

STATE OF SABAH

SABAH ECONOMIC DEVELOPMENT CORPORATION ENACTMENT 1981 (Sabah No. 21 of 1981)

LIST OF AMENDMENTS

<i>Enactment No.</i>	<i>Sections amended</i>	<i>Effective date of amendment</i>
5/1986	26(1)(b), (3), 26A, 49(1)(2)	1-1-1987
2/1987	47, 48	16-4-1987
9/1991	16(1), 20A, 49(1), (bb), (cc)	1-12-1991

An Enactment to repeal and re-enact the law relating to the establishment of a Sabah Economic Development Corporation and provide for matters incidental thereto and connected therewith so as to make better provisions respecting the constitution, administration, procedure, functions and finance of the Sabah Economic Development Corporation.

[1st January 1982]

Enacted by the Legislature of the State of Sabah as follows :

PART I PRELIMINARY

Short title and commencement.

1. (1) This Enactment may be cited as the Sabah Economic Development Corporation

Enactment 1981 and shall come into operation on such date as the Minister may, by notice in the *Gazette*^{*}, appoint.

(2) The Minister may appoint different dates for the coming into operation of different parts or provisions of the Enactment.

Interpretation.

2. In this Enactment, unless the context otherwise requires-

“Chairman” means Chairman of the Corporation;

“Corporation” means the Sabah Economic Development Corporation established under section 3;

“Deputy Chairman” means Deputy Chairman of the Corporation;

“functions” includes powers and duties;

“General Manager” means the General Manager appointed under section 20 of the Enactment and includes any person for the time being so appointed to perform the duties of the General Manager;

“member” means a member of the Corporation including the Chairman and Deputy Chairman;

“Minister” means the Minister for the time being charged with responsibility for matters relating to industrial development.

PART II

ESTABLISHMENT AND CONSTITUTION OF CORPORATION

Establishment of Corporation.

3. (1) As from the commencement of this Enactment there shall be constituted “the Sabah Economic Development Corporation” which shall be a body corporate with perpetual

^{*} In force on 1st January 1982 – see G.N. 247/82.

succession, capable of suing and being sued in its corporate name and with power to purchase or otherwise acquire, hold, and exchange or alienate or otherwise deal with in any lawful manner whatsoever, any property movable and immovable, and to enter into contracts and generally to do such acts and things as a body corporate may do by law and as are necessary for, or incidental to, the carrying out of its objects and the exercise of its powers as set out in this Enactment.

(2) The Corporation shall have a common seal which shall bear such device as the Corporation may approve and such seal may from time to time be broken, changed, altered and made anew by the Corporation, as the Corporation may think fit.

(3) Until a common seal is provided under subsection (2), a stamp bearing the inscription "The Sabah Economic Development Corporation" may be used as the common seal of the Corporation.

Composition of Corporation.

4. (1) The Corporation shall consist of the following members –

- (a) a Chairman;
- (b) a Deputy Chairman;
- (c) four *ex-officio* members;
- (d) two members to be nominated for appointment by the Federal Government;
- (e) not more than five members who shall be persons having knowledge of or experience or interest in commerce, industry, finance or related matters;
- (f) the person for the time being holding the office of General Manager:

Provided that the General Manager shall not be entitled to vote at the meeting of the Corporation.

(2) The members as specified in paragraphs (a), (b), (c), (d) and (e) of subsection (1) shall be appointed by the Yang di-Pertua Negeri.

(3) An *ex-officio* member may by instrument in writing addressed to the Chairman appoint another officer in the public service of the State as an alternate member who may attend on his behalf any meeting of the Corporation which such member is for any reason unable to attend and such alternate member when attending such meeting shall for all purposes be deemed to be a member of the Corporation.

(4) Subject to the provisions of section 7 of this Enactment, a member, other than the General Manager, shall hold office for a period of three years from the date of his appointment, and shall be eligible for re-appointment.

Resignation and revocation.

5. (1) A member, other than the General Manager, may at any time resign his office by giving notice in writing to the Chairman.

(2) The appointment of a member may at any time be revoked by the Yang di-Pertua Negeri if he thinks it expedient to do so.

Disqualification from membership.

6. The following persons shall be disqualified from being appointed as or, if appointed, remaining a member-

- (a) a person who is of unsound mind or otherwise incapable of performing his duties or managing his affairs;
- (b) a person who is prohibited from being a director of a company under the provisions of any written law relating to companies;
- (c) a person who has been convicted of any offence involving fraud, dishonesty or moral turpitude, and
- (d) a bankrupt.

Vacation of office.

7. The office of a member, other than the General Manager, shall become vacant-

- (a) on his death;
- (b) if he is absent from three consecutive meetings of the Corporation without the special leave of the Chairman or leave of absence granted under this Enactment and the Corporation passes a resolution declaring his office vacant;
- (c) if he resigns his office;
- (d) if he becomes disqualified for membership under section 6 of this Enactment;
- (e) if his appointment is revoked by the Yang di-Pertua Negeri.

Leave of absence.

8. The Minister may grant to any member such leave of absence as the Minister may deem fit.

Casual vacancies and temporary membership.

9. (1) If the office of a member, other than the General Manager, becomes vacant, the Yang di-Pertua Negeri may appoint another suitably qualified person to fill such vacancy for so long only as the member in whose place he is appointed would have held office.

(2) Where any member, other than the General Manager, is prevented by illness, absence from the State or other like cause from performing his duties as a member the Yang di-Pertua Negeri may appoint any suitably qualified person to act as deputy for such member during such period as he is so prevented from performing his duties.

Remuneration of members of Corporation.

10. There shall be paid to the members, or to such of them as the Minister may determine, such salaries, fees and allowances out of the funds of the Corporation as the Minister may from time to time approve.

PART III
PROCEDURE OF CORPORATION

Meetings.

11. (1) The Corporation shall meet as often as may be necessary or expedient for the transaction of its business and such meetings shall be held at such places and times as the Chairman may determine:

Provided that the Chairman shall not allow more than three months to elapse between such meetings.

(2) Where not less than three members, by notice in writing signed by them and addressed to the Chairman, request that a meeting of the Corporation be held for any purpose specified in such notice the Chairman shall, within seven days of the receipt by him of such notice, convene a meeting accordingly.

Procedure of meetings.

12. (1) The quorum necessary for the transaction of the business of the Corporation shall be five.

(2) In the absence of the Chairman from any meeting of the Corporation, the Deputy Chairman shall preside thereat and, in the absence of both the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside thereat.

(3) Question arising at any meeting of the Corporation shall be decided by the votes of the majority of those present and voting thereon and in the case of an equality of votes the Chairman or other person presiding at such meeting shall have a second or casting vote.

(4) Subject to the provisions of this Part, the Corporation shall have power to make standing orders to regulate its own proceedings.

Members interested not to vote.

13. (1) Any member who has or acquires, directly or indirectly by himself, his partner or agent—

- (a) any share or interest in any contract made with or work done for the Corporation or in any company or with any person or in respect of any undertaking with which the Corporation proposes to contract; or
- (b) any beneficial interest in land proposed to be acquired, purchased, leased or otherwise dealt with by the Corporation or which he knows to be affected or to be likely to be affected by any project, scheme or enterprise approved or proposed to be approved by the Corporation,

shall, before taking part in any proceedings at a meeting of the Corporation, relating to or affecting directly or indirectly any such contract or land, inform the person presiding at such meeting of the nature and extent of such share or interest, and such information shall be recorded in the minutes of such meeting, and such member shall not vote upon any resolution or question relating thereto, or to matters incidental thereto and if the person presiding at the meeting so requests, such member shall withdraw from the meeting during such deliberation or decision:

Provided that no member shall be deemed to have or acquire any share or interest in a contract with the Corporation by reason only that he has or acquires a share in any loan issued by the Corporation or in any security for the same:

Provided further that for the purpose of determining whether there is a quorum a member who attends the meeting shall be treated as being present notwithstanding that, under the provisions of this section, he may not vote or has withdrawn.

(2) Any person who contravenes or fails to comply with the provisions of subsection (1) of this section shall be guilty of an offence and shall be liable on conviction to a fine of one thousand ringgit and imprisonment for six months.

Power to appoint committee.

14. (1) Subject to the provisions of this Enactment, the Corporation may, for any general or special purpose, appoint such committees as it thinks desirable.

(2) A committee may do all such things as may be necessary for the effective carrying out of its functions but shall be subject to the general directions of the Corporation.

- (3) A committee shall consist of a Chairman and not more than five other persons.
- (4) A committee may consist of persons who are not members of the Corporation.
- (5) Members of a committee may be paid such remuneration or allowance as the Corporation may, with the approval of the Minister, determine.

Meetings of a committee.

15. (1) In the absence of the Chairman of a committee from any meeting of the committee such other member of the committee as may be elected by the members present shall preside over the meeting.

(2) The quorum for the meeting of a committee shall be three.

(3) Any question to be determined at any meeting of a committee shall be decided by the votes of the majority of those present and voting thereon, and in case of an equality of votes the person presiding shall have a second or casting vote.

(4) A committee may invite to any of its meetings any person who can in its opinion contribute to its deliberations but such a person shall have no right to vote at the meeting.

(5) Subject to this section and the directions of the Corporation, a committee shall regulate its own procedure.

Delegation of powers.

16. (1) The Corporation may delegate to any committee, member, officer or servant of the Corporation, such of its functions, under this Enactment or any subsidiary legislation made thereunder as it may deem necessary or desirable.

(2) Any functions delegated under this section-

(a) may be so delegated subject to such conditions or restrictions as the Corporation may either generally or specially impose;

(b) shall be exercised by the committee, member, officer or servant concerned in the name and on behalf of the Corporation.

(3) No delegation made under this section shall preclude the Corporation itself from exercising or performing at any time any of the functions so delegated.

Power of Chairman to delegate.

17. (1) Subject to the provisions of this Enactment and of any rules made thereunder, the Chairman may delegate in writing to any member, officer or servant of the Corporation the power and authority to carry out on his behalf such duties, powers or functions as he may determine.

(2) The Chairman may at the time of delegating any power or authority under subsection (1) to any member, officer or servant, or at any time thereafter give directions as to the manner in which such delegated power or authority is to be exercised and may at any time revoke, modify or increase such delegation.

Execution of documents, etc..

18. (1) The common seal of the Corporation shall be in the custody of the Chairman and shall not be used except in the presence of the Chairman or Deputy Chairman and one member and such use shall be authenticated by the signatures of such persons and such authentication shall be sufficient evidence that such seal was duly and properly fixed and that it is the lawful seal of the Corporation.

(2) All documents, other than those required by law to be under seal, to which the Corporation is a party may be signed on behalf of the Corporation by the Chairman or any member or by any officer or servant generally or specially authorised in that behalf by the Corporation.

Vacancy not to invalidate acts, etc..

19. (1) No act or proceeding of the Corporation or any committee thereof shall be questioned on account of any vacancy among the members or on account of the appointment of any member having been defective.

(2) Until the contrary is proved, every meeting of the Corporation or of any committee thereof shall be deemed to have been duly convened and held and all members

present thereat shall be deemed to have been duly qualified.

(3) A statement in any document to the effect that any function has been delegated under this Part shall, unless the contrary is proved, be evidence that such delegation has been lawfully made.

PART IV ADMINISTRATION

Appointment of General Manager, officers and servants.

20. (1) Subject to section 21, the Corporation shall appoint a General Manager with the approval of the Minister, and such other officers and servants as may be necessary for carrying out its functions and duties under the Enactment.

(2) Whenever the General Manager is prevented by illness, absence from the State, or other like cause from performing his duties as such, or when the office of General Manager is vacant, the Corporation may appoint one of its officers to perform the duties of General Manager during such period as the General Manager is so prevented from performing his duties or the said office is vacant.

(3) Subject to the approval of the Government, the General Manager and other officers and servants of the Corporation shall be engaged on such terms and conditions as the Corporation may think fit.

Power to exercise disciplinary control.

20A. The Corporation may exercise such disciplinary control over its officers and servants in the manner as may be provided for in the rules made under subsection (1) of section 49.

Restriction on alterations in establishment.

21. The Corporation shall not, without the approval of the Government, make any addition to its established posts.

General Manager as chief executive officer.

22. (1) The General Manager shall be the chief executive officer responsible to the

Corporation and shall perform such duties and exercise such powers as may be determined or delegated by the Corporation.

(2) Subject to the directions and control of the Corporation, all officers and servants of the Corporation shall be under the administrative control of the General Manager.

Officer or servant not to be interested in contracts.

23. (1) No person shall be eligible for employment as an officer or servant of the Corporation who has, directly or indirectly, by himself or his partner, any share or interest in any contract with, for or on behalf of the Corporation.

(2) Any officer or servant of the Corporation who has or acquires any such share or interest shall be liable in the discretion of the Corporation to summary dismissal without notice.

(3) No officer or servant shall be deemed to have or acquire any such share or interest by reason only that—

- (a) he is or becomes a member of an incorporated company which owns land situated in Sabah or has a contract with or executes work for the Corporation; or
- (b) he has or acquires a share in any loan, issued by the Corporation or in any security for the same.

PART V
FUNCTIONS OF THE CORPORATION

Duties of the Corporation.

24. It shall be the duty of the Corporation—

- (a) to promote the development of land for agricultural, industrial, commercial, trading and residential purposes;
- (b) to undertake and participate in agricultural, industrial, commercial, trading and

housing enterprises;

- (c) to provide and facilitate the grant of credits for agriculture, industry, commerce, trade, rural and urban housing and building, and utilities both of a public and private nature and other undertaking of a like nature;
- (d) with the concurrence of the Yang di-Pertua Negeri, to finance, carry out or assist in carrying out any scheme of urban and rural development or re-development;
- (e) to undertake land reclamation work;
- (f) to participate in mining activities;
- (g) to do all such other acts and things as are necessary for the exercise or performance of all or any of the functions and duties of the Corporation.

General powers of the Corporation.

25. Subject to the provisions of this Enactment, the Corporation shall have power-

- (a) to enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise, with any person, body or company carrying on or engage in, any business or transaction which the Corporation is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Corporation, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same;
- (b) with the written approval of the Minister, to underwrite the issue of stocks, shares, bonds or debentures by industrial enterprise;
- (c) to enter into any arrangements with the State Government of Sabah or any Government or statutory authority, municipal, local or otherwise that may seem conducive to the objects of the Corporation, or any of them, and to obtain from any such Government or authority, any rights, privileges and concessions which the Corporation may think it desirable to obtain, and to carry out, exercise, and

comply with any such arrangements, rights, privileges, and concessions;

- (d) to promote any company or companies for the purposes of acquiring all or any of the property, right or liabilities of the Corporation or for any other purpose which may seem directly or indirectly calculated to benefit the Corporation;
- (e) to purchase, exchange, lease and hold land, buildings and other immovable property.

PART VI
FINANCIAL PROVISIONS

Fund of the Corporation.

26. (1) There shall be established a Fund to be known as the "Sabah Economic Development Corporation Fund" which shall consist of-

- (a) such sums as may from time to time be provided by the Legislative Assembly out of the general revenues of the State of Sabah or donated by the Government of Sabah, or the Government of Malaysia or of any other State thereof or by other institution or person for the purposes of the Corporation;
- (b) such sums as may from time to time be raised by the Corporation by loan or by the issue of shares or stock;
- (c) all rents and proceeds of sale profits and income and other funds derived by the Corporation directly or indirectly from the property belonging to the Corporation;
- (d) all such other sums as may from time to time be paid to the Corporation.

(2) The Fund may be applied in defraying the following charges-

- (a) the expenses and allowances of the members;
- (b) the salaries, fees or remuneration of the officers, agents and servants and technical or other advisers of the Corporation;

- (c) all costs, charges and expenses of and incidental to the exercise of the powers of the Corporation under this Enactment;
- (d) interest on any loan raised by the Corporation;
- (e) sums required for the repayment of moneys borrowed;
- (f) such sums as it may be deemed appropriate to set aside in respect of depreciation on the property of the Corporation;
- (g) any architect, management and agency fees;
- (h) grant or loan authorised by the Corporation to the State or towards any particular development project carried out by the State;
- (i) any other expenditure authorised by the Corporation and properly chargeable to revenue account.

(3) The balance of the revenue of the Corporation may be applied to the payment of such dividend on shares and stock issued by the Corporation as the financial position of the Corporation appears, in the opinion of the Corporation, to warrant such payment.

Power to issue shares.

26A. The Corporation may, from time to time, raise capital by the issue of shares or stock of such class and value and upon such terms as it may deem expedient.

Investment of funds.

27. The Corporation may, from time to time, invest any of its funds, not immediately required to be expended in the meeting of the obligations or in the discharge of the functions of the Corporation, in securities authorised for the investment of trust funds by any written law for the time being in force, and may place the same on deposit in any bank or banks licensed under the provisions of the Banking and Financial Institutions Act 1989* [Act 372.] or in any undertaking as may be approved by the Minister of Finance.

* "Banking and Financial Institutions Act 1989" substituted for "Banking Act 1973" by virtue of Act 372.

Borrowing powers.

28. (1) The Corporation may, from time to time, with the approval of the Minister of Finance, borrow money by the issue of debenture stock or otherwise as the Minister of Finance may direct for the purposes of this Enactment.

(2) The Corporation may, from time to time, for the purpose of this Enactment, raise loans from the Government, or with the consent of the Minister of Finance, borrow by way of a temporary loan or overdraft from a bank licensed under the provisions of the Banking and Financial Institutions Act 1989* [Act 372.] or otherwise.

Loans may be secured by mortgage.

29. The Corporation may secure the repayment of any sum borrowed, by the mortgage or charge, legal or equitable, of any property vested in the Corporation, or of any revenue receivable by the Corporation under this Enactment or any other written law.

Power to make loans.

30. (1) Subject to such conditions as the Minister may deem fit to impose in particular cases, the Corporation may, out of the Fund make loans in accordance with the provisions of this Enactment in that behalf, in the execution of its duties or in the discharge of its functions under section 24.

(2) In making loans under the provisions of subsection (1) the Corporation may charge such rate of interest as it may deem fit in any particular case.

(3) Every loan shall be repaid to the Corporation in accordance with the terms and conditions under which such loan was made and the moneys so paid shall thereupon be taken into the accounts of the Corporation.

(4) Every mortgage to secure loan and every instrument or charge under the provisions of this Enactment shall be approved by the Corporation, and all costs, charges and expenses incurred in connection therewith shall be paid by the person to whom the loan

* "Banking and Financial Institutions Act 1989" substituted for "Banking Act 1973" by virtue of Act 372.

is made.

Power to guarantee loans.

31. The Corporation may, with the written approval of the Yang di-Pertua Negeri, guarantee any loans made by any bank or financial institution to any applicant approved by the Corporation for any purpose for which the Corporation might itself have granted such loan.

Annual Estimates.

32. (1) The Corporation shall before the commencement of each financial year cause to be prepared and shall adopt annual estimates of income and expenditure of the Corporation for the ensuing year.

(2) Supplementary estimates may be adopted by the Corporation at any of its meetings.

(3) A copy of all annual estimates and supplementary estimates shall, upon their adoption by the Corporation, be sent forthwith to the Minister for his approval.

(4) No expenditure shall be incurred by the Corporation which has not been included in annual estimates or supplementary estimates adopted by the Corporation and approved by the Minister.

Accounts.

33. (1) The Corporation shall cause-

(a) proper accounts and other records in relation thereto to be kept; and

(b) an annual statement of accounts to be prepared.

(2) The annual statement of accounts of the Corporation shall present a true and fair view of the financial position of the Corporation, and of the results of the operations of the Corporation for the year to which it relates.

(3) The financial year of the Corporation shall be the period commencing on the 1st

day of January and ending on the 31st day of December in each year.

Audit and statement of accounts.

34. (1) The accounts of the Corporation shall be audited by the Auditor-General.

(2) The Corporation shall not later than the 31st day of July of each year submit the accounts of the Corporation for the preceding financial year to the Auditor-General for the purpose of audit.

(3) The Corporation shall, when required by the Auditor-General, produce and lay before him all books and accounts of the Fund concerned, together with all vouchers in support thereof, and relating thereto, and the Auditor-General shall be entitled to require from the Corporation, or any member, officer, servant, or agent of the Corporation such information and explanation as he may deem necessary for the performance of his duties as an auditor.

(4) After the end of each financial year, as soon as the accounts of the Corporation have been audited, the Corporation shall cause a copy of the statement of accounts, together with a copy of any report made by the Auditor-General on that statement or on the accounts of the Corporation, to be sent to the Minister who shall lay the same before the Legislative Assembly and cause a copy thereof to be published in the *Gazette*.

Annual report.

35. The Corporation shall, as soon as practicable after the end of each financial year, cause to be made and transmitted to the Minister a report dealing generally with the activities of the Corporation during such year, and the Minister shall cause a copy of such report to be laid before the Legislative Assembly.

Bank account.

36. (1) All moneys paid to the Corporation shall be paid into an account in such bank or banks licensed under the provisions of the Banking and Financial Institutions Act 1989* [Act 372.], as may be approved by the Corporation.

* "Banking and Financial Institutions Act 1989" substituted for "Banking Act 1973" by virtue of Act 372.

(2) All orders against the said account shall be signed by the General Manager and countersigned by another officer of the Corporation authorised in writing in that behalf by the Corporation.

When tenders to be called.

37. Tenders for the execution of any work or duty, or for the supply of any materials or for other things necessary for the purposes of the Corporation whereby the expenditure of the Corporation is involved, shall be called in such cases and in such manner as the Government may generally or in any particular case direct.

PART VII
GENERAL

Power of Minister to give directions.

38. (1) The Minister may give to the Corporation directions of a general character, not inconsistent with the provisions of this Enactment, as to the exercise and performance by the Corporation of its functions, and the Corporation shall give effect to any direction so given.

(2) The Corporation shall furnish the Minister with such information with respect to its property and activities as he may from time to time require.

Land acquired compulsorily.

39. (1) Where any immovable property, not being State land, is needed for the purposes of the Corporation and cannot be acquired by agreement, the Corporation may request and the Yang di-Pertua Negeri may, if he thinks fit, direct the acquisition of such property, and in such case, such property may be acquired in accordance with the provisions of any written law relating to the acquisition of land for a public purpose and any declaration required under any such law that such land is so needed may be made notwithstanding that compensation is to be paid out of funds of the Corporation, and such declaration shall have effect as if it were a declaration that such land is needed for a public purpose made in accordance with such written law.

(2) When any land is acquired compulsorily by the Government at the request and for the purposes of the Corporation under the provisions of any written law for the time being in force relating to such acquisition—

- (a) the Corporation shall indemnify the Government against all costs, charges and expenses incurred by the Government in relation to such acquisition;
- (b) the Corporation shall not, without the written consent of the Minister, sell, exchange or otherwise dispose of such land or any interest therein.

Transfer of property to Corporation.

40. (1) The Yang di-Pertua Negeri may at any time by order vest any State land or movable property of the Government in the Corporation where it appears desirable to do so to enable the Corporation to carry out its duties and responsibilities.

(2) Property vested in the Corporation under this section may be so vested absolutely or subject to such terms and conditions as the Yang di-Pertua Negeri may think fit to impose.

(3) Where any land is vested in the Corporation under this section, a delivery or a copy of the order concerned shall, notwithstanding any provision of any State law to the contrary, be sufficient authority to any public officer charged with the responsibility for registering dealings with land or the issue of title thereto, and any such officer shall thereupon, without payment of fee, take all necessary steps to perfect the title of the Corporation to such land.

Emergency powers of General Manager.

41. In any case of emergency, the General Manager may direct the execution of any work or the doing of any act which the Corporation is empowered to execute and do and which he is not by the provisions of this Enactment or the rules expressly empowered to execute or do and the immediate execution or doing of which is in his opinion necessary, and he may direct that the expense of executing the work or doing the act shall be paid from the funds of the Corporation:

Provided that—

- (a) the General Manager shall not take any step under this section in contravention of any resolution of the Corporation duly passed at a meeting; and
- (b) he shall report anything done under this section to the next following meeting of the Corporation.

Power of suspension of executive functions.

42. Notwithstanding any other provisions of this Enactment the Yang di-Pertua Negeri may by order suspend all or any of the executive functions of the Board or of any member or of any officer or servant thereof and assign the same to any person or persons for such period as he may deem fit.

Secrecy and penalty.

43. (1) Except for the purposes of this Enactment or of any criminal proceedings under this Enactment, no member, or officer or servant of the Corporation shall disclose any information with respect to any individual business, which has been obtained by him in the course of his duties and which is not published in pursuance of this Enactment.

(2) Any person knowingly contravening the provision of subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding five thousand ringgit or to imprisonment for a term not exceeding one year.

Protection against legal proceedings.

44. (1) No action, suit, prosecution or other proceedings shall be brought or instituted personally against any member of the Corporation or against the officer or servant appointed by the Corporation in respect of any act done or statement made *bona fide* in pursuance or execution or intended execution of this Enactment.

(2) Where a person is exempted from liability by reason only of the provision of this section the Corporation is liable to the extent that it would be if such person were a servant or agent of the Corporation.

Public servants.

45. All members, officers, and servants of the Corporation shall be deemed to be public servants within the meaning of the Penal Code [Act 574.].

Public Authorities Protection Act 1948.

46. The Public Authorities Protection Act 1948 [Act 198.], shall apply to any action, suit, prosecution or proceeding against the Corporation or against any member, officer, servant or agent of the Corporation in respect of any act, neglect, or default done or committed by the Corporation or such person in such capacity.

Persons authorised to prosecute.

47. Any prosecution for an offence under this Enactment may be conducted by any person employed by the Corporation or by any public officer authorised in writing in that behalf by the State Attorney-General.

Sanction for prosecution.

48. No prosecution for any offence punishable under this Enactment shall be instituted except by or with the previous sanction in writing or the State Attorney-General.

Power to make rules.

49. (1) The Yang di-Pertua Negeri may make rules not inconsistent with the provisions of this Enactment—

- (a) prescribing the manner in which documents, cheques and instruments of any description shall be signed or executed on behalf of the Corporation;
- (b) prescribing for the responsibility and control of officers and servants of the Corporation;
- (bb) for the purpose of maintaining good conduct and discipline among officers and servants of the Corporation including the provision of the power of suspension from duties and payment of salary during suspension pending

disciplinary proceedings, and the provision of the types of punishment that may be imposed upon any such officer or servant who is guilty of misconduct or breach of duty in the exercise of his official functions;

- (c) prescribing the circumstances in which members of the Corporation and the officers and servants of the Corporation may receive travelling expenses and subsistence allowances, and fixing the rates of such expenses and allowances;
- (cc) regulating the qualification, tenure of office, duties and terms and conditions of service, including matters relating to maternity benefits, rest days, hours of work, overtime, holidays, leave, retrenchment and retirement benefits, of the officers and servants of the Corporation;
- (d) providing for the placing of contracts and the manner in which and the persons by whom such contracts may be entered into on its behalf;
- (e) providing for the making of loans under the provisions of section 30 of this Enactment;
- (f) imposing fees in such cases as may be determined by the Corporation;
- (g) generally for the exercise of the powers and duties of the Corporation under the provisions of this Enactment.

(2) The Corporation may make rules not inconsistent with the provisions of this Enactment to provide for such matters in connection with shares, stock, debentures or debenture stock issued under this Enactment as may appear necessary or expedient to the Corporation, and, in particular, for regulating the method of issue, transfer, redemption, or other dealing with such shares, stock, debentures or debenture stock.

Winding up.

50. (1) The Yang di-Pertua Negeri may by order published in the *Gazette* direct that the Corporation shall be wound up and dissolved.

(2) Any surplus arising from the winding up of the Corporation shall be paid into the

State Consolidated Fund and any deficit may be defrayed out of moneys provided by the Legislative Assembly.

(3) The winding up of the Corporation shall be conducted in such manner as may be prescribed by the Yang di-Pertua Negeri.

Repeal and Saving.

51. (1) The Sabah Economic Development Corporation Enactment 1971 [*En. No. 30 of 1971.*] is hereby repealed.

(2) Notwithstanding the repeal of the Enactment specified in subsection (1)—

- (a) the corporate body constituted under the repealed Enactment shall continue to exist as if the same had been constituted under this Enactment;
- (b) any right, privilege, obligation or liability acquired, accrued, or incurred under the repealed Enactment shall continue to be valid as if the same had been acquired, accrued or incurred under this Enactment;
- (c) any property of whatever nature possessed by or vested in the corporate body constituted under the repealed Enactment shall continue to be possessed by or vested in the Corporation;
- (d) any deed, bond, agreement, instrument and working arrangement subsisting immediately before the commencement of this Enactment shall continue to be in force and effect against or in favour of the Corporation;
- (e) any appointment made under the repealed Enactment or any subsidiary legislation made thereunder shall continue to be in force and have effect as if the same had been made under this Enactment,
- (f) any subsidiary legislation made under the repealed Enactment shall insofar as such subsidiary legislation is not inconsistent with the provisions of this Enactment continue to be in force and have effect as if the same had been made under this Enactment and may be repealed

extended, varied or amended accordingly;

- (g) any person's liability to be prosecuted or punished for offences committed under the repealed Enactment or any proceedings brought in respect of such offence before the commencement of this Enactment shall not be affected;
- (h) any proceedings, whether civil or criminal, or cause of action pending or existing immediately before the commencement of this Enactment by or against the corporate body constituted under the repealed Enactment may be continued or instituted by or against the corporation; and
- (i) any person who, immediately before the commencement of this Enactment, was employed as an officer or servant of the body corporate constituted under the repealed Enactment shall continue to be employed by the Corporation as an officer or servant, as the case may be, upon the same terms and conditions of service.