives and exercise all the powers conferred on the Corporation; and
- (e) set up the criteria against which the performance of management and staff of the Corporation may be evaluated.

#### 8. Meetings of the Board

(1) The Board shall meet as often as is necessary and at least once every quarter, at such times and places as the Chairperson shall determine.

(2) The Chairperson shall preside at all the meetings of the Board and in his or her absence, the vice chairperson shall preside and in the absence of both, the members present shall choose a person amongst their number to preside over the meeting.

(3) The Board may co-opt at its meetings such other persons as may be of assistance in relation to any matter before the Board to advise the Board.

(4) A person co-opted under sub-section (3) shall be entitled to take part in the Board's proceedings in relation to the specific matter for which he or she was co-opted, but shall have no right to vote.

(5) The quorum at every meeting of the Board shall be four.

#### 9. Disclosure of interest by Board members

(1) A member of the Board who has a personal interest, whether direct or indirect, in the outcome of any deliberations of the Board at any meeting on any matter shall-

(a) disclose at the meeting the nature of the interest and the disclosure shall be recorded in the minutes of the meeting; and

(b) withdraw from the meeting without voting on the matter.

(2) A Board member who fails to comply with sub-section (1) may be removed from office by the President upon notification by the Chairperson.

**10. Resignation from the Board**

A member of the Board may resign from office by giving one month's written notice of his or her resignation to the President.

**11. Remuneration of the Board members**

The members of the Board shall receive such remuneration, fees and allowances as may be determined by the Minister.

**12. Committees of the Board**

The Board may on such terms as it may determine, appoint such committees as it may consider necessary to perform particular functions or advise the Board on matters that the Board directs.

**PART IV - ADMINISTRATION AND MANAGEMENT**

**13. Managing Director**

(1) The Corporation shall be headed by a Managing Director appointed by the President after consultation with the Board and the Public Service Commission.

(2) The Managing Director shall, subject to the general control of the Board on matters of policy, and subject in particular to such rules as the Board may make under this Act, be charged with -

(a) the direction of the day to day business of the Corporation and of its administration; and

(b) the organisation and control of all employees of the Corporation.

(3) The Board may delegate to the Managing Director such of its functions as are necessary to enable him or her to transact efficiently the day to day business of the Corporation.

**14. Other staff of the Corporation**

(1) The Board shall appoint such officials and employees as may be necessary for the proper and efficient conduct of the business of the Corporation.

(2) The Board may delegate to the Managing Director, the power to appoint, dismiss or terminate the services of employees of the Corporation within a prescribed category.

(3) The employees of the Corporation shall hold office on such terms and conditions as the Board may determine.

### 15. Service Rules

(1) The Board may make service rules relating to the conditions of service of officers and employees of the Corporation.

(2) The Board may establish a scheme to provide pensions, gratuities and other retirement benefits for the officers and employees of the Corporation.

## PART V - FINANCIAL PROVISIONS

### 16. Funds of the Corporation

(1) The funds of the Corporation shall include-

(a) moneys appropriated to it by the National Assembly;

(b) moneys accruing to the Corporation in the course of its operations;

(c) moneys accruing from participation in the petroleum licences on behalf of the Government;

(d) moneys accruing to the Corporation from the Government by way of grant, endowment, subvention or otherwise, which include, but are not limited to-

(i) the signature bonuses from the petroleum permits and licences,

(ii) the surface rentals from petroleum permits and licences,

(iii) the training and resources fees from petroleum permits and licences; and

(iv) the data licensing fees.

(e) loans; and

(f) grants, donations and endowments that may be received within or outside The Gambia.

- (2) The funds of the Corporation shall be kept in such banks approved by the Board.
- (3) The Corporation shall apply the funds at its disposal or any part of the funds for the carrying out of its functions, responsibilities and operations under this Act.
- (4) The funds accrued from sub-sections (1)(c) and (1)(d) shall be exempt from corporate tax.

#### 17. Power to borrow

The Corporation may, with the prior approval of the Board and the Minister responsible for finance from time to time, raise or borrow such sums of money as may be necessary for or in connection with the purposes of this Act as it thinks fit.

#### \*18. Profits and taxes

- (1) Any profits made by the Corporation or any part thereof may be applied to the payment of dividends to the Government of The Gambia after accounting for capital replacements and business expansion requirements.
- (2) The Corporation shall have a corporate tax-exempt grace period of ten years from the establishment of its predecessor, the Gambia National Petroleum Company Limited in 2003 and further extensions of this grace period shall be determined by the Minister responsible for finance.

#### 19. Estimates, Accounts and Audit

- (1) The Corporation shall within three months before the end of each financial year, prepare and submit to the Minister for approval, estimates of its income and expenditure for the succeeding financial year.
- (2) The Corporation shall keep proper records and books of accounts of its income and expenditure for each financial year.
- (3) The Corporation shall within three months of the end of each financial year, submit its statement of accounts to the Auditor General for auditing.
- (4) The audited accounts of the Corporation and the Auditor General's report on them shall form part of the Auditor General's overall annual report to the National Assembly.

## 20. Annual Report

(1) The Corporation shall, not later than three months after the end of each financial year, submit to the Minister an annual report on the activities of the Corporation during the preceding year.

(2) The report under subsection (1) shall include-

(a) a statement on the income, source of income and application of the income of the Corporation;

(b) information with regard to the operation and performance of the Corporation; and

(c) such other information as the Minister may require.

(3) The Minister shall, not later than three months after the end of the financial year cause the report to be laid before the National Assembly.

## PART VI – MISCELLANEOUS PROVISIONS

### 21. Regulations

The Minister may make regulations for the proper execution and efficient management of the purposes of this Act.

### 22. Savings and Transitional provision

As from the commencement of this Act-

(a) the rights, obligations, assets, funds and liabilities of the Gambia National Petroleum Company Limited are transferred to the Corporation established under this Act;

(b) an action, a proceedings, judgement or an order pending immediately before the commencement of this Act to which the Gambia National Petroleum Company Limited was a party, may be continued and enforced by or against the Corporation established under this Act;

(c) the purchases and acquisitions made by the Gambia National Petroleum Company Limited are considered to have been made under this Act; and

(d) all persons employed by the Gambia National Petroleum Company Limited immediately before the commencement of this Act, shall have an equal opportunity to compete for employment in the Corporation, and those not employed shall be paid their redundancy benefits.

PASSED in the National Assembly this Twenty-Fifth day of August in the year of Our Lord Two Thousand and Fourteen.

D. C. M. Kebbeh

Clerk of the National Assembly.

THIS PRINTED IMPRESSION has been carefully compared by me with the Bill which has passed in the National Assembly, and found by me to be a true and correct copy of the said Bill.

D. C. M. Kebbeh

Clerk of the National Assembly.