

1957/61

**THE WESTERN SAMOA TRUST ESTATES CORPORATION
REGULATIONS 1957**

C. W. M. NORRIE, Governor-General

ORDER IN COUNCIL

At the Government House at Wellington this 27th day of March 1957

Present:

HIS EXCELLENCY THE GOVERNOR-GENERAL IN COUNCIL

PURSUANT to the Samoa Act 1921, His Excellency the Governor-General, acting by and with the advice and consent of the Executive Council, hereby makes the following regulations.

REGULATIONS

PART I—PRELIMINARY

Title and Commencement

1. (1) These regulations may be cited as the Western Samoa Trust Estates Corporation Regulations 1957.

(2) These regulations shall come into force on the date of the commencement of Part III of the Samoa Amendment Act (No. 2) 1956.

Arrangement of Regulations

2. These regulations are arranged as follows:

PART I—PRELIMINARY

1. Title and Commencement
2. Arrangement of Regulations
3. Interpretation

PART II—CONSTITUTION AND MANAGEMENT OF CORPORATION

4. Term of Office of Directors
5. Extraordinary Vacancies
6. Deputy Directors
7. Chairman and Deputy Chairman
8. General Manager
9. Remuneration of Directors
10. Liability of Directors

PART III—PROCEDURE OF CORPORATION

11. Meetings
12. Special Meetings
13. Chairman of Meetings
14. Quorum
15. Resolutions
16. Minutes of Meetings
17. Contracts of Corporation
18. General

PART IV—FUNCTIONS AND POWERS OF CORPORATION

19. Functions
20. General Powers
21. Particular Powers
22. Delegation of Powers
23. Disposal of Land

PART V—FINANCIAL PROVISIONS AND REPORTS

24. Application of Profits
25. Investments of Funds
26. Accounts and Audit
27. Annual Report

Interpretation

3. (1) In these regulations, unless the context otherwise requires,—
 - “The Act” means Part III of the Samoa Amendment Act (No. 2) 1956:
 - “Corporation” means the Western Samoa Trust Estates Corporation:
 - “General Manager” means the General Manager of the Corporation:
 - “Public work” has the same meaning as in paragraph (b) of the definition of the term “public work” in section 2 of the Public Works Act 1928.

(2) In these regulations, unless the context otherwise requires, expressions defined by the Samoa Act 1921 shall, subject to the provisions of subclause (1) of this regulation, have the meanings assigned to them by that Act.

PART II—CONSTITUTION AND MANAGEMENT OF CORPORATION

Term of Office of Directors

4. (1) Except as otherwise provided in these regulations, every director appointed by the High Commissioner shall be appointed for a term of three years, and may from time to time be reappointed for a like term.

(2) The director appointed by the Minister shall hold office during the pleasure of the Minister.

(3) Every appointed director, unless he sooner vacates his office otherwise than by effluxion of time, shall continue to hold his office until his successor comes into office, notwithstanding that the term for which he was appointed may have expired.

Extraordinary Vacancies

5. (1) Any director appointed by the High Commissioner may at any time be removed from office by the High Commissioner for incapacity, inefficiency, insolvency, neglect of duty, or misconduct proved to the satisfaction of the High Commissioner, or may at any time resign his office by written notice addressed to the High Commissioner.

(2) Any director appointed by the Minister may at any time resign his office by written notice addressed to the Minister.

(3) If any director appointed by the High Commissioner dies or resigns or permanently departs from Western Samoa or is removed from office, the High Commissioner shall appoint a person to be a director for the residue of the term for which the vacating director was appointed.

Deputy Directors

6. (1) In any case in which the High Commissioner is satisfied that any director appointed by him is temporarily incapacitated by illness, absence, or other sufficient cause from performing the duties of his office, he may appoint a deputy to act for that director during his incapacity.

(2) In the event of the temporary absence or incapacity of the director appointed by the Minister, the Minister may appoint a deputy to act for the director during that absence or incapacity or for any period of time as the Minister, in his discretion, thinks fit.

(3) Any deputy shall, while he acts as such, be deemed to be a director.

(4) No appointment of any deputy and no acts done by him as such shall in any proceedings be questioned on the ground that the occasion for his appointment had not arisen or had ceased.

Chairman and Deputy Chairman

7. (1) As soon as all the directors who are to be appointed have been appointed, the High Commissioner shall appoint one director of the Corporation to be its Chairman and another director to be its Deputy Chairman.

(2) Any person appointed as the Chairman or Deputy Chairman shall, unless he sooner resigns that office by notice in writing to the High Commissioner, hold office as such while he continues to hold office as a director of the Corporation, and may be reappointed.

(3) Whenever any vacancy occurs in the office of Chairman or Deputy Chairman, the High Commissioner shall appoint a director to be the Chairman or Deputy Chairman of the Corporation, as the case may be.

General Manager

8. The General Manager shall be the chief executive officer of the Corporation and, subject to the provisions of the Act and any regulations made thereunder and subject to the general direction of the directors, be charged with the control and management of the operations of the Corporation.

Remuneration of Directors

9. (1) The directors appointed by the High Commissioner shall receive such remuneration as the High Commissioner may from time to time determine.

(2) The director appointed by the Minister shall receive such remuneration as the Minister may from time to time determine.

(3) Every director shall be paid travelling expenses and travelling allowances at such rates as from time to time the Public Service Commissioner determines in respect of any director who is an employee of the Western Samoan Public Service and as the High Commissioner determines in respect of any other director.

(4) All payments made pursuant to this regulation shall be paid out of the funds of the Corporation.

Liability of Directors

10. No director shall be personally liable for any act done or omitted to be done in good faith in the exercise of the functions, powers, and authorities of the Corporation or for any debt or other liability lawfully incurred by the Corporation.

PART III—PROCEDURE OF CORPORATION

Meetings

11. (1) The first meeting of the directors shall be held at a time and place to be appointed in that behalf by the Chairman.

(2) Subsequent meetings shall be held at such times and places as the directors from time to time appoint.

Special Meetings

12. (1) The Chairman may at any time convene a special meeting of directors, and shall, on the requisition of any three directors, forthwith proceed to convene such a meeting.

(2) The requisition shall be signed by the requisitionists, and shall state the objects of the special meeting.

(3) A copy of the requisition shall be sent forthwith to every director not being a requisitionist.

(4) If the Chairman does not proceed to convene a special meeting in accordance with the requisition to be held within one month after the receipt by him of the requisition, the requisitionists themselves may convene a special meeting, and any meeting so convened shall for all purposes be a meeting within the provisions of these regulations.

Chairman of Meetings

13. Every meeting of the directors shall be presided over by the Chairman and, if the Chairman is not present, by his deputy. In the absence from any meeting of both the Chairman and the Deputy Chairman, the members present shall appoint one of their number to be the Chairman for the purposes of that meeting.

Quorum

14. (1) At all meetings of the Corporation four directors shall form a quorum.

(2) The General Manager and the Director of Agriculture may, in the event of his absence from any meeting, authorise any officer of the Western Samoan Public Service working under his control to attend the meeting in his stead and any officer, while so attending the meeting, shall be deemed for all purposes of these regulations to be a director.

(3) The fact that any person attends and acts as director at any meeting shall be conclusive proof of his authority to do so.

Resolutions

15. (1) Subject to the provisions of regulations 23 and 24 hereof and of subclause (3) of this regulation, all questions before the Corporation shall be determined by a resolution carried by a majority of the valid votes of the directors present at any meeting and voting thereon.

(2) At any meeting the Chairman shall have a deliberative vote and, in the case of an equality of votes, shall also have a casting vote.

(3) A resolution in writing signed, or assented to by letter or telegram, by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors as aforesaid.

Minutes of Meetings

16. (1) The Corporation shall cause minutes to be made in a book provided for the purpose—

(a) Of the names of the persons present at each meeting of the directors; and

(b) Of all resolutions and proceedings of meetings and of all resolutions passed pursuant to regulation 15 (3) hereof.

(2) Any such minutes, if signed by any person purporting to be the Chairman or Deputy Chairman of the Corporation or the Chairman of any meeting, shall be receivable in evidence without any further proof.

(3) A copy of the minutes of every meeting shall be furnished to every director.

Contracts of Corporation

17. (1) Contracts on behalf of the Corporation may be made as follows:

(a) Any contract which, if made between private persons, must be by deed shall, if made by the Corporation, be in writing under the common seal of the Corporation:

(b) Any contract which, if made between private persons, must be in writing signed by the parties to be charged therewith shall, if made by the Corporation, be in writing either under the common seal of the Corporation or signed by any person on behalf and by direction (either general or specific) of the Corporation:

(c) Any contract which, if made between private persons, may be made orally may, if made by the Corporation, be made orally by any person on behalf and by direction (either general or specific) of the Corporation, but no oral contract shall be made involving the payment by the Corporation of a sum exceeding twenty pounds.

(2) The common seal of the Corporation shall not be affixed to any document save pursuant to a resolution of the directors, and the execution of any document so sealed shall be attested by two directors.

General

18. Except as provided in these regulations, the Corporation may determine its procedure in such manner as it thinks fit.

PART IV—FUNCTIONS AND POWERS OF CORPORATION

Functions

19. In the exercise of its functions as defined in the Act, the Corporation shall ensure the efficient and prudent agricultural, horticultural, and pastoral development of its lands:

Provided that nothing in this regulation shall prevent—

- (a) The holding of any lands as reserves for any purposes consistent with the general functions of the Corporation:
- (b) The dedication of any lands by the Corporation for any public purpose as defined in section 275 of the Samoa Act 1921.

General Powers

20. The Corporation shall have all the powers and authorities reasonably necessary for and incidental or conducive to the effective performance of its functions as defined in section 23 of the Act.

Particular Powers

21. Without limiting any provisions of these regulations, the Corporation shall, in the performance of its functions, have authority from time to time, by its officers, servants, contractors, or agents, to—

- (a) Cultivate the lands of the Corporation and develop the resources of the same and sell or otherwise make use of the produce and livestock therefrom:
- (b) Erect, establish, contract for or acquire by purchase or otherwise, all such works, buildings, machinery, apparatus and other things as may be necessary:
- (c) Construct, maintain, or improve, or subscribe towards the construction, maintenance, and improvement, of wharves, aerodromes (whether on land or water), or any public works:
- (d) Carry on all or any of the trades or businesses of owners or operators of ships, shipping and customs agents, wharf owners and wharfingers, warehousemen, manufacturers, builders, timber millers, fishermen, fish curers, dealers in livestock, importers, farmers, planters, and buyers and sellers of and dealers in merchandise and produce of all descriptions:
- (e) Carry out research and experimental work.

Delegation of Powers

22. (1) The Corporation may from time to time, either generally or for any particular transaction or class of transactions or for any particular act of administration, control, or management, delegate any of its powers to any of its directors.

(2) No such delegation shall prevent the exercise by the Corporation itself of any of the powers conferred on it by the Act or these regulations.

(3) Subject to any general or special directions given by the Corporation, any director to whom any powers are so delegated may exercise those powers in the same manner and with the same effect as if they had been directly conferred on him by these regulations and not by delegation.

(4) Every director purporting to act under any delegation under this regulation shall, in the absence of proof to the contrary, be presumed to be acting within the terms of the delegation.

(5) Any delegation pursuant to this regulation may be at any time revoked by the Corporation in whole or in part, but the revocation shall not affect in any way any act or thing done under the delegated authority.

Disposal of Land

23. The Corporation shall not dispose of any land or any interest therein (otherwise than by way of lease for a term not exceeding one year), unless the resolution to dispose of the land or interest has been approved by both the High Commissioner and the director appointed by the Minister.

PART V—FINANCIAL PROVISIONS AND REPORTS

Application of Profits

24. The annual profits of the Corporation, after the Corporation has set aside such sum or sums as it deems necessary or expedient by way of general or specific reserves, shall be transferred to a separate account kept in the Western Samoan Treasury, and shall be applied for the welfare and economic and social benefit of the inhabitants of Western Samoa in such manner as the Legislative Assembly decides:

Provided that no resolution of the Corporation purporting to transfer any profits of the Corporation to the Western Samoan Treasury shall be of any effect or validity unless approved by the director appointed by the Minister.

Investment of Funds

25. Any funds of the Corporation not immediately required to be expended in the discharge of the functions of the Corporation may be invested by the Corporation in such classes of securities as the High Commissioner from time to time approves.

Accounts and Audit

26. (1) The Corporation shall keep proper accounts and other records in relation thereto, and shall prepare in respect of each financial year a statement of accounts.

(2) The accounts of the Corporation shall include Trading, Profit and Loss, and Appropriation Accounts and a Balance Sheet.

(3) The accounts of the Corporation shall be audited by the Auditor of the Government of Western Samoa.

(4) As soon as the accounts of the Corporation have been audited, the Corporation shall send a copy of the statement of accounts to the High Commissioner together with a copy of any report made by the auditor.

(5) Both the statement of accounts and any report made by the auditor shall be laid before the Legislative Assembly within twenty-eight days if the Assembly is in session or, if the Assembly is not in session, within twenty-eight days after the commencement of the next ensuing session.

Annual Report

27. (1) The Corporation shall, as soon as possible after the end of each financial year, make to the High Commissioner a report dealing generally with the operations of the Corporation during that year and

containing such information with respect to the proceedings and policy of the Corporation as can be made public without detriment to the interests of the undertaking of the Corporation.

(2) Every such report shall be laid before the Legislative Assembly within twenty-eight days if the Assembly is in session or, if the Assembly is not in session, within twenty-eight days after the commencement of the next ensuing session.

T. J. SHERRARD,
Clerk of the Executive Council.

EXPLANATORY NOTE

This note is not part of the regulations, but is intended to indicate their general effect.

The general purpose of these regulations is to make provision for the administration of the Western Samoa Trust Estates Corporation which was established by Part III of the Samoa Amendment Act (No. 2) 1956.

These regulations provide for the constitution and management of the Corporation, the procedure for meetings, and the manner in which it enters into contracts, and specify the Corporation's general and particular powers. The regulations provide that the annual profits of the Corporation are to be applied for the welfare and economic and social benefit of the inhabitants of Western Samoa in such manner as the Legislative Assembly of Western Samoa decides. Provision is also made for the keeping and audit of the accounts of the Corporation and for the making of annual reports.

Issued under the authority of the Regulations Act 1936.

Date of notification in *Gazette*: 28 March 1957.

These regulations are administered in the Department of Island Territories.