



Western Samoa

Arrangement of Provisions

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1984, No. 46

AN ACT to establish the Philatelic Corporation, and to prescribe its functions, powers and duties.

[21 December 1984]

BE IT ENACTED by the Legislative Assembly of Western Samoa in Parliament assembled as follows:—

PART I**Preliminary**

1, **Short title**— This Act may be cited as the Philatelic Corporation Act 1984.

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2. **Commencement**— This Act shall come into force on a date to be appointed by the Head of State, acting on the advice of Cabinet, by Order.

3. **Interpretation**— In this Act, unless the context otherwise requires,—

“Corporation” means the Philatelic Corporation established under section 4 of this Act;

“deputy” means a person authorised or appointed to act as a director under section 8 of this Act;

“director” means a director of the Corporation;

“General Manager” means the General Manager appointed under section 22 of this Act;

“Government” means the Government of Western Samoa;

“Minister” means the Minister of Post Office;

“Stamp” means an adhesive stamp created for the purpose of this Act for the time being in force relating thereto;

“Special Stamp” means a special stamp created under section 20 of this Act;

“Philately articles” means articles created for the propagation of philatelic business;

“year and financial year” means a period of 12 months commencing on the 1st day of January and ending on the 31st day of December.

PART II

Establishment and Functions of Corporation

4. **Nature of Corporation**—(1) There is hereby established for the purposes of this Act a corporation to be called the Philatelic Corporation which shall be the successor to and assignee of all such assets and rights of the Philatelic Bureau of the Department of Post Office as may be assigned to the Corporation by Cabinet and shall have the functions and powers conferred to it under this Act.

(2) The Corporation—

(a) is a body corporate with perpetual succession;

(b) shall have a common seal;

(c) may acquire, hold and dispose of real and personal property;

(d) may sue or be sued in its corporate name;

(e) may borrow or invest money.

5. **Membership of Corporation**—(1) The Corporation shall consist of 6 directors—

(a) the Minister of Post Office;

(b) the Director of Post Office, who shall be the Deputy Chairman of the Corporation;

(c) the General Manager of the Corporation;

(d) 3 persons appointed by the Head of State, acting on the advice of Cabinet.

(2) The Head of State acting on the advice of Cabinet shall appoint from amongst the directors a person to be the Chairman of the Corporation.

(3) The performance of the functions or the exercise of the powers of the Corporation is not affected by reason of there being a vacancy or vacancies in the number of directors of the Corporation.

6. **Term of directors**—(1) Subject to subsection 2 of this section, each director appointed under section 5 shall be appointed for a term of 3 years, but is eligible for reappointment for a further term or terms.

(2) Every appointed director, unless he sooner vacates his office under section 7(2), shall continue to hold his office until his successor comes into office.

7. **Extraordinary vacancies**—(1) An appointed director may at any time be removed from office by the Head of State, acting on the advice of Cabinet—

- (a) for disability;
- (b) for bankruptcy; or
- (c) for neglect of duty or misconduct.

(2) An appointed director may at any time resign his office by notice in writing given to the Minister who shall submit the same to Cabinet.

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

(4) An extraordinary vacancy shall be filled by the appointment of a person in accordance with section 5.

(5) A person appointed to fill an extraordinary vacancy shall be appointed for the residue of the term for which the vacating director was appointed.

(6) The powers of the Corporation shall not be affected by an extraordinary vacancy in the membership of the Corporation.

8. Deputies of directors—(1) The Director of Post Office may nominate a senior officer of his Department to attend a meeting of the Corporation as his deputy.

(2) Where the Chairman of the Corporation is temporarily incapacitated by illness or for other good reason cannot attend a meeting, he may nominate a person to attend that meeting as his deputy.

(3) Where another appointed director is temporarily incapacitated for illness or for other good reason cannot attend a meeting, the Chairman may nominate a person to attend that meeting as the deputy of that director.

(4) No deputy shall act as Chairman or Deputy Chairman of the Corporation.

(5) The deputy of a director while attending a meeting as a deputy shall be deemed to be a director.

(6) The nomination of a deputy of a director, and any act done by a deputy of a director, shall not be questioned in any proceedings on the ground that the action for his nomination has ceased.

9. Remuneration— Every appointed director shall be paid out of the funds of the Corporation such remuneration, travelling expenses or other expenses reasonably incurred by him in the performance of his duties as a director at such rate as Cabinet may determine.

10. Meetings—(1) Meetings shall be held at such times and at such places as the Chairman or Deputy Chairman from time to time determines.

(2) Every meeting of the Corporation shall be presided over by the Chairman or if the Chairman is not present by the Deputy Chairman.

(3) In the absence of both the Chairman and the Deputy Chairman the directors shall appoint one of their fellow-directors to be Chairman.

(4) The Chairman or, if he is absent, the Deputy Chairman, or 3 directors, may at any time convene a special meeting of the Corporation by notice in writing stating the business to be transacted served on all those eligible to attend.

(5) At every meeting the quorum shall be 4 persons eligible to vote under this Act.

(6) A question before a meeting of the Corporation shall be resolved by a majority of the valid votes of the directors, or their deputies present.

(7) A resolution signed or assented to by letter, telegram, or cable by a majority of the directors has the same effect as a resolution passed at a meeting of the Corporation.

(8) The Chairman at any meeting has a deliberative vote, and in the event of an equality of votes, also has a casting vote.

(9) Subject to this Act, the Corporation may regulate its proceedings in such manner as it thinks fit.

11. Minutes of meetings—(1) The Corporation shall cause minutes to be kept, in a book provided for that purpose, and shall record the names of all persons present, all resolutions and proceedings of meetings of the Corporation and all resolutions passed pursuant to section 10(6).

(2) The minutes of every meeting shall, if signed by a person purporting to be the Chairman of any meeting, be received in evidence without further proof.

(3) A copy of the minutes shall be furnished to every director within 7 days after the completion of every meeting.

12. Secrecy— No director shall communicate or reveal to any person any matter which becomes known to him as a director of the Corporation except with the approval of the Corporation or as required for the due discharge of his official duties as a director of the Corporation.

13. Disclosure of interest—(1) A director who as a direct or indirect interest in a matter being considered or about to be considered by the Corporation otherwise than as a director shall as soon as possible after the relevant facts have come to his notice, disclose the nature of his interest at a meeting of the Corporation.

(2) A disclosure under subsection (1) shall be recorded in the minutes of the meeting and, except as otherwise provided by a resolution of the Corporation, the director shall leave the meeting after the disclosure during any deliberation or decision relating to that business, but shall be counted as present for the purpose of forming a quorum for the meeting on any such deliberation or decision.

14. Liabilities of Directors and Employees— No director or employee of the Corporation shall be personally liable for any act done or omitted to be done in good faith in the exercise or performance of the functions, powers and duties of the Corporation or for any other liability lawfully incurred by the Corporation.

15. Original assets of the Corporation Defined—(1) The original assets of the Corporation shall be deemed to include all such properties both real and personal, and all rights as are assigned to it under the provisions of subsection (1) of section 4 of this Act.

(2) If any question arises as to whether any asset has become or is the property of the Corporation, that question shall be decided by the Cabinet.

16. Functions of the Corporation—(1) The functions of the Corporation shall be—

- (a) to arrange and execute a yearly stamp issue programme in keeping with local and international events reflecting the identity and traditions of Western Samoa in concurrence with the Department of Post Office in so far as applicable to Part IV section 68 of the Post Office Act 1972;
- (b) to create print and distribute stamps and other philately articles for sale;
- (c) to carry out research and development of designs of stamps and other philately articles;
- (d) to promote international sale of stamps and other philately articles among philatelists of the world by participation in major international philatelic exhibitions wherever desirable;
- (e) to supply the Department of Post Office with its requirements of stamps for postage and other revenues, at the price not exceeding the cost of printing, freight and handling of such stamps to the Corporation;
- (f) to appoint overseas agents for distribution, sale and publicity of sale of stamps and other philately articles issued by the Corporation at trade commissions agreed between the Corporation and such overseas agents;
- (g) to ensure a safe custody of stamps and other philatelic articles used for philatelic business and to properly account for their quantities printed, sold and destroyed;
- (h) to maintain and upkeep the stamp archives of Western Samoa.

(2) If any question arises as to whether any function, authority, responsibility, debt, liability or obligation has become or is the function, authority, responsibility, debt, liability or obligation of the Corporation, that question shall be decided by Cabinet.

17. Rights and Powers of Corporation—(1) The Corporation has power to do all things necessary or convenient to be done for or in connection with, or as incidental to, the performance of its functions under this Act.

(2) Without limiting the generality of subsection (1) of this section the Corporation has power—

- (a) to purchase freehold land;
- (b) to take a lease on customary, freehold or public land;
- (c) to borrow funds from the Government or the Bank of Western Samoa or any other Bank or lending institution whether local or overseas, provided that where the sum to be borrowed exceeds \$10,000 prior approval of Cabinet will be required in writing;
- (d) to engage or retain from time to time on such terms and conditions as it may agree, any persons or bodies (whether in Western Samoa or elsewhere) to act as agents of the Corporation for the carrying out of the functions of the Corporation;
- (e) to pay to any agent such fees, commission, allowances, or other remuneration as the Corporation may agree with that agent;
- (f) to do anything incidental to any of its powers.

(3) the Corporation shall have the exclusive right: to engage in the creation, printing and distribution of stamps, special stamps and other philately articles for sale within Western Samoa or elsewhere.

18. Contracts by the Corporation—(1) Contracts by the Corporation—

- (a) 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) which, if made between private persons must be in writing signed by the parties shall, if made by the Corporation, be in writing either under the common seal of the Corporation or signed by any person on behalf of and by direction of the Corporation;

(c) which, if made between private persons may be made orally, may, if made by the Corporation, be made orally by any person on behalf of and by direction of the Corporation.

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

19. Delegation of powers—(1) The Corporation may, either generally or as otherwise provided by the instrument of delegation under its common seal, delegate to a person any of its powers under this Act other than this power of delegation.

(2) A power so delegated, when exercised by the delegate, shall for the purpose of this Act, be deemed to have been exercised by the Corporation.

(3) A delegation under this section does not prevent the exercise of a power by the Corporation.

(4) A delegation under this section is revocable at the will of the Corporation.

20. Special stamps— The Corporation may from time to time cause to be created special stamps of such denominations as it thinks fit, which shall be available only for the purpose of this Act; and for those purposes each such denominations shall have a value of such amount as the Corporation determines.

21. Policy of Cabinet— In the exercise of its functions and powers the Corporation shall have regard to the general policy of Cabinet as communicated in writing by the Minister.

PART III

Officers of the Corporation

22. The General Manager—(1) The Head of State, acting on the advice of Cabinet, may from time to time appoint a General Manager of the Corporation on such terms and conditions as he thinks fit.

(2) The General Manager shall, where reasonably possible, be a duly qualified and experienced person, and shall be the chief executive officer of the Corporation.

(3) The General Manager is responsible for the control and management of the operations of the Corporation.

23. Staffing—(1) The Corporation may employ any officers and employees as it thinks necessary for the efficient performance of the functions of the Corporation.

(2) All appointments, dismissals, conditions of leave, salary scales, promotions and other matters relating to the conditions of employment of persons in the service of the Corporation shall be under the jurisdiction of the Corporation.

(3) Nothing in this Act shall be construed to place any officer or employee of the Corporation within the term "service of Western Samoa" as defined in the Constitution of the Independence State of Western Samoa.

(4) All officers and employees of the Department of Post Office with respect to the provision, operation and maintenance of the philatelic service be transferred to the Corporation under such terms or arrangements which applied or had been arranged immediately prior to this Act coming into force.

24. Investment of Funds— Any funds not immediately required for expenditure by the Corporation may be invested on fixed deposit in the Post Office Savings Bank, the Bank of Western Samoa or in public securities.

PART IV

Finance

25. Application of Profits— The Corporation, having set aside such sums from profits as may be necessary or expedient—

- (a) to offset past losses;
- (b) for the expansion, development or replacement of its assets; or

(c) to create or increase reserves;

shall transfer the balance of such profits to the Treasury Fund for the benefit of the public revenue.

26. Exempt from tax— The Corporation shall not be liable to pay income tax, stamp duty, customs duty, or any other form of taxation.

27. Accounts—(1) The Corporation shall keep proper accounts and records in relation to its business, and shall prepare in respect of each financial year a statement of accounts within 6 months of the end of that financial year.

(2) The accounts of the Corporation shall include separate trading and profit and loss accounts and a balance sheet.

28. Audit—(1) the Controller and chief Auditor with or without the assistance of another auditor, shall inspect and audit the accounts and records of financial transactions.

(2) The Controller and Chief Auditor or a person authorised by him is entitled at all reasonable times to full and free access to all accounts, records, documents and papers of the Corporation relating directly or indirectly to the receipt or payment of moneys by the Corporation or to the acquisition, receipt, custody or disposal of assets by the Corporation.

(3) The Controller and Chief Auditor or a person authorised by him may make copies of, or take extracts from, any such accounts, records, documents or papers.

(4) The Controller and Chief Auditor or a person authorised by him may require any person to furnish him with such information in the possession of the person, or to which the person has access, as the Controller and Chief Auditor or person authorised by him considers necessary for the purposes of this Act, and that person shall comply with the requirement.

29. Annual Report—(1) The Corporation shall prepare annual reports dealing with the operations of the Corporation during the preceding year.

(2) Audited copies of the annual accounts and report of the Corporation shall be laid before the Legislative Assembly by the Minister within 28 days after the receipt of a copy by him if the Assembly is then in session, but if not, within 28 days after the commencement of the next ensuing session.

PART V

Regulations

30. **Regulations**—(1) The head of State, acting on the advice of Cabinet, may make regulations not inconsistent with this Act, prescribing all matters required or permitted by this Act to be prescribed, or necessary or convenient to be prescribed for carrying out or giving effect to this Act.

(2) Without limiting the general power conferred by subsection (1), regulations may be made for any of the following purposes:—

- (a) prescribing further records or accounts to be kept by the Corporation;
- (b) conferring further powers on the Corporation.

PART VI

Miscellaneous

31. **Offences**— Any person who commits any act in contravention of any provision of this Act commits an offence and is liable to a fine not exceeding Five Hundred Tala.

32. **Savings**—(1) The Post Office Act 1972 Part IV and any regulations made under that part shall so far as they are applicable and with the necessary modifications continue in force as if they have been made under this Act until they are expressly revoked.

(2) The Department of Post Office shall continue to exercise all powers, perform all functions and to do all things provided in Part IV of the Post Office Act 1972 until this Act comes into force on a date to be appointed by the Head of State, acting on the advice of Cabinet, by order.

(3) Any matter, arrangement or contract already in force under Part IV of the Post Office Act 1972 and any proceedings, civil or criminal, already instituted or commenced under Part IV of the Post Office Act 1972 shall not be affected by this Act but shall continue as if they were in force, instituted or commenced under this Act.