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**CHAPTER 43**

**NORTH NEW GEORGIA TIMBER CORPORATION**

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CHAPTER 43

NORTH NEW GEORGIA TIMBER CORPORATION

AN ACT TO ESTABLISH A CORPORATION FOR THE PURPOSE OF  
UTILISING THE TIMBER RESOURCES OF CERTAIN AREAS IN  
NORTH NEW GEORGIA AND FOR MATTERS CONNECTED THERE-  
WITH OR INCIDENTAL THERETO

9 of 1979  
4 of 1980  
9 of 1984

[3rd September 1979]

1. This Act may be cited as the North New Georgia Timber Corporation Act.

Short title

2. In this Act, except where the context otherwise requires —  
“the Corporation” means the North New Georgia Timber Corporation established by section 3;

Interpretation

“extract” includes the right to build roads, bridges and wharves, temporary buildings and other works necessary to facilitate the harvesting of timber, and in the exercise of such rights, to quarry, extract, move and use, sand, coral and stone or other road making or building material, and, subject to the provisions of the River Waters Act, to take and use water;

4 of 1980, s. 2

“the Minister” means the Minister of Natural Resources;

“the New Georgia lands” means those areas of land in North New Georgia more fully described in the First Schedule;

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“timber” means trees of every description with the exception of Goliti (*Gmelina moluccana*), Ngali (*Canarium indicum*), Sago Palm (*Metroxylon salomonensis*), Bread-fruit (*Artocarpus inoisyus*), Marvuana (*Securinega flexuosa*), Bou (*Fagraea gracilipes*), Kanana (*Rhopaloblaste elegans*), and Betel (*Areca macrocyx*).

3.—(1) There is hereby established for the purposes of this Act a Corporation (hereinafter referred to as “the Corporation”) to be known as the North New Georgia Timber Corporation the principal object of which shall be to promote the utilisation of the timber resources of North New Georgia for the benefit of the customary land owners of North New Georgia.

Establishment of Corporation  
4 of 1980, s. 3  
9 of 1984, s. 2

(2) There shall be a Board of Directors of the Corporation which shall be responsible for the policy and affairs of the Corporation.

*9 of 1984, s. 2*

(3) The Second Schedule shall have effect in relation to the appointment of the Board of Directors of the Corporation, and other matters connected therewith.

(4) The powers of the Corporation shall not be affected by any vacancy in the membership of the Board.

Transfer of  
timber rights  
*9 of 1984, s. 3*

4.—(1) The purpose of this Act shall be to transfer, for the purposes of this Act, the ownership of all timber standing on the customary land of the land owners of the New Georgia lands to the Corporation as a trustee for those land owners who shall be the beneficial owners of that timber.

*9 of 1984, s. 3*

(2) There shall be prior negotiations by the Corporation with the customary land owners in connection with the transfer of the ownership of the timber on such lands and the customary land owners shall in respect of such negotiations be entitled to receive independent legal advice provided that the negotiations and entitlement as aforesaid carried out prior to the date of commencement of this Act and 30th September 1985 shall be taken into consideration.

*9 of 1984, s. 3*

(3) From the date of commencement of this Act all timber standing on the New Georgia lands together with the right to grant licences to fell, harvest and extract for sale such timber is hereby vested in the Corporation as such trustee for a period of thirty years from the date of commencement of this Act or such lesser period as may be required for the felling of the timber resources available at the date of commencement of this Act.

*9 of 1984, s. 3*

(4) All licences granted by, and agreements made with the Corporation under this Act and in force immediately before 30th September 1985 shall continue in force until such time as fresh licences are granted by, or fresh agreements are made with the Corporation under this Act, separately in respect of each customary land area of the New Georgia lands.

*9 of 1984, s. 3*

(5) Copies of all licences and agreements referred to in subsection (4), or which may be granted by or made with the Corporation under section 5 shall be certified to be true copies under the seal of the Corporation and shall be kept in the office of the Corporation for purposes of reference by a customary land owner or any other person:

Provided that no such fresh licence shall be granted by, and no such fresh agreement shall be made with the Corporation, except with the consent of the licensee or the person who made the agreement:

Provided further that where such licensee or such person does not give his consent, the Corporation may, in accordance with the provisions of section 8(1) of the Constitution compulsorily acquire the rights and interests of the licensee or the person, as the case may be, in the property which is subject-matter of the licence or the agreement, and such licensee or the person shall have the rights guaranteed by that section.

5.—(1) The principal functions of the Corporation shall be —

Functions of the  
Corporation

(a) to grant licences (hereinafter called “felling licences”) for the felling, harvesting and extraction for sale of timber vested in the Corporation to such persons or corporate bodies on such terms as it shall think fit and as shall be approved by the Minister;

(b) to take all steps necessary to ensure that every holder of a felling licence shall observe the conditions imposed by such licence;

(c) to encourage the replanting of timber by means of agreements made for the purpose with the Government or any person or a corporation covering all or any part of the area from which timber has been felled, harvested and extracted pursuant to a felling licence;

(d) to encourage the creation of a special fund, or funds, into which the Corporation shall pay such proportion of its revenues as the members or any group of them recognised in accordance with custom may determine in order that agricultural and other development projects in any part of the New Georgia lands may be financed in whole or in part through the medium of such fund or funds;

(e) to create and maintain a fund to be known as the Reserve Fund to meet such running costs and other future liabilities as may be incurred from time to time or otherwise to meet contingencies in accordance with the best commercial practice;

4 of 1980, s. 4

(f) to invest or place upon deposit in accordance with best commercial practice any moneys standing to the credit of the Corporation in any fund or otherwise;

4 of 1980, s. 4

(g) after meeting the running expenses of the Corporation and after setting aside such moneys as members may determine in accordance with paragraph (d) and such moneys as the Board may determine are required for the Reserve Fund created in accordance with paragraph (e), to distribute the balance of the revenue of the

4 of 1980, s. 4

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Corporation in the manner prescribed in Part I of the Third Schedule.

(2) In the exercise of its functions the Corporation shall have regard to the provisions of Part II of the Third Schedule.

Powers of the  
Corporation

6. In carrying out any of its functions, the Corporation may in its name sue and be sued, and may enter into contracts and subject to the provisions of this Act may acquire, purchase, take, hold and enjoy real and personal property of every description and may convey, assign, surrender and yield up, charge, mortgage and transfer or otherwise dispose of, or deal with or in, real or personal property:

Provided that the Corporation shall acquire or purchase real property or any interest therein only for purposes incidental to the efficient discharge of the functions of the Corporation and in any event shall not purchase or acquire any customary land within the area of the New Georgia lands.

Seal of  
Corporation

7.—(1) The Corporation shall have a common seal of such design as the directors shall determine.

(2) All deeds, documents and other instruments required to be sealed with the common seal of the Corporation shall be sealed therewith in the presence of the Chairman of the Board and any one director or some other person authorised by the Corporation to act in that behalf who shall sign every such deed, document or other instrument to which such seal is affixed and such signing shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of the Corporation.

General meetings

8.—(1) The Corporation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Corporation and that of the next.

(2) The annual general meeting shall be held at such time and place in the Western Province as the directors shall appoint.

(3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

(4) The directors may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the requisition of fifteen members

of the Corporation nominated to attend at general meetings of the Corporation in accordance with paragraph 2 of Part I of the Fourth Schedule.

(5) Notice of general meetings shall be given and proceedings thereat shall be conducted in accordance with Part I of the Fourth Schedule.

9. The proceedings of the Board of Directors shall be conducted in accordance with Part II of the Fourth Schedule.

Proceedings of  
Board of  
Directors

10.—(1) The Corporation may from time to time appoint a Secretary/Manager to take the minutes of the meetings of the Board of Directors and to undertake such other duties as may be assigned to him in this Act or by the Corporation.

Appointment of  
Secretary/  
Manager

(2) No person shall be appointed or hold office as Secretary/Manager who is a director of the Corporation.

11. The Corporation may from time to time appoint and employ such other officers, agents, servants and advisers as it may consider necessary for the efficient discharge of its functions under this Act and may dismiss any person so appointed.

Other officers  
may be  
appointed

12.—(1) Service of any document on the Corporation shall be effected by delivering the same or by sending it by registered post to the office of the Corporation.

Service of  
documents and  
notices

(2) A notice may be given by the Corporation to any member either personally or by sending it by post to the address, if any, within Solomon Islands supplied by him to the Corporation for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of three weeks after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

13. That part of the income of the Corporation that is derived from the payment of royalties or other sums in respect of the grant of felling licences shall not be liable to income tax.

Income tax

14. Upon the expiry of thirty years from the date of commencement of this Act or such lesser period as provided by section 4(3) the Corporation shall be wound up in accordance

Winding up

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with the provisions of the Companies Act relating to members' voluntary winding up in so far as such provisions may be applicable to the circumstances of Corporation.

Regulations

**15.** The Minister may after consultation with the Corporation make regulations for the better carrying out of the provisions of this Act.

Qamese land  
area

**16.** The First Schedule omits the tribal lands known as Qamese land area in New Georgia but on notice being given to the Corporation and to the Minister by traditional chiefs and leaders of Qamese land area, the Minister will cause to be laid before Parliament an amendment to this Act making provision for enlarging the New Georgia lands by the inclusion of Qamese land area in the First Schedule and making such further necessary consequential amendments to this Act as though the Qamese land area had been included from the commencement hereof but subject to the terms of felling licences issued by the Corporation prior to notice being given as aforesaid.

Exclusion of  
Forest Resources  
and Timber  
Utilisation Act  
(except section  
43)  
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**17.** The provisions of the Forest Resources and Timber Utilisation Act except section 43 thereof shall not apply to this Act.

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FIRST SCHEDULE

BOUNDARIES OF NEW GEORGIA LANDS  
(Section 2)

*4 of 1980, s. 5*

The New Georgia lands comprise the customary land areas in the northern and western parts of the island of New Georgia known as —

Dekurana  
Gerasi  
Koroga  
Lupa  
Rodana

which lands are more fully delineated on a plan of the whole lands and by a description of the Southern boundary of such lands marked "Plan of Lands and Description of Southern Boundary for First Schedule to North New Georgia Timber Corporation Act" to be deposited in the office of the Commissioner of Lands and, where there is any conflict between the plan of the lands and the description of the Southern boundary, the description shall prevail for all purposes

SECOND SCHEDULE

APPOINTMENT OF DIRECTORS

(Section 3(3))

1. On 30th September 1985 —

9 of 1984, s. 5

- (1) the Board of Directors of the Corporation shall be dissolved;
- (2) all persons holding office as first Directors of such Board shall vacate their respective offices; and
- (3) the Minister shall, from time to time, appoint, in accordance with this Act, a Board of Directors, of the Corporation consisting of the following members to represent their respective tribes in the Corporation —
  - (a) the following Tribal Chiefs or one representative of each one of them, to represent the customary land area of Koroga —
    - (i) Milton Talasasa;
    - (ii) Nginabule;
    - (iii) Reuben Guabule; and
    - (iv) Holy Mama;
  - (b) the following Tribal Chiefs or one representative of each one of them, to represent the customary land area of Rodona —
    - (i) Holy Mama;
    - (ii) Oliver Piohite;
    - (iii) Willie Paia;
    - (iv) Hichson Piohite; and
    - (v) Obed Bisili;
  - (c) the following Tribal Chiefs or one representative of each one of them, to represent the customary land area of Mase to Hepa in Lupa —
    - (i) Makoto;
    - (ii) S. Koba;
    - (iii) Nira Viga; and
    - (iv) Eddie Panda;
  - (d) the following Tribal Chiefs or one representative of each one of them, to represent the customary land area of Hepa to Barora in Lupa —
    - (i) Makoto;
    - (ii) S. Kopa;
    - (iii) E. Belae;
    - (iv) Tinili;
    - (v) Tingo;
    - (vi) Kuku; and
    - (vii) Beta Eto;
  - (e) (i) the Tribal Chief, namely, Naisi Luna or one representative of his tribe, to represent the customary land area of Dekurana, excluding Hetaheta; and



- (ii) the Tribal Chiefs, namely, Naisi Luna and Boaz Seijama or one representative of each one of them to represent the customary land area of Dekurana Heta-heta in which those Tribal Chiefs and the tribes of both of them have equal rights; and
- (f) the following Tribal Chiefs or one representative of each one of them to represent the customary land area of Gerasi —
  - (i) P. Baenasi;
  - (ii) Phillip Jonga;
  - (iii) Pastor Tutuo;
  - (iv) J. W. Pulekevu; and
  - (v) S. Eto.

A. (1) In paragraphs 1(3)(a), 1(3)(c), 1(3)(d) and 1(3)(e), the title of the Tribal Chiefs over the customary land of their respective tribes, as specified therein shall be and shall be deemed to have been based on the final decisions of the courts, and for this purpose, "final decisions of the Courts" means such decisions of a local court, or a Magistrate's Court or a Customary Land Appeal Court, or the High Court as have, or shall, become final in accordance with law.

(2) In paragraph 1(3)(b), the title of the tribal chiefs over the customary land of their respective tribes as specified therein shall be based on the determination of the Acquisition Officer Mr Rescoe made on 12 December 1972.

B. Where the Tribal Chief specified in paragraph 1 ceases to be such Chief, his successor appointed in accordance with customary law applicable to his tribe shall have the authority to represent his tribe in the Corporation. Such successor shall have the authority to nominate, from time to time, any one of the members of his tribe, to represent his tribe in the Corporation.

9 of 1984, s. 5

2. The Chairman shall be nominated by the Board of Directors from amongst their number, and the Chairman and other members of the Board of Directors shall hold office for a period of two years from the date of the constitution of the Board:

Provided that the Tribal Chiefs or their representatives who are members of the Board shall be eligible for reappointment for a like term:

Provided further that where any such Tribal Chief or his representative ceases to hold office before the expiry of his term, his successor shall hold office for the residue of the term of office for which predecessor would have held that office if he has not ceased to hold the same.

9 of 1984, s. 5

3. Each of the directors nominated by the Tribal Chiefs shall be entitled to a sitting allowance of \$10 for each day or part of a day upon which he is in attendance at a meeting of the Board of Directors together with all necessary travelling expenses.

9 of 1984, s. 5

4. (1) In the event of the Tribal Chief or the representative being temporarily unable to act as a director for any reason, the tribe entitled to appoint its chief, or the Tribal Chief entitled to nominate his representative from among the members of his tribe, in accordance with the customary law applicable to the

tribe, may appoint, or nominate, as the case may be, another person, who shall not already be a director, to act as an alternate for the director unable to carry out his duties. No one person shall be entitled to act as an alternate for more than one director at the same time.

(2) An alternate director so appointed or nominated shall be entitled to attend and vote as a director at any meeting of directors and to exercise all the powers, rights, duties and authorities of a director. An instrument appointing or nominating an alternate director shall be delivered to and retained by the Chairman.

*9 of 1984, s. 6*

### THIRD SCHEDULE

#### PART I—DISTRIBUTION OF PROFITS

*(Section 5(1)(f))*

1.—(1) Each tribe whose customary land is within the area of the New Georgia lands shall inform the Board of Directors of the names of the Chiefs of that tribe who have been authorised to receive that tribe's share of the net profits of the Corporation for distribution amongst those members of that tribe having the right to live in the area in accordance with custom.

*9 of 1984, s. 6*

(2) Such Chiefs shall in this Part of this Schedule be referred to as "the Tribal Chiefs".

2. Twice a year at the meeting convened for that purpose the Board of Directors shall determine the amount of the revenues of the Corporation available for distribution to members after meeting the running expenses of the Corporation and setting aside such moneys as they have been directed in accordance with section 5(1)(d) to set aside, together with such moneys as the Board may determine are required for the Reserve Fund created in accordance with section 5(1)(e).

*4 of 1980, s. 7*

3. The revenue available for distribution shall be distributed to the Tribal Chiefs on behalf of the members of each tribe on whose land work is currently in progress under the terms of a felling licence granted by the Corporation and where more than one area is being worked pro rata to the value of timber logged in the areas affected by the felling licence.

*9 of 1984, s. 6*

4. The directors of the Corporation shall not be liable to ensure that the amounts paid by the Corporation to any Tribal Chiefs are distributed by such Tribal Chiefs to the persons entitled to live in the area in respect of which those Tribal Chiefs have been appointed.

*9 of 1984, s. 6*

5. Where a member or group of members claim to be entitled to live in more than one of the areas named in the First Schedule then such member or group of members shall be entitled to receive a distribution in respect of each area in which such member or group of members claim to be entitled to live.

*9 of 1984, s. 6*

PART II—FINANCIAL PROVISIONS  
(Section 5(2))

1. The Corporation's financial year shall run from 1st June to the 31st May in the following year or for such alternative period as the directors may determine by resolution.

2. The directors may borrow by way of temporary loan or overdraft such sum or sums of money as may be necessary for the Corporation to carry out its functions.

3. The directors shall cause appropriate books of account to be kept with respect to all sums of money received and expended by the Corporation, all sales or purchases of goods by the Corporation and the assets and liabilities of the Corporation and there shall appear in respect of each financial year of the Corporation a statement of account of such form as the Minister may determine, being a form which shall conform to the best commercial standards.

4. The books of account shall be kept at the registered office of the Corporation or at such other place or places as the directors think fit and shall always be open to the inspection of the directors.

5. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or rules the accounts and books of the Corporation or any of them shall be open to the inspection of members, not being directors, and no member, not being a director, shall have any rights of inspecting any account or book or document of the Corporation except as conferred by statute or authorised by the directors or by the Corporation in general meeting.

6. The annual statement of account prepared by the directors shall be laid before the Corporation in general meeting and shall thereafter be submitted to the Minister. If the Minister shall not have received by the 31st October in any year the statement of account in respect of the period ending on the 31st May of that year (or five months after the close of financial year as determined in accordance with paragraph 1 of this Schedule) he shall require the directors to produce the same within such period as he may specify.

*4 of 1980, s. 7*

7. Before the annual statement of account is laid before the Corporation in general meeting and submitted to the Minister it shall be examined by an independent auditor and the report thereon of the auditor shall be annexed to the annual statement of account laid before the Corporation in general meeting and submitted to the Minister.

*4 of 1980, s. 7  
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8. The provisions of sections 153, 154, 155 and 156 of the Companies Act shall apply to the auditor appointed under paragraph 7 with such modifications, adaptations, qualifications and exceptions as may be necessary to bring them into conformity with this Act.

9. It shall be the duty of the Corporation to make to the Minister as soon as possible after the end of each financial year a report dealing with the operations of the Corporation during that year.

FOURTH SCHEDULE

PART I—GENERAL MEETINGS OF MEMBERS

(Section 8(5))

1. All persons having the right to live on the customary lands within the area of the New Georgia lands shall be entitled to membership of the Corporation.

2. In order to ensure orderly and expeditious despatch of the business of the Corporation, the persons from each of the five tribes within the area of the New Georgia lands who are entitled to membership of the Corporation shall annually select from amongst their number ten persons to represent their tribe at general meetings of the Corporation.

3. The names of the ten persons so chosen shall be forwarded to the Board of Directors which shall record such names in a book kept for the purpose and notice of general meetings of the Corporation shall be given to those persons whose names appear in the said book.

4.—(1) An annual general meeting and a meeting called for the passing of a special resolution shall be called by thirty days' notice in writing at least and a meeting of the Corporation other than an annual general meeting or a meeting for the passing of a special resolution shall be called by thirty days' notice in writing at the least.

(2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Corporation in general meeting to the persons referred to in paragraph 2.

5. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. All business shall be deemed special that is transacted at an extraordinary general meeting and also that which is transacted at an annual general meeting with the exception the consideration of the accounts, balance sheets and the reports of the directors and auditors.

7. The quorum for a general meeting shall be fifteen and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

8. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

9. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Corporation or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.

10. If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

11. The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

12. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman of the meeting or by at least two persons present in person who must be members entitled to vote thereat and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. Except as provided in paragraph 15, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

14. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

15. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. At any meeting on a show of hands every member who is present in person and entitled to vote thereat shall have one vote.

17. Decisions taken at any general meeting shall be recorded in the minutes of that meeting and such minutes shall be subject to confirmation at the next annual general meeting.

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PART II— POWERS AND DUTIES OF DIRECTORS AND  
PROCEEDINGS OF DIRECTORS

1. The business of the Corporation shall be managed by the directors who may exercise all such powers of the Corporation as are not required to be exercised by the Corporation in general meeting subject nevertheless to such rules being not inconsistent with the provisions of this Act as may be prescribed by special resolution of the Corporation but no rule made by the Corporation in general meeting shall invalidate any prior act of the directors which would have been valid if that rule had not been made.

2. Without prejudice to the general powers conferred by paragraph 1 and so as not in any way to limit or restrict those powers, the following powers and authorities shall be vested in and exercisable by the directors, that is to say —

(a) to appoint any officers or servants of the Corporation or other persons as general or local agents or in any other capacity for any of the business of affairs of the Corporation and with such powers and instructions and subject to such conditions and restrictions and with such salary as the directors may think expedient and to suspend or revoke any such appointment, powers or instructions;

(b) to delegate under the seal or by writing not under the seal to any directors, agents, or other persons, company or corporation respectively any of the powers of the directors and to invest them respectively with any powers necessary or convenient for the due conduct, management and regulation of any of the business or affairs of the Corporation;

(c) to apply for and obtain in Solomon Islands or elsewhere any Act of Parliament, statute, law, decree (whether legislative, executive or governmental), order, authority, or document for or with reference to any of the objects of the Corporation or securing the property and rights of the Corporation;

(d) to enter into contracts for the Corporation and to contract on behalf of the Corporation such debts and liabilities as may be necessary in transacting the business or for any of the purposes of the Corporation;

(e) in accordance with the provisions of this Act, to direct, control and provide for the receipt, custody, issue, employment, banking, investment, management, remittance and expenditure of the moneys and funds of the Corporation;

(f) to make and give receipts, releases and other discharges for moneys and debts payable to the Corporation and for the claims and demands of the Corporation and to compound for the same;

(g) to institute, conduct, defend, compromise or abandon in any part of the world, legal proceedings by and against the Corporation and its officers and servants or otherwise concerning the affairs of the Corporation;

(h) to refer any claims and demands of and against the Corporation to arbitration and to perform and observe the awards thereon; and

(i) to exercise generally all the powers of the Corporation.

3. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated

directly or indirectly by the directors, to be the attorney or attorneys of the Corporation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under this Schedule) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney to delegate all or any of the powers, authorities and discretions vested in him.

4.—(1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation shall declare the nature of his interest at a meeting of the directors in accordance with section 191 of the Companies Act.

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(2) A director shall not vote in respect of any contract or arrangement in which he is interested and he shall not be counted nor shall he be counted in the quorum present at the meeting but neither of these prohibitions shall apply to —

(a) any arrangement for the giving by the Corporation of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or by the deposit of a security; or

(b) any contract or arrangement with any company in which he is interested only as an officer of the company or as holder of shares or other securities; or

(c) the granting of a felling licence,

and these prohibitions may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Corporation in general meeting.

(3) A director may hold any other office or place of profit under the Corporation (other than the office of auditor or Secretary/Manager) in conjunction with his office of director for such period and on such terms (as to remuneration or otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Corporation either with regard to his tenure of any such office or place of profit or as vendor, purchaser or otherwise, not shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Corporation for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the Corporation or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the Corporation and he or his firm shall be entitled to remuneration for professional services as if he were not a director:

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Provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Corporation.

5. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Corporation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

6. The directors shall cause minutes to be made in books provided for the purpose —

(a) of all appointments of officers made by the directors;

(b) of the names of the directors present at each meeting of the directors and of any committee of the directors; and

(c) of all resolutions and proceedings at all meetings of the Corporation and of the directors and of committees of directors,

and every director present at any meeting of directors or committee of directors shall sign his name in a book kept for that purpose.

7. (1) The directors may meet together as they shall think fit but ordinary Board of Directors meetings shall normally be held at least twice in every twelve months. All Board of Directors meetings other than ordinary Board of Directors meetings shall be deemed to be special Board of Directors meetings.

(2) Subject to the provisions of this Act the directors may regulate their proceedings as they may think fit.

(3) Questions arising at any meetings shall be determined by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(4) Any two of the directors may at any time summon a special meeting of the Board of Directors.

(5) Unless waived by the directors on any given occasion at least fourteen days' notice shall be given of ordinary Board of Directors meetings and at least seven days' notice shall be given of special Board of Directors meetings. In both cases the notice may be given by letter, telephone, telex or telegraph and shall specify the subjects to be discussed.

(6) Whenever possible, papers to be considered by the Board of Directors shall be in the hands of the directors at least seven days before the meeting.

8. The quorum necessary for the transaction of the business of the directors shall be four persons physically present of whom not more than three shall be the nominees of the Tribal Chiefs entitled to nominate directors.

9. The continuing directors may act notwithstanding any vacancy in their body but only so long as their number is not reduced below six in number.

10. If at any meeting the Chairman appointed in accordance with paragraph 2 of the Second Schedule is not present within five minutes after the time appointed for the holding of the same the directors present may choose one of their number to be the chairman of the meeting.



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11. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any rules that may be imposed on it by the directors.

12. A committee may elect a chairman of its meetings; if no member is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.

13. A committee may meet and adjourn at it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.

14. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid be as valid as if every such person had been duly appointed and was qualified to be a director.

15. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

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*(No Subsidiary Legislation)*