

2025-07-29

OBJECTS AND REASONS

This Bill would provide for the transfer of the assets and liabilities of the National Petroleum Corporation to Barbados National Energy Company Limited, a company incorporated under the *Companies Act*, Cap. 308, and for the repeal of the *National Petroleum Corporation Act*, Cap. 280.

Arrangement of Sections

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SCHEDULE

Consequential Amendments

BARBADOS

A Bill entitled

An Act to transfer the assets and liabilities of the National Petroleum Corporation to Barbados National Energy Company Limited, a company incorporated under the *Companies Act*, Cap. 308, and to repeal the *National Petroleum Corporation Act*, Cap. 280.

ENACTED by the Parliament of Barbados as follows:

Short title

1. This Act may be cited as the *Barbados National Energy Company Limited (Transfer and Vesting of Assets) Act, 2025*.

Interpretation

2. In this Act,

“Board” means the Board of Directors of the Company;

“Company” means Barbados National Energy Company Limited, a company incorporated under the *Companies Act*, Cap. 308;

“Corporation” means the National Petroleum Corporation established by section 3 of the *National Petroleum Corporation Act*, Cap. 280;

“**natural gas**” means any naturally occurring mixture of hydrocarbons and hydrocarbon compounds

(a) consisting primarily of methane; and

(b) existing in a gaseous state;

“**petroleum**” includes any mineral oil or related hydrocarbon and natural gas existing in its natural condition in strata and bitumen and asphalt, but does not include tar-sand, manjak, coal or bituminous shales or other stratified deposits from which oil can be recovered by destructive distillation.

Transfer of assets, liabilities and contracts etc. to Company

3.(1) From the commencement of this Act,

(a) all

(i) assets of the Corporation; and

(ii) liabilities incurred by or on behalf of the Corporation and subsisting before the commencement of this Act,

are transferred to and vested in the Company and, without further assurance, transfer or other formality, shall be held by the Company to the same extent and interest and in the same manner as they were vested in or held by the Corporation;

- (b) all contracts entered into by or on behalf of the Corporation shall be deemed to have been entered into by or on behalf of the Company; and
- (c) all
 - (i) rights, privileges, duties or obligations conferred or imposed upon the Corporation; and
 - (ii) powers and remedies as to the taking and resisting of legal proceedings for the ascertaining, perfecting or enforcing of all rights or liabilities of the Corporation,

before the commencement of this Act shall be deemed to be conferred or imposed on the Company.

- (2) For the avoidance of doubt, from the commencement of this Act, the Company may exercise any function exercisable by the Corporation before the commencement of this Act.

Functions

4.(1) Without prejudice to the generality of section 3 and its articles of incorporation, from the commencement of this Act, the Company may

- (a) acquire licences or leases under the *Petroleum Winning Operations Act*, Cap. 281;
- (b) search for and get petroleum existing in its natural condition in strata in any part of the world;
- (c) refine crude liquid petroleum;
- (d) move, store or treat petroleum or anything derived from it;
- (e) buy, sell or otherwise deal in petroleum or anything derived from it;

- (f) engage directly or indirectly in business relating to the petroleum or petrochemical industry, whether in respect of the exploration, exploitation, manufacturing, refining, marketing, transport, importing, exporting, purchasing or exchange or any other related activity;
 - (g) perform such services connected with petroleum or anything derived from it as the Minister determines;
 - (h) do anything relating to the extraction or refining of the petroleum drilled from beneath the territorial waters or the economic zone;
 - (i) provide advice or assistance including research services and training facilities;
 - (j) provide or operate oil or gas pipelines, tankers and refineries;
 - (k) open and break up any street, road or pavement;
 - (l) open and break up any bridge, sewer, drain, tunnel within or under any street, road, bridge or pavement;
 - (m) lay down pipes, conduits, machinery and other apparatus;
 - (n) do such other things as it considers necessary or expedient in connection with paragraphs (k) to (m);
 - (o) carry out research in connection with petroleum or anything derived from it, and promote activities for the purpose of utilising the results of the research; and
 - (p) advise the Minister with respect to the petroleum and petrochemical industries.
- (2) Subject to subsection (3), the Company shall, before it undertakes an activity pursuant to subsection (1)(k), (l) or (m), give no less than 7 days' notice in writing of the activity to
- (a) the owners or occupiers of premises that are likely to be affected; and
 - (b) the road authority.

(3) In the event of an emergency, the Company shall give the notice referred to in subsection (2) as soon as possible after the necessity for the activity arises or after the activity is begun.

(4) Where the Company undertakes an activity pursuant to subsection (1)(*k*), (*l*) or (*m*), the Company shall

- (a) fence the portion of the street, road or pavement that is broken up;
- (b) provide adequate warning devices to indicate the fact of disrepair; and
- (c) restore to its original condition, without delay, any street, road, bridge, sewer or similar structure that it disturbs.

Share capital

5. The Government of Barbados

- (a) shall at the commencement of this Act hold 100 percent of the issued share capital of the Company; and
- (b) may divest itself of all or part of that share capital whenever it considers it necessary to do so.

Staff

6. From the commencement of this Act, the employees who are members of staff of the Corporation shall

- (a) comprise the staff of the Company; and
- (b) be employed on terms and conditions no less favourable than those upon which they were employed before the commencement of this Act.

Pension rights

7.(1) There are preserved to the staff of the Corporation to whom section 6 applies the pension and superannuation rights accruing to them at the time of their assumption of employment with the Company.

- (2) There are preserved to the employees of the Corporation who
- (a) were members of staff of the Corporation prior to the commencement of this Act; and
 - (b) did not assume employment with the Company at the commencement of this Act,

all pension and superannuation rights that accrued to them by virtue of their employment with the Corporation.

(3) Where a public officer was seconded or temporarily transferred from a pensionable office within the meaning of section 2(1) of the *Pensions Act*, Cap. 25 to perform any service with the Corporation, the service of that officer shall, unless the President otherwise decides, count for pension under that Act as if the officer had not been so seconded or transferred.

(4) Any pension plan that was entered into by the Corporation on behalf of any person who is or was an employee of the Corporation and which is in force at the commencement of this Act shall be

- (a) continued by the Company for the benefit of that person; and
- (b) deemed to have been entered into by or on behalf of the Company.

(5) The payment of any pension or superannuation to the employees referred to in subsection (2) when the pension or superannuation accrues shall be consistent with **the *Occupational Pension Benefits Act*, Cap. 350B.**

(6) Without affecting subsection (1), the service of the staff with the Corporation referred to in that subsection shall be aggregated with their service with the Company and any other public service for the purpose of computing pension and other retiring benefits under this Act and **the *Occupational Pension Benefits Act*, Cap. 350B.**

(7) The Company shall, within one year of the commencement of this Act, provide for the establishment and maintenance of a pension scheme for the benefit of the employees of the Company.

(8) Where there is a conflict between the pension rights under the Corporation's pension scheme and those under the Company's pension scheme, the provisions most favourable to the employee shall prevail, provided that the employee satisfies the eligibility requirements of the scheme.

Exemption from property transfer tax

8. The Company is exempt from the payment of property transfer tax payable on the transfer of the assets of the Corporation pursuant to in section 3.

Offence

9. A person who hinders or obstructs an employee or agent of the Company in the performance of his functions pursuant to section 4(1)(k), (l) or (m) or (4) is guilty of an offence and is liable on summary conviction to a fine of \$1 000 or imprisonment for 12 months.

Consequential amendments

10. The enactment set out in the first column of the *Schedule* is amended to the extent specified opposite thereto in the second column.

Repeal

11. The *National Petroleum Corporation Act*, Cap. 280 is repealed.

SCHEDULE*(Section 10)***CONSEQUENTIAL AMENDMENTS**

Column 1

Column 2

*Enactments**Amendments*

Public Finance Management Act, 2019 (Act 2019-1) In the *Second Schedule*

(a) insert after item 7, the following:

"7A. Barbados National Energy Company Limited"; and

(b) delete item 28.