

STATE ENGINEERING WORKS ACT 1984.

(No. 66 of 1984.)

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STATE ENGINEERING WORKS.

No. 66 of 1984.

AN ACT to establish a State Engineering Works of Western Australia, to repeal section 7A of the State Trading Concerns Act 1916 and for incidental and other purposes.

[Assented to 5 November 1984.]

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and the Legislative Assembly of Western Australia, in this present Parliament assembled, and by the authority of the same, as follows:—

PART I—PRELIMINARY.

1. This Act may be cited as the *State Engineering Works Act 1984*. Short title.

Commence-
ment.

2. The provisions of this Act shall come into operation on such day or days as is or are respectively fixed by proclamation.

Interpreta-
tion.

3. In this Act, unless the contrary intention appears—

“Account” means the State Engineering Works of Western Australia Account provided for by section 23;

“alternate director” means a person appointed under clause 3 (2) of the Schedule;

“appointed director” means the chairman, the deputy chairman and a person appointed under section 5 (1) (d) to be a director of the Corporation;

“Board” means the Board of directors provided for by section 5 (1);

“chairman” means the person appointed under section 5 (1) (a) to be the chairman of the Board and includes the deputy chairman acting in place of the chairman;

“Corporation” means the State Engineering Works of Western Australia established by section 4;

“director” means a director of the Corporation and includes an alternate director;

“general manager” means the chief executive of the Corporation appointed under section 16 and includes a person acting in his place;

“the former Works” means the trading concern known as the State Implement and Engineering Works formerly carried on under and subject to the State Trading Concerns Act 1916.

PART II—ESTABLISHMENT OF STATE ENGINEERING
WORKS OF WESTERN AUSTRALIA.

4. (1) There is hereby established a body to be called the State Engineering Works of Western Australia.

State
Engineering
Works
established
as a body
corporate.

(2) The Corporation is a body corporate with perpetual succession and a common seal and is capable of—

- (a) acquiring, holding and disposing of real and personal property;
- (b) suing and being sued; and
- (c) doing and suffering all such acts and things as bodies corporate may lawfully do and suffer.

(3) The Corporation is an agent of the Crown in right of the State and enjoys the status, immunities and privileges of the Crown except as otherwise provided by this Act.

5. (1) The Corporation shall have a Board of directors comprising—

Board of the
Corporation.

- (a) a chairman;
- (b) a deputy chairman;
- (c) the general manager for the time being of the Corporation; and
- (d) 2 other persons.

(2) The Board is the governing body of the Corporation with authority, in the name of the Corporation, to exercise and perform the powers, functions and duties conferred or imposed on the Corporation by or under this Act.

Appointment
of directors.

6. (1) The chairman, the deputy chairman and the other directors referred to in section 5 (1) (d) shall be appointed by the Governor on the nomination of the Minister.

(2) Appointment as a director does not render the Public Service Act 1978, or any other Act applying to persons as officers of the Public Service of the State, applicable to that person, or affect or prejudice the application to him of those provisions if they applied to him at the time of his appointment.

Constitution
and proceedings.

7. The provisions of the Schedule shall have effect with respect to the constitution and proceedings of the Board.

Remuneration
and expenses
of directors.

8. A director shall be paid out of the funds of the Corporation such remuneration and travelling and other allowances as are determined in his case by the Board and approved by the Treasurer.

Protection of
directors.

9. A person who is or has been a director is not personally liable for any act done or omitted to be done in good faith by the Corporation, the Board or by him acting as a director.

Disclosure of
pecuniary
interests.

10. (1) A director who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Board shall, as soon as possible after the relevant facts have come to his knowledge, disclose the nature of his interest at a meeting of the Board.

(2) A disclosure under subsection (1) shall be recorded in the minutes of the meeting of the Board and the director shall not, unless the Board otherwise determines—

- (a) be present during any deliberation of the Board with respect to that matter; or
- (b) take part in any decision of the Board with respect to that matter.

(3) For the purpose of the making of a determination by the Board under subsection (2) in relation to a director who has made a disclosure under subsection (1), a director who has a direct or indirect pecuniary interest in the matter to which the disclosure relates shall not—

- (a) be present during any deliberation of the Board for the purpose of making the determination; or
- (b) take part in the making by the Board of the determination.

PART III—FUNCTIONS AND POWERS.

11. The functions of the Corporation are—

Functions of
State
Engineering
Works.

- (a) to maintain and operate engineering works and services carried on by the former Works before the coming into operation of this Act; and
- (b) to carry out all types of engineering, manufacture and maintenance of equipment and work of an incidental character.

12. (1) The Corporation has power to do, in Western Australia or elsewhere, all things necessary or convenient to be done for or in connection with the performance of its functions.

Powers.

(2) Without limiting the generality of subsection (1), the powers of the Corporation referred to in that subsection include power—

- (a) to demand and receive fees or charges with respect to the supply of goods, the provision of services or the performance of any work by the Corporation;
- (b) to borrow moneys;
- (c) to maintain an account or accounts with any bank approved by the Treasurer;

- (d) subject to subsection (4), to purchase, sell, lease, take on lease, exchange or otherwise acquire, deal in or dispose of real and personal property;
- (e) to improve, develop or alter property;
- (f) to enter into a partnership or an arrangement for sharing of profits;
- (g) to appoint agents and attorneys;
- (h) to act as agent for other persons; and
- (i) to do anything incidental to any of its powers.

(3) The Corporation may, in carrying out its functions, act alone or in conjunction with any person, firm, body corporate or the government of any other place.

(4) The Corporation shall not, except with the written consent of the Minister—

- (a) acquire, deal in or dispose of real property;
- (b) acquire personal property for a consideration exceeding the prescribed amount; or
- (c) dispose of personal property which was acquired for a consideration exceeding the prescribed amount.

(5) In subsection (4), “the prescribed amount” means such amount as the Minister may, from time to time, determine and notify, in writing, to the Board.

Directions by
the Minister.

13. (1) The Minister may from time to time give directions in writing to the Corporation with respect to—

- (a) policy and the implementation of policy;
- (b) the furnishing of reports, documents, papers and information to the Minister;
- (c) the operation of the Corporation or the proceedings of the Board;

- (d) its functions, powers and duties, either generally or with respect to a particular matter; or
- (e) the appointment of employees of the Corporation,

and the Board shall give effect to any such direction.

(2) Where the Minister, whether pursuant to this Act or any Act—

- (a) gives to the Corporation any direction;
- (b) grants any exemption;
- (c) exercises any discretion,

and that direction, exemption or discretion has a continuing effect the Corporation shall record the same in writing and submit that record to each Minister assuming the charge of the administration of this Act within 28 days of the Minister undertaking that function, and any such direction, exemption or exercise of discretion shall be deemed not to continue to have effect after the expiry of a further period of 28 days from the date on which the record was submitted unless confirmed in writing by the Minister then charged with the administration of this Act.

14. (1) The Corporation shall perform its functions and exercise its powers in accordance with prudent commercial principles and shall ensure as far as possible that its revenue is sufficient both to meet its expenditure properly chargeable to revenue and to derive a profit.

Corporation
to act on
commercial
principles.

(2) In lieu of the liability of business undertakings, other than the Corporation, to pay tax on income or profits under any Act of the Commonwealth, the Corporation shall, within 6 months after the end of each financial year, beginning with the year ending on 30 June 1985, pay to the Treasurer for payment into the Consolidated Revenue Fund 50% of the net profit of the Corporation for that year, as certified to by the Auditor General.

(3) For the purposes of subsection (2) in the determination of the net profit for a financial year full allowance shall be made for interest and depreciation of the assets of the Corporation and for losses of the Corporation carried forward from a previous financial year or financial years.

(4) Notwithstanding any immunity that may otherwise exist, the Corporation shall be liable for and shall pay all local authority rates and charges and all land tax, metropolitan region improvement tax, water rates, pay-roll tax, stamp duties, and all other taxes, fees and charges imposed by the Government, its instrumentalities or agencies.

(5) Any profit not paid to the Treasurer under subsection (2) may be applied by the Corporation in any way consistent with this Act.

Work may be carried out by contractors.

15. The Corporation may contract for the execution by any person of any work or service authorized by this Act to be executed by the Corporation, in such manner and upon and subject to such terms and conditions as the Corporation thinks fit.

PART IV—STAFF.

General manager.

16. (1) The Board shall, with the approval of the Minister, appoint a general manager, to be the chief executive of the Corporation, who shall, subject to the control of the Board, administer the day to day operations of the Corporation.

(2) The general manager shall be appointed for a term not exceeding 7 years and shall be eligible for reappointment.

(3) The remuneration and allowances payable to, and the conditions of service of, the general manager shall be such as are recommended by the Board, after consultation with the Public Service Board, and approved by the Minister.

(4) A person appointed to the office of general manager may, at any time, be removed from office by the Minister on the recommendation of the Board for any reason mentioned in clause 2 (2) of the Schedule.

(5) The general manager may at any time resign his office by notice in writing given in accordance with his conditions of service.

(6) The Board may appoint a person to act in place of the general manager during any period when he is absent or unable to carry out his duties.

(7) The person who, on the date of the coming into operation of this section, held the office of Manager of the former Works shall be entitled to be appointed the general manager under this section.

17. (1) Subject to any direction given by the Minister under section 13 (e), the Board may appoint such employees of the Corporation, either full time or part time, as it considers necessary to enable the Corporation to carry out its functions.

Appointment
of staff and
consultants.

(2) Subject to any relevant award under the Industrial Arbitration Act 1979, the Board may determine the remuneration and other terms and conditions of service of its employees.

(3) Notwithstanding section 4 (3), the Public Service Act 1978 does not apply to or in relation to an employee of the Corporation.

(4) The Board may engage under contract for services such professional and technical or other assistance as it considers necessary to enable the Corporation to carry out its functions.

18. (1) The Corporation may, by arrangement made between the Board and the Minister concerned, and on such terms and conditions as

Use of staff
and facilities
of Depart-
ments and
instrument-
alities.

may be mutually arranged with that Minister and with the Public Service Board, make use, either full time or part time, of—

- (a) the services of any officer or employee employed in the Public Service of the State or in a State instrumentality or otherwise in the service of the Crown in right of the State; or
- (b) any facilities of a Department of the Public Service of the State or of a State instrumentality.

(2) Any such arrangement shall provide for an agreed amount by way of payment for the use of the services or facilities.

Saving of certain rights where public service officer seconded.

19. If the general manager or any other employee of the Corporation, immediately prior to his appointment as such, occupied an office under the Public Service Act 1978, he shall continue to retain any existing and accruing rights and in particular his rights under the Superannuation and Family Benefits Act 1938 as if his service as the general manager or other employee of the Corporation were service as an officer under the Public Service Act 1978.

Super-annuation.

20. (1) The Corporation may grant, or make provision for the grant of, pensions, gratuities and retirement benefits to its employees and, for that purpose may with the approval of the Treasurer establish, manage and control, or enter into an arrangement with any company for the establishment, management and control by such company either alone or jointly with the Corporation of, any fund or scheme for the purpose of providing for such pensions, gratuities and benefits.

(2) The Corporation may make contributions to any fund or scheme referred to in subsection (1).

(3) Subsections (1) and (2) shall not affect the eligibility of the Corporation to be included in the definition of the term "department" in the Superannuation and Family Benefits Act 1938.

(4) In subsection (1) "employee" includes a former employee and the dependants of an employee or former employee.

21. (1) A person to whom this section applies shall not, either directly or indirectly, except in the performance of a function or duty under or in connection with this or any other Act or as required by any other legal duty—

Secrecy.

- (a) make a record of, or divulge or communicate to any person, any formula, design or other information that is or was acquired by him by reason of his office or employment under or for the purposes of this Act; or
- (b) produce to any person any document relating to the affairs of another person furnished for the purposes of this Act.

Penalty: \$2 500 or imprisonment for a term of 12 months, or both.

(2) This section applies to every person who is or has been a director, is or has been the general manager or an employee of the Corporation, or is rendering or has rendered services to the Corporation under section 15, 17 or 18.

22. The general manager and employees of the Corporation are not personally liable for an act or default of the Corporation or the Board done or omitted to be done in good faith and without negligence in the course of the operations of the Corporation.

Liability of employees.

PART V—FINANCIAL PROVISIONS.

23. (1) The funds available for the purpose of enabling the Corporation to perform its functions under this Act consist of—

Funds of the Corporation.

- (a) moneys from time to time appropriated by Parliament for the purpose;
- (b) all moneys received by the Corporation for works, goods or services provided under the authority of this Act;

- (c) moneys derived from the disposal of, or dealing with, real or personal property vested in or acquired by the Corporation, or derived as income from investment by the Corporation or otherwise in the exercise of its functions;
- (d) all moneys borrowed by the Corporation under this Act; and
- (e) any other moneys received by, or made available to, the Corporation under and for the purposes of this Act.

(2) The funds referred to in subsection (1) shall be paid into, and be placed to the credit of, an account—

- (a) at the Treasury; or
- (b) at a bank within the State approved by the Treasurer,

to be called the “State Engineering Works of Western Australia Account”.

(3) The moneys from time to time in the Account may be applied by the Corporation—

- (a) to meet expenditure lawfully incurred by the Corporation in the exercise of its powers and functions under this Act; and
- (b) to pay the remuneration and allowances of the directors and the salaries, wages and allowances of the employees of the Corporation.

(4) Moneys standing to the credit of the Account shall be applied by the Corporation only for the purposes of this Act.

Financial
powers of the
Corporation.

24. (1) Subject to this Act the Corporation may, to the extent that it considers necessary from time to time for carrying out its functions—

- (a) borrow moneys by way of loan, advance or overdraft;

- (b) obtain credit;
- (c) provide credit, including credit in the normal course of business;
- (d) pay commission or brokerage; and
- (e) give, take or arrange security.

(2) A loan, advance or overdraft under this section may only be made with the prior approval of the Treasurer and upon such terms and conditions as the Treasurer approves.

(3) Any moneys borrowed by the Corporation under this section may be raised as one loan or as several loans in such manner as the Treasurer may approve, but the amount of the moneys so borrowed shall not in any one year exceed in the aggregate such amount as the Treasurer approves.

25. (1) The Treasurer, who is hereby authorized to grant the approval, may make, and the Corporation may borrow, from the Public Account, out of moneys appropriated by Parliament for that purpose, advances of such amounts and for such reasons as the Treasurer approves, on such conditions as to repayment and payment of interest as the Treasurer imposes.

Borrowing
from
Treasury
sources.

(2) Where an advance is made under this section the Corporation shall—

- (a) repay the amount of the advance; and
- (b) pay interest,

in accordance with the conditions imposed under subsection (1) and shall comply with any other conditions imposed.

26. (1) The Treasurer may, in the name and on behalf of the Crown in right of the State, guarantee the payment of any moneys payable by, or the discharge of any indebtedness or liability of, the Corporation.

Guarantee by
Treasurer.

(2) The due payment of money payable by the Treasurer under a guarantee given by him under this section is hereby guaranteed by the State, and any such payment shall be made out of the Consolidated Revenue Fund, which is hereby appropriated accordingly.

(3) The funds and assets of the Corporation are hereby charged with repayment of any sum paid by the Treasurer under subsection (2).

Annual estimates of receipts and payments.

27. (1) The Board shall cause annual estimates of the receipts and payments of the Corporation relating to its administration of this Act to be prepared and to be submitted to the Minister who, if he approves the estimates, shall cause them to be submitted to the Treasurer not later than such date as is specified by the Treasurer.

(2) For the purpose of facilitating the accounting procedures of the Treasurer and the preparation of Treasury estimates the Board shall furnish to the Treasurer within the period specified by him such information relating to the estimates, accounts and financial affairs of the Corporation as the Treasurer may require under such headings and in such manner as he may direct.

Temporary investment of funds.

28. Moneys standing to the credit of the Corporation may, until required for the purposes of this Act, be temporarily invested by the Board in such manner and in such categories of investment as moneys standing to the credit of the Public Account may be invested under the Public Moneys Investment Act 1961.

Provisions and reserves.

29. The Corporation may establish and operate in its accounting records provisions, reserve accounts and reserve funds for such purposes and within such limits as the Treasurer approves.

30. (1) The Board shall—

Accounts
and audit.

- (a) cause to be kept proper accounts and records of its transactions and affairs under such headings as the Treasurer may from time to time approve; and
- (b) do all things necessary to ensure that—
 - (i) all payments by the Corporation are correctly made and properly authorized; and
 - (ii) adequate control is maintained over the assets of, in the custody of, or under the control of, the Corporation and over the incurring of liabilities by it.

(2) The Board shall cause to be prepared in respect of each financial year—

- (a) a full, true and fair—
 - (i) balance sheet of its assets and liabilities; and
 - (ii) profit and loss statement;and
- (b) such other statements as the Treasurer may from time to time direct,

in such form as the Treasurer approves and shall submit that balance sheet and those statements for audit, examination and report by the Auditor General.

(3) The Auditor General shall inspect and audit the accounts and records of the financial transactions of the Corporation and shall—

- (a) forthwith draw the attention of the Minister to any irregularity disclosed by the audit that is, in the opinion of the Auditor General, of sufficient importance to justify him so doing; and

(b) report to the Minister as to—

- (i) whether in his opinion the statements are based on proper accounts and records;
- (ii) whether in his opinion the accounts and records are properly drawn up in accordance with generally accepted accounting standards so as to present a true and fair view of the transactions for the period under review and the financial position at the end of that period;
- (iii) whether in his opinion the controls exercised by the Board are adequate to provide reasonable assurance that the receipt, expenditure and investment of moneys and the acquisition and disposal of assets have been in accordance with this Act; and
- (iv) such other matters arising out of the statements as the Auditor General considers should be reported.

(4) The Auditor General has for the purposes of this Act all the powers conferred on him by the Audit Act 1904.

Annual
report.

31. (1) The Board shall as soon as is practicable after 1 July in each year, prepare and furnish to the Minister a report on its operations and proceedings for the year ending on 30 June last preceding.

(2) The Minister shall cause the report, together with copies of the financial statements of the Corporation and the report of the Auditor General thereon, to be laid before each House of Parliament as soon as practicable in each year after the receipt by him of all reports.

PART VI—GENERAL.

32. (1) A document is duly executed by the Corporation, if— Execution of documents.

- (a) it is sealed with the seal of the Corporation in accordance with subsections (2) and (3); or
- (b) it is signed on behalf of the Corporation by the director or directors or employee or employees of the Corporation authorized to do so.

(2) The common seal of the Corporation shall not be affixed to any document except by resolution of the Board.

(3) The common seal shall be affixed to a document in the presence of the chairman or deputy chairman and one other director and each shall sign the document to attest that the common seal was so affixed.

(4) A document purporting to be executed in accordance with this section shall be presumed to be duly executed until the contrary is shown.

(5) Where a document is produced bearing a seal purporting to be the common seal of the Corporation it shall be presumed that the seal is the common seal of the Corporation until the contrary is shown.

33. An act, decision, or proceeding of the Corporation shall not be invalid or called in question by reason of— Proceedings not affected by irregularities.

- (a) any vacancy in the Board; or
- (b) any defect or irregularity in appointment to an office under this Act.

Recovery of
fees and
charges.

34. If a person fails to pay the fees or charges due to the Corporation in respect of a service rendered by it, the Corporation, without prejudice to the right to sue for and recover any part of the charges not recovered under this section—

- (a) may detain and sell all or any of the goods of the person that are in its possession;
- (b) out of the moneys arising from the sale, may retain the fees or charges so payable, and all charges and expenses of the detention and sale; and
- (c) shall render the surplus, if any, of the moneys arising by the sale, and such of the goods as remain unsold, to the person appearing to be entitled to the surplus or to the goods as the case may be.

Proof of
certain
matters not
required.

35. In prosecutions or other legal proceedings instituted by direction of the Corporation, proof is not required, until evidence is given to the contrary, of—

- (a) the constitution of the Corporation;
- (b) the order of the Corporation to prosecute;
- (c) the particular or general appointment of an employee or officer of the Corporation to take the proceedings;
- (d) the authority of the employee or officer to prosecute;
- (e) the appointment of any director of the Corporation; or
- (f) the presence of a quorum at a meeting of the Corporation at which an order is made or anything is done by the Corporation.

36. In proceedings for an offence against this Act, an employee or officer of the Corporation, appointed by the Board for that purpose, may represent the Corporation.

Power of
employee or
officer to
represent
Board.

37. All matters in dispute between the Corporation and any department of the Government, or any statutory authority which is an agent of the Crown in right of the State, arising out of the operations of the Corporation shall be referred to the Premier and the decision of the Premier upon all such matters in dispute shall be final.

Settlement
of disputes.

38. (1) The Governor may make regulations prescribing all matters that are required or permitted by this Act to be prescribed, or are necessary or convenient to be prescribed for giving effect to the purposes of this Act.

Regulations.

(2) Without limiting the generality of subsection (1) regulations may make provision for—

- (a) the operation of the Corporation and the conditions governing the performance of any service that the Corporation may carry out under this Act;
- (b) the protection and preservation of property of, or property in the custody or under the control of, the Corporation;
- (c) the maintenance of order and safety in connection with the operations of the Corporation;
- (d) the sale or other disposal of unclaimed goods in the possession of the Corporation and the disposal of the proceeds of any such sale;
- (e) the prohibition of interference with the engineering works or with property of the Corporation; and
- (f) penalties not exceeding \$200 for offences against the regulations.

PART VII—TRANSITIONAL AND REPEAL.

Transitional.

39. (1) In this section—

“the Minister” means the Minister of the Crown charged with the administration of the former Works at the date of coming into operation of this section; and

“the Act” means the State Trading Concerns Act 1916.

(2) On the date of the coming into operation of this section—

(a) the Minister ceases to be a body corporate under section 6 of the Act;

(b) the former Works ceases to be a State trading concern under the Act, and shall discontinue its business and operations;

(c) all real and personal property and every right and interest therein that immediately before that date was vested in the Minister under section 6 of the Act, shall, by force of this section without any conveyance, transfer or assignment be transferred to and vested in and belong to the Corporation for the purposes of this Act, subject to any debts, trusts and liabilities affecting them;

(d) all rights accruing or accrued to the Minister in respect of any property vested in the Corporation by virtue of this section—

(i) are vested in the Corporation; and

(ii) may be enforced against the Corporation;

(e) all contracts, agreements and undertakings made by the Minister and all securities lawfully given to or by the Minister for and on

behalf of the former Works and in force immediately before that date have effect as contracts, agreements and undertakings by and with the Corporation and securities given to or by the Corporation and may be enforced by and against the Corporation accordingly;

- (f) all debts due and money payable by the Minister for and on behalf of the former Works and all claims, liquidated or unliquidated, recoverable against the Minister shall be debts due and moneys payable by and claims recoverable against the Corporation;
- (g) any legal or other proceedings that might, but for this section, have been continued or commenced by or against the Minister under his corporate name may be continued or commenced by or against the Corporation under its corporate name.

(3) A reference—

(a) in a written law; and

(b) in any document,

in force immediately before the date of the coming into operation of this Act, to the Minister or the former Works shall be read, deemed and taken to refer to the Corporation.

40. (1) A person who was, immediately prior to the commencement of this section an officer or employee of the former Works shall be entitled to be employed by the Board pursuant to the provisions of this Act on the same terms and conditions as he was employed immediately prior to the commencement of this section.

Present
officers.

(2) Where a person becomes an employee of the Corporation pursuant to subsection (1)—

- (a) he shall retain his existing and accruing rights and in particular his rights, if any, under the Superannuation and Family Benefits Act 1938; and
- (b) for the purpose of determining those rights, his service as an officer or employee of the former Works shall be taken into account as if it were service with the Corporation.

Section 7A
of the State
Trading
Concerns
Act 1916
repealed.

41. Section 7A of the State Trading Concerns Act 1916 is repealed.

SCHEDULE. (Section 7)

PROVISIONS AS TO CONSTITUTION AND
PROCEEDINGS OF THE BOARD.

Term of
office.

1. (1) Except as otherwise provided by this Act, an appointed director shall hold office for such term, being not more than 5 years, as is specified in his instrument of appointment, but he may from time to time be reappointed.

(2) A director, unless he sooner resigns or is removed from office, shall continue in office until his successor comes into office, notwithstanding that the term for which he was appointed may have expired.

Extra-
ordinary
vacancies.

2. (1) An appointed director may resign his office by notice in writing delivered to the Minister.

(2) An appointed director may be removed from office at any time by the Governor—

(a) for—

- (i) mental or physical disability;
- (ii) incompetence;
- (iii) neglect of duty; or
- (iv) misconduct,

impairing the performance of his functions and proved to the satisfaction of the Governor;

- (b) if he is an undischarged bankrupt or a person whose property is subject to an order or arrangement under the laws relating to bankruptcy;
- (c) if he is absent without leave of the Board from 3 consecutive meetings of the Board of which he has had notice; or
- (d) if he fails to comply with his obligation under section 10 (1).

(3) If an appointed director dies or resigns or is removed from office the vacancy shall be deemed to be an extraordinary vacancy.

(4) In the case of an extraordinary vacancy in the office of an appointed director, the Governor may appoint a person to be a director for the residue of the term of the former holder of that office, and shall do so on the nomination of the Minister.

3. (1) During any vacancy in the office of chairman or where he is unable to act by reason of sickness, absence or other cause the deputy chairman shall act temporarily as chairman, and while he is so acting he has all the functions, powers and duties of the chairman.

Alternate
directors.

(2) Where a director, other than the chairman or the general manager, is unable to act by reason of sickness, absence or other cause, the Minister may appoint another person to act temporarily in his place, and while so acting according to the tenor of his appointment that other person is deemed to be a director.

(3) Except where there is a person acting in his place pursuant to section 16 (6), the general manager may, in writing delivered to the chairman, nominate a senior officer of the Corporation to represent him at any meeting which he is unable to attend by reason of sickness, absence or other cause, and while so attending the person so nominated shall be deemed to be a director.

(4) No act or omission of a person acting in place of another under this clause shall be questioned on the ground that the occasion for his appointment or acting had not arisen or had ceased.

(5) The appointment of a person as an alternate director or the nomination of a person pursuant to sub-clause (3) may be terminated at any time by the Minister.

Meetings.

4. (1) The first meeting of the Board shall be convened by the chairman and thereafter, subject to subclause (2), meetings shall be held at such times and places as the Board determines.

(2) A special meeting of the Board may at any time be convened by the chairman.

(3) The chairman shall preside at all meetings of the Board at which he is present.

(4) If the chairman and the deputy chairman are absent from a meeting the directors present shall appoint one of their number to preside.

(5) At any meeting of the Board the chairman, deputy chairman or other person presiding shall have a deliberative vote, and in the case of an equality of votes shall also have a casting vote.

(6) The Board shall cause accurate minutes to be kept of the proceedings at its meetings.

Delegation.

5. (1) The Board may, by resolution, delegate to a director or to an employee of the Corporation, either generally or otherwise as provided by the instrument of delegation, all or any of its powers, functions or duties under this Act (except this power of delegation).

(2) A power, function or duty so delegated may be exercised or performed by the delegate in accordance with the instrument of delegation and, when so exercised, shall, for the purposes of this Act, be deemed to have been exercised or performed by the Board.

(3) A delegation under this clause is revocable at will and does not prevent the exercise of a power or the performance of a function or duty by the Board.

Resolution may be passed without meeting.

6. A resolution in writing signed or assented to by letter, telex or telegram by each director shall be as valid and effectual as if it had been passed at a meeting of the Board.

Leave of absence.

7. The Board may grant leave of absence to a director on such terms and conditions as it thinks fit.

Board to determine own procedures.

8. Subject to this Act, the Board shall determine its own procedures.