

WESTERN AUSTRALIA

THE RURAL AND INDUSTRIES BANK OF WESTERN AUSTRALIA ACT 1987

(No. 83 of 1987)

ARRANGEMENT

PART I—PRELIMINARY

Section

1. Short title
2. Commencement
3. Interpretation

PART II—CONSTITUTION AND ADMINISTRATION OF THE BANK

4. Constitution of Bank
5. Constitution of Board
6. Functions of Board
7. Managing director
8. Power to appoint committees
9. Disclosure of interest
10. Staff and consultants
11. Delegation

PART III—OPERATIONS OF THE BANK

- Division 1—Banking business*
- Section
12. Banking business
 13. Powers of Bank
 14. Application of moneys appropriated or advanced

Division 2—Agency business

15. Interpretation
16. Agencies
17. Agency business to be separate
18. Powers as to agency business
19. Financial provision for agency business
20. Interest on agency moneys
21. Powers of Treasurer as to agency loans
22. Conditions applicable to agency loans
23. Costs of agency administration
24. Written statement to be evidence
25. Indemnity as to agency business

PART IV—FINANCIAL PROVISIONS

26. Capital stock and capital instruments
27. Application of the *Financial Administration and Audit Act 1985*
28. Payment to Consolidated Revenue Fund instead of income tax
29. Payment of dividend to Consolidated Revenue Fund
30. Guarantee

PART V—MISCELLANEOUS

31. Customers' Unclaimed Moneys Account
32. Deposits by trustees
33. Minor may give effective receipt
34. Superannuation
35. Regulations
36. Repeal
37. Transitional and savings
38. Consequential amendments

SCHEDULE 1

(Section 5(4))

PROVISIONS CONCERNING DIRECTORS AND THE PROCEDURE OF THE BOARD

1. Term of office of directors
2. Vacation of office
3. Temporary directors
4. Remuneration of directors
5. Restrictions on loans to directors
6. Validity of proceedings
7. Liability of directors etc.
8. Director's relationship with certain companies
9. General procedure concerning meetings
10. Presiding member
11. Voting
12. Minutes
13. Resolution may be passed without meeting
14. Leave of absence
15. Common seal, and the use of facsimiles

SCHEDULE 2

(Section 37)

TRANSITIONAL PROVISIONS

Section

1. References to Commissioners
2. Chairman of Commissioners
3. Commissioners other than the Chairman
4. Financial reporting for year ending 31 March 1988
5. Profit for year ending 31 March 1988
6. Saving of regulations

SCHEDULE 3

(Section 38)

CONSEQUENTIAL AMENDMENTS

1. *Constitution Acts Amendment Act 1899* amended
2. *Government Employees Superannuation Act 1987* amended
3. *Industrial Relations Act 1979* amended

WESTERN AUSTRALIA

THE RURAL AND INDUSTRIES BANK OF WESTERN AUSTRALIA ACT

No. 83 of 1987

AN ACT to provide for the constitution, functions and administration of The Rural and Industries Bank of Western Australia, to repeal the *Rural and Industries Bank Act 1944*, and for connected purposes.

[Assented to 1 December 1987]

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

Short title

1. This Act may be cited as *The Rural and Industries Bank of Western Australia Act 1987*.

Commencement

2. This Act shall come into operation on 1 April 1988.

Interpretation

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

“Bank” means The Rural and Industries Bank of Western Australia constituted by section 4;

“Board” means the board of directors of the Bank constituted by section 5;

“chairman” means the person for the time being holding office under section 5 (3) as chairman of the Board;

“customer” means a person who has an account with the Bank or uses any service provided by the Bank;

“director” means a person for the time being holding office under section 5 (2) as a director of the Bank;

“managing director” means the person for the time being holding the office of managing director of the Bank;

“repealed Act” means the *Rural and Industries Bank Act 1944*; and

“Treasurer” means Treasurer of the State.

PART II—CONSTITUTION AND ADMINISTRATION OF THE BANK

Constitution of Bank

4. (1) The Bank known as The Rural and Industries Bank of Western Australia and the body corporate constituted under section 9 (1) of the repealed Act and named “The Commissioners of the Rural and Industries Bank of Western Australia” shall continue and be reconstituted as a body corporate under the name of “The Rural and Industries Bank of Western Australia”.

(2) The corporate identity and the rights and obligations of The Commissioners of the Rural and Industries Bank of Western Australia are not affected by the repeal of the repealed Act or the reconstitution under this section.

(3) The Bank—

- (a) shall have perpetual succession and a common seal;
- (b) is capable of suing and being sued in its corporate name; and
- (c) has the functions conferred or assigned by this Act.

(4) The Bank is an agent of the Crown in right of the State and enjoys the status, immunities and privileges of the Crown except as otherwise prescribed.

(5) Notwithstanding subsection (1), the Bank may use and operate under a trading name being—

- (a) an abbreviation or adaptation of its corporate name; or
- (b) a name approved by the Minister, other than its corporate name or an abbreviation or adaptation of its corporate name.

(6) Notwithstanding any exemption or immunity that may otherwise exist but subject to section 26 (8), the Bank shall be liable for and shall pay all local government rates and charges and all land tax, metropolitan region improvement tax, water charges, pay-roll tax, stamp duties, and all other taxes, fees and charges imposed by the Government, its instrumentalities or agencies.

Constitution of Board

5. (1) There shall be a Board of directors of the Bank.

(2) The Board shall consist of—

- (a) the managing director who shall be a director *ex officio*; and
- (b) not less than 5 nor more than 8 directors who shall be appointed by the Governor.

(3) The Governor shall appoint one of the directors as chairman and another as deputy chairman of the Board.

(4) Schedule 1 has effect with respect to the directors and the procedure of the Board.

Functions of Board

6. (1) The Board is the governing body of the Bank.
- (2) Subject to this Act, the Board has power to determine the policy of the Bank in relation to any matter and to control the affairs of the Bank.
- (3) Within the limits of its powers, the Board shall ensure that the policy of the Bank is directed to the greatest advantage of the people of Western Australia and promotes the balanced development of the economy of Western Australia.
- (4) The Board shall administer the Bank's affairs in accordance with accepted principles of financial management with a view to achieving a profit.
- (5) The Board and the Minister shall, at the request of either, consult together, either personally or through appropriate representatives, in relation to any aspect of the policies or administration of the Bank.
- (6) The Board shall consider any proposals made by the Minister in relation to the Bank's affairs and shall, if so requested, report to the Minister on any such proposals.
- (7) The Board shall consult the Minister before entering upon a course of action that in the opinion of the Board amounts to a major initiative.

Managing director

7. (1) There shall be a managing director of the Bank who, subject to the direction of the Board, shall be responsible for the management of the Bank.
- (2) The managing director shall be appointed by the Board on such terms and conditions as the Board may determine with the approval of the Minister.

Power to appoint committees

8. (1) The Board may appoint committees of directors or directors and other persons to assist the Board to perform its functions and may discharge, alter, continue or reconstitute any committee so appointed.
- (2) Subject to the direction of the Board, a committee may regulate its own procedure.

Disclosure of interest

9. (1) Subject to subsection (2), a director who has a direct or indirect pecuniary interest in a proposal before the Board—

- (a) shall, as soon as he becomes aware of the proposal, disclose the nature of his interest to the Board; and
- (b) shall not take part in any deliberation or decision of the Board with respect to that proposal.

(2) No disclosure is required under subsection (1)—

- (a) in respect of an interest that arises because the director is a customer of the Bank (being an interest that is shared in common with other customers of the Bank); or
- (b) in respect of an interest—
 - (i) that arises because the director has a shareholding (not being a substantial shareholding within the meaning of Division 4 of Part IV of the *Companies (Western Australia) Code*) in a public company; and
 - (ii) that is shared in common with the other shareholders in that company.

(3) A director who fails to comply with subsection (1) is guilty of an offence and is liable to a penalty not exceeding \$5 000.

(4) A disclosure made under this section shall be recorded in the minutes of the Board.

(5) Where a director discloses his interest in a transaction under this section, or his interest in a transaction is not such as need be disclosed under this section—

- (a) the transaction is not liable to be avoided on any ground arising from the fiduciary relationship between the director and the Bank; and
- (b) the director is not liable to account for profits derived from the transaction.

Staff and consultants

10. (1) The Board may appoint such employees of the Bank, either full time or part time, as the Board considers necessary for the effective operation of the Bank.

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

(3) The Board may engage under contract for services such professional, technical or other assistance as it considers necessary.

Delegation

11. (1) The Board may, by instrument in writing, delegate to—

- (a) the managing director;
- (b) a committee appointed under section 8; or
- (c) an employee of the Bank,

the exercise of such of the functions of the Bank as are specified in the instrument.

(2) The managing director may, by instrument in writing, delegate to an employee of the Bank the exercise of such of the managing director's functions (including any functions delegated to the managing director by the Board) as are specified in the instrument.

(3) An instrument purporting to have been signed by a delegate of the Board in the capacity of a delegate shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument duly executed by the Board and shall, until the contrary is proved, be presumed to be an instrument signed by a delegate of the Board.

(4) In subsection (3), a reference to a delegate includes a reference to the chairman of a committee to which the exercise of a function has been delegated.

PART III—OPERATIONS OF THE BANK

Division 1—Banking business

Banking business

12. (1) The Bank shall carry on the business of banking and shall have power to do all things necessary or convenient for that business.

(2) The business of the Bank may be carried on within Western Australia or elsewhere.

- (q) hire out chattels under hiring agreements, chattel leasing agreements or hire-purchase agreements and conduct any other business involving the hiring or leasing of property;
- (r) provide financial advice and investment management services;
- (s) provide financial processing and administrative services;
- (t) acquire and hold shares in a body corporate, whether incorporated in Australia or elsewhere, or form or establish, participate in the formation or establishment of, or participate in, any business undertaking either by itself or by way of joint venture, consortium, partnership, arrangement for the sharing of profits or otherwise for the purpose of the business of banking, the provision of finance, financial advice or services or any similar or associated business activity or for any other purposes that the Minister may approve; and
- (u) do anything incidental to the exercise of any of the Bank's powers.

Application of moneys appropriated or advanced

14. Any moneys that may be appropriated by Parliament to the purposes of the Bank or advanced to the Bank by the Treasurer under a Treasurer's Advance Authorization Act shall be applied by the Board for the purposes of the Bank in accordance with this Act.

Division 2—Agency business

Interpretation

15. In this Division, unless the contrary intention appears—

“agency” means a function that under section 16 is conferred or imposed on the Bank or is to be continued by the Bank and is to be performed by the Bank as agent, trustee or nominee of the Crown in right of the State; and

“agency business” means the business carried on by the Bank under this Division in respect of an agency.

Agencies

16. (1) The Bank shall perform such functions as agent, trustee or nominee of the Crown in right of the State as the Treasurer may by instrument confer or impose on the Bank or that are conferred or imposed on the Bank by an Act.

(2) The Bank shall continue to perform all those functions as agent, trustee or nominee of the Crown in right of the State that were delegated to the Bank under the repealed Act.

(3) Each agency shall be administered separately in accordance with the terms and conditions of the instrument or Act by which the agency was constituted.

Agency business to be separate

17. (1) The agency business of the Bank shall be carried on separately from the banking business of the Bank.

(2) Transactions and accounts relating to the agency business of the Bank shall be kept separate from those relating to the banking business of the Bank.

Powers as to agency business

18. In addition to the other powers conferred on the Bank by this Act, the Bank shall have power to do all things necessary or convenient for the effective and efficient administration of the Bank's agency business and in particular shall have power—

- (a) to acquire and hold any property, including any shares in the share capital of any company whether incorporated in the State or elsewhere, as trustee, nominee or agent for and on behalf of the Crown in right of the State;
- (b) to act as trustee, nominee or agent of the Crown in right of the State in relation to any person, matter or thing in respect of whom or which the Treasurer requests the Bank to so act;
- (c) to transfer, assign or otherwise dispose of any property acquired or held under paragraph (a), in such manner and to such person as the Treasurer directs; and
- (d) to perform such functions as are necessary for the purpose of enabling the Bank to carry out its obligations under any agreement that has been approved by an Act and to which agreement the Bank is a party.

Financial provision for agency business

19. There shall be provided to the Bank from time to time for the purposes of the Bank's agency business—

- (a) such moneys as are appropriated by Parliament;
- (b) such moneys as the Treasurer may make available to the Bank for the purposes of an agency; and
- (c) such moneys of the Bank as the Board may allocate to an agency by agreement with the Treasurer.

Interest on agency moneys

20. The Bank shall not be obliged to pay interest on any amounts standing to the credit of an agency with the Bank, except as may be agreed from time to time by the Treasurer and the Board.

Powers of Treasurer as to agency loans

21. (1) The Treasurer may in respect of any agency direct the rate of interest to be charged to any borrower, the maximum amount of any loan which may be made to any borrower or expended on behalf of any applicant, the security to be given by any borrower (if any), the period for which any loan may be made and the purposes for which the same may be granted in any case in which such rate, amount, security, period, or purposes are not regulated under any Act, and the Bank shall give effect to any such direction.

(2) Any direction given by the Treasurer under subsection (1) shall be given generally in respect of a class of borrower, applicant or loan.

Conditions applicable to agency loans

22. The Bank may apply to loans granted under this Division all or any of the terms and conditions applicable in the case of loans made by the Bank in the course of its banking business, except that no term or condition may be applied to a loan that is inconsistent with an Act regulating the relevant agency or the Treasurer's instrument constituting the relevant agency.

Costs of agency administration

23. The costs of the administration of every agency carried on by the Bank, as certified by the Board, shall be paid by the Treasurer to the Bank from time to time when required by the Board.

Written statement to be evidence

24. (1) A statement in writing signed by the chairman or by another director, or an officer of the Bank duly authorized for the purpose by the Board, that on a specified day a specified amount was due and owing to the Bank in respect of an agency under this Division—

- (a) by a specified person; or
- (b) under or in accordance with a specified security,

is evidence of the facts so stated.

(2) A statement in writing signed by the chairman or by another director, or an officer of the Bank duly authorized by the Board for the purpose, that a security or the debt secured by a security or any money due under the security or that the right to recover any money or debt is vested in the Bank in respect of a particular agency is evidence of the facts so stated.

Indemnity as to agency business

25. The Bank is hereby indemnified by the State in respect of any act done by it and of any losses, costs or damages incurred by it in the performance in good faith of the functions conferred or imposed upon it under this Division.

PART IV—FINANCIAL PROVISIONS

Capital stock and capital instruments

26. (1) Subject to this section, the Bank with the approval of the Minister may create and issue capital stock.

(2) Capital stock under this section shall be issued, transferred and dealt with on such terms as are determined by the Bank with the approval of the Minister at the time of issue of the capital stock.

(3) Capital stock issued under this section shall not be liable to redemption at the option of the Bank or of the holder of the stock except in so far as may be provided for by the terms of issue, but an amount of capital stock may be redeemed by the Bank at any time if the Board and the holder of the stock so agree.

(4) A holder of capital stock under this section—

- (a) shall have no rights in relation to the direction, management and control of the Bank;
- (b) is entitled to such rights in relation to a return on the stock as are determined on the issue of the relevant stock, but no provisions shall be made for payment of a return if such payment, after payment of all other operating expenses, would cause a loss to be made by the Bank; and
- (c) is entitled in the event of the winding up of the Bank to be paid an amount equal to the face value of the capital stock held by him (subject to any provision more favourable to holders of such stock made for the relevant issue) and upon a winding up the rights of holders of capital stock under this paragraph shall rank in priority after all debts and other liabilities of the Bank other than any liabilities arising in respect of moneys appropriated by Parliament to the purposes of this Act.

(5) Subject to this section, the Bank with the approval of the Minister may create and issue capital instruments (other than capital stock), to be known by a name assigned by the Bank to the particular issue.

(6) Capital instruments under this section shall be issued, transferred and dealt with on such terms as are determined by the Bank with the approval of the Minister at the time of issue of the capital instruments.

(7) The payment of any money due by the Bank to the holders of capital stock or other capital instruments under this section or the terms relating to an issue of stock or capital instruments may be the subject of a guarantee given by the Treasurer on behalf of the Government of the State and any liability arising from such a guarantee shall be payable out of the Consolidated Revenue Fund which is appropriated to the necessary extent.

(8) Any instrument executed with respect to the issue, purchase, sale or transfer of capital stock or capital instruments under this section shall be exempt from stamp duty chargeable under the *Stamp Act 1921*.

Payment to Consolidated Revenue Fund instead of income tax

28. (1) Instead of the income tax for which the Bank would have been liable if it were a public company liable to pay income tax under a law of the Commonwealth, the Bank shall pay to the Treasurer for the credit of the Consolidated Revenue Fund as soon as is practicable after the end of each financial year of the Bank and not later than 30 June, a sum equal to the amount of the income tax for which the Bank would have been liable under the law of the Commonwealth in respect of that financial year assuming that the Bank were a public company liable to income tax under that law.

(2) The Board shall, with the approval of the Treasurer, appoint a person who is a registered company auditor for the purposes of the *Companies (Western Australia) Code* (but is not a director or an employee of the Bank) to calculate the amount required to be paid under subsection (1) and the person so appointed shall determine and certify the amount that would have been payable to the Commonwealth by the Bank as income tax had the Bank been a public company liable for payment of tax.

(3) If in any year after the financial statements of the Bank have been audited as required under the *Financial Administration and Audit Act 1985* an adjustment is necessary to the amount determined and certified under subsection (2) in order that proper effect be given to subsection (1), the registered company auditor shall make a further determination and give a further certificate of the revised amount required to be paid under that subsection and any adjustment shall be made as soon as practicable by an appropriate payment to the Bank or to the Treasurer, as the case may require.

(4) The Consolidated Revenue Fund is appropriated to the extent necessary for the purposes of any payment to be made to the Bank by way of adjustment under subsection (3).

Payment of dividend to Consolidated Revenue Fund

29. (1) Subject to this section, the Treasurer may determine an amount that is to be paid by the Bank to the Treasurer for the credit of the Consolidated Revenue Fund by way of dividend from the net profits of the Bank for a financial year.

(2) A dividend under this section shall be calculated with respect to the net profits of the Bank for a financial year after first taking into account the amount payable to the Treasurer under section 28.

(3) The Board shall, as soon as practicable after the end of each financial year of the Bank, make a recommendation to the Treasurer as to the amount of the dividend (if any) that the Board recommends as appropriate for that financial year.

(4) In making a determination under subsection (1) in respect of a financial year, the Treasurer shall have regard to but shall not be bound by the recommendation of the Board.

(5) The Bank shall pay the amount of a dividend payable under this section as soon as practicable after the determination of the Treasurer and shall use its best endeavours to ensure that the amount is paid within 6 months after the end of the financial year to which the dividend relates.

Guarantee

30. (1) The payment of the financial obligations of the Bank, other than the payment of moneys due by the Bank to the holders of capital stock or capital instruments issued under section 26, is guaranteed by the Treasurer.

(2) Any liability of the Treasurer arising from the guarantee in subsection (1) shall be met out of the Consolidated Revenue Fund which is appropriated to the necessary extent.

PART V—MISCELLANEOUS

Customers' Unclaimed Moneys Account

31. (1) Where a customer of the Bank, other than an infant, has not operated an account for a period of 7 years or more, the Bank may close the account and transfer the balance to an account kept by the Bank and entitled the "Customers' Unclaimed Moneys Account".

(2) Moneys transferred by the Bank to the Customers' Unclaimed Moneys Account shall be paid out on application by a person who satisfies the Bank that he or she is entitled to those moneys.

(3) Interest does not accrue on moneys standing to the credit of the Customers' Unclaimed Moneys Account except to the extent, if any, that may be determined by the Bank.

Deposits by trustees

32. A trustee, executor or administrator may invest or deposit any trust money on deposit or current account in the Bank.

Minor may give effective receipt

33. A receipt given by a minor for the payment of money standing to the credit of an account of the minor shall be a complete discharge to the Bank for the payment of that money.

Superannuation

34. (1) The Bank may grant, or make provision for the grant of, pensions, gratuities and retirement benefits to its employees and for that purpose may 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 Bank of, any fund or scheme for the provision of such pensions, gratuities and benefits.

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

(3) In subsection (1) "employees" include—

- (a) dependants of employees; and
- (b) former employees and their dependants.

Regulations

35. The Governor may make regulations prescribing all matters or things that are necessary or convenient to be prescribed for giving effect to this Act.

Repeal

36. The *Rural and Industries Bank Act 1944* is repealed.

Transitional and savings

37. (1) Schedule 2 has effect.

(2) Except as otherwise provided in Schedule 2, nothing in that schedule affects any saving provided by the *Interpretation Act 1984*.

Consequential amendments

38. Schedule 3 has effect.

SCHEDULE 1 (Section 5 (4))
PROVISIONS CONCERNING DIRECTORS AND
THE PROCEDURE OF THE BOARD

Term of office of directors

1. (1) A director of the Bank, other than the managing director, shall be appointed for such term of office not exceeding 5 years as is specified in the director's instrument of appointment.

(2) A director may be re-appointed from time to time upon the expiration of a term of office.

Vacation of office

2. (1) A director may resign his or her office by notice in writing delivered to the Governor.

(2) A director may be removed from office by the Governor—

- (a) for mental or physical disability, incompetence, neglect of duty or misconduct;
- (b) if the director is an undischarged bankrupt or a person whose property is subject to an order or arrangement under the laws relating to bankruptcy;
- (c) if the member is absent without leave of the Board from 3 consecutive meetings of the Board of which the member has had notice; or
- (d) if without the consent of the Minister, the director is or becomes a director, a member of the controlling body or an employee of a corporation other than the Bank, whose business is wholly or principally the business of banking.

Temporary directors

3. (1) The Minister may appoint a person to act temporarily in the office of a director, other than the office of managing director, while that director is unable to act through illness, absence or other cause.

(2) The Board may appoint a person to act temporarily in the office of managing director while the managing director is unable to act through illness, absence or other cause.

(3) 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 the acting had not arisen or had ceased.

Remuneration of directors

4. (1) A director, other than the managing director and any other director who is an employee of the Bank, is entitled to such remuneration and other allowances as the Minister from time to time determines on the recommendation of the Public Service Board.

(2) The managing director, and any other director who is an employee of the Bank, is entitled to such remuneration and other allowances as the Minister from time to time determines on the recommendation of the Board.

Restrictions on loans to directors

5. (1) The Bank shall not, directly or indirectly, make a loan or otherwise provide financial accommodation to a director to whom this clause applies or the spouse of such a director unless the loan is made or the financial accommodation is provided on terms that are no more favourable than those made available by the Bank to its customers.

(2) In subclause (1), "spouse" in relation to a director, includes a person of the opposite sex to the director with whom he or she is living on a *bona fide* domestic basis.

(3) This clause applies to all directors other than the managing director and any director who is an employee of the Bank.

Validity of proceedings

6. All acts and proceedings of the Board or of any person acting under any direction of the Board are, notwithstanding the subsequent discovery of any defect in the appointment of any director or defect in the constitution of the Board, as valid as if the director had been duly appointed and as if the Board had been properly constituted.

Liability of directors etc.

7. No matter or thing done by the Board, and no matter or thing done by a director or by any person acting under the direction of the Board, shall, if the matter or thing was done in good faith for the purposes of this Act, subject a director, or a person so acting, personally to any action, liability, claim or demand.

Director's relationship with certain companies

8. Nothing in this Act shall be construed as preventing any director or any employee of the Bank from being appointed or acting with the approval of the Minister as a director of any body corporate of or in which the Bank is a shareholder or a debenture holder.

General procedure concerning meetings

9. The procedure for the calling of meetings of the Board and the conduct of business at those meetings shall, subject to this Act, be as determined by the Board.

Presiding member

10. At a meeting of the Board—

- (a) the chairman;
- (b) in the absence of the chairman, the deputy chairman; or
- (c) in the absence of the chairman and deputy chairman, a person elected by the directors present at the meeting from among their number,

shall preside.

Voting

11. (1) The person presiding at a meeting of the Board shall have a deliberative vote only.

(2) A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present shall be the decision of the Board.

Minutes

12. The Board shall cause accurate minutes of each meeting of the Board to be recorded and preserved.

Resolution may be passed without meeting

13. A resolution in writing signed or assented to by letter, telex, facsimile transmission 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

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

Common seal, and the use of facsimiles

15. (1) The common seal of the Bank shall—

- (a) be in a form determined by the Board;
- (b) be kept in such custody as the Board directs; and
- (c) not be used except as authorized by the Board.

(2) When a document purporting to bear the common seal of the Bank is produced before any court, judge or person acting judicially, that court, judge or person shall, unless the contrary is proved, presume that—

- (a) that document bears that common seal; and
- (b) that common seal was duly affixed to that document.

(3) For the purposes of this Act, the Board may make use of a facsimile of the common seal of the Bank and a deed or other instrument purporting to enter into an obligation on the part of the Bank and to be endorsed with such a facsimile seal shall, until the contrary is shown, be deemed to have been sealed by it.

SCHEDULE 2 (Section 37)

TRANSITIONAL PROVISIONS

References to Commissioners

1. (1) A reference to The Commissioners of the Rural and Industries Bank of Western Australia in a written law or other instrument or document shall be read and construed as a reference to The Rural and Industries Bank of Western Australia unless the context otherwise requires.

(2) The Registrar of Titles, the Registrar of Deeds, the Ministers respectively administering the *Land Act 1933*, the *Mining Act 1978* and the *Mining Development Act 1902*, the Commissioner for Corporate Affairs, and any other person authorized by a written law to record and give effect to the registration of documents relating to transactions affecting any estate or interest in land or other property, shall take cognizance of section 4 and subclause (1) and are empowered to record and register in the appropriate manner such of those documents as are necessary to give effect to that section and this clause.

(3) The alteration of the name of The Commissioners of the Rural and Industries Bank of Western Australia resulting from section 4 does not render defective any legal or other proceedings commenced or to be commenced by or against the body corporate continued in existence by that section and any legal or other proceedings that might have been continued or commenced by or against that body corporate by the name of The Commissioners of the Rural and Industries Bank of Western Australia may be continued or commenced against that body corporate by the name of The Rural and Industries Bank of Western Australia.

Chairman of Commissioners

2. (1) The person holding the office of Chairman of the Commissioners under the repealed Act immediately before the commencement of this Act shall upon the commencement of this Act be deemed to have been appointed managing director of the Bank under section 7.

(2) The person appointed managing director of the Bank by subclause (1) shall hold office on such terms and conditions as the Board may determine with the approval of the Minister.

Commissioners other than the Chairman

3. The persons holding office as full time Commissioners, other than the Chairman, under the repealed Act immediately before the commencement of this Act shall upon the commencement of this Act be deemed to have been appointed employees of the Bank on such terms and conditions as the Board may determine and to have been appointed directors of the Bank under section 5 for a term of 5 years or until cessation of employment with the Bank if that should occur within that period of 5 years.

Financial reporting for year ending 31 March 1988

4. (1) Notwithstanding the repeal of the repealed Act, the Commissioners of the Bank holding office immediately before the commencement of this Act shall continue in office after that commencement for the purpose of performing, in respect of the financial year of the Bank ending on 31 March 1988, the functions imposed on accountable authorities of statutory authorities by the *Financial Administration and Audit Act 1985*.

Industrial Relations Act 1979 amended

3. Section 7 (1) of the *Industrial Relations Act 1979** is amended in the definition of "public authority" by deleting "established by The Rural and Industries Bank Act 1944" and substituting the following—

“ constituted by *The Rural and Industries Bank of Western Australia Act 1987* ”.

[*Reprinted as at 12 May 1985 and amended by Acts Nos. 42 and 95 of 1985.]
