



Australian and Overseas Telecommunications Corporation Act 1991

No. 79 of 1991

TABLE OF PROVISIONS

PART 1—PRELIMINARY

Section

1. Short title
2. Commencement
3. Interpretation
4. Operating under a name
5. Subsidiaries
6. Extension of Act to external Territories
7. Act binds the Crown

PART 2—OWNERSHIP AND CONTROL OF SHARES IN AOTC

8. Commonwealth to retain ownership and control of AOTC

PART 3—OPERATION OF AOTC

9. Minister may give directions to AOTC

PART 4—AOTC TO BE SUCCESSOR OF TELECOM AND OTC

10. Extra-territorial operation of Part
11. Vesting of property, rights and liabilities
12. Determination of AOTC's initial capital
13. Merger fee not to be charged

PART 5—USE OF CERTAIN NAMES

14. Protected body may operate under protected business name
15. Other persons not to use protected names
16. Exceptions for pre-existing rights
17. Use of other names by protected bodies
18. Effect on State and Territory laws

TABLE OF PROVISIONS—*continued*

Section

PART 6—REGULATION OF CHARGES

- 19. Interpretation
- 20. Minister may determine price control arrangements
- 21. Effect of price control arrangements
- 22. Alteration of charges subject to price control arrangements
- 23. Carrier charges subject to notification and disallowance
- 24. Alteration of charges subject to notification and disallowance
- 25. Effect of determination under section 62, 63 or 65 of the *Telecommunications Act 1989*

PART 7—APPLICATION OF LAWS TO AOTC

Division 1—General

- 26. AOTC not public authority etc.
- 27. Exemption from taxes and charges
- 28. AOTC taken to be same body as Telecom and OTC for tax purposes

Division 2—Application of Commonwealth Laws

- 29. General application of Commonwealth laws
- 30. Lands Acquisition Act
- 31. Public Works Committee Act
- 32. Corporations Law

Division 3—Application of State and Territory Laws

- 33. Laws relating to buildings, structures and facilities
- 34. Environment protection laws

PART 8—MISCELLANEOUS

- 35. Certain instruments to continue in force
- 36. Financial statements and reports
- 37. Pending proceedings
- 38. Registration of interests in land
- 39. Transfer to AOTC of employees of former corporation
- 40. Judicial notice of seals
- 41. Compensation for acquisition of property
- 42. Regulations



Australian and Overseas Telecommunications Corporation Act 1991

No. 79 of 1991

**An Act to provide for Australian and Overseas
Telecommunications Corporation Limited to take over the
undertakings and assets of Telecom and OTC, and for
other purposes**

[Assented to 26 June 1991]

The Parliament of Australia enacts:

PART 1—PRELIMINARY

Short title

1. This Act may be cited as the *Australian and Overseas Telecommunications Corporation Act 1991*.

Commencement

2. (1) Subject to this section, this Act commences on a day to be fixed by Proclamation.

(2) Part 1 commences on the day on which this Act receives the Royal Assent.

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

(3) Part 6 commences on 1 July 1991.

Interpretation

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

“acquisition of property” has the same meaning as in paragraph 51 (xxxi) of the Constitution;

“AOTC” means the company incorporated, or to be incorporated, under the Corporations Law of the Australian Capital Territory by the name Australian and Overseas Telecommunications Corporation Limited;

“authorised person” means:

- (a) the Minister; or
- (b) a person who:
 - (i) is authorised by the Minister, in writing, for the purposes of the provision in which the expression is used; and
 - (ii) when the authorisation was given, was, in the Minister’s opinion, suitably qualified, because of the person’s abilities and experience, to perform the functions of an authorised person within the meaning of that provision;

“Board” means the board of directors of AOTC;

“exempt matter” means:

- (a) the operation of Part 4; or
- (b) the giving effect to Part 4;

“former telecommunications corporation” or **“former corporation”** means OTC or Telecom;

“group company” means:

- (a) AOTC; or
- (b) a wholly-owned subsidiary of AOTC;

“instrument” includes a document and an oral agreement;

“interest”, in relation to land, means:

- (a) a legal or equitable estate or interest in the land; or
- (b) a right, power or privilege over, or in relation to, the land;

“just terms” has the same meaning as in paragraph 51 (xxxi) of the Constitution;

“liabilities” means all liabilities, duties and obligations, whether actual, contingent or prospective, and wherever arising;

“OTC” means OTC Limited;

“property” means any legal or equitable estate or interest (whether present or future and whether vested or contingent) in real or personal property of any description;

“protected body” means a group company that is a trading corporation, or a financial corporation, within the meaning of paragraph 51 (xx) of the Constitution;

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

“protected business name” means any of the following names:

- (a) “AOTC”;
- (b) “OTC”;
- (c) “OTC Australia”;
- (d) “OTC International”;
- (e) “OTCI”;
- (f) “Australian and Overseas Telecommunications”;
- (g) “Overseas Telecommunications”;
- (h) “Australian and Overseas Telecommunications Corporation”;
- (i) “Overseas Telecommunications Corporation”;

“protected company name” means any of the following names:

- (a) “Australian and Overseas Telecommunications Corporation Limited”;
- (b) “AOTC Limited”;
- (c) “Overseas Telecommunications Corporation Limited”;
- (d) “OTC Limited”;
- (e) “OTC International Limited”;

“protected name” means a protected business name or a protected company name;

“protection time”, in relation to a protected name, means the time immediately before:

- (a) in the case of “AOTC”, “Australian and Overseas Telecommunications”, “Australian and Overseas Telecommunications Corporation”, “Australian and Overseas Telecommunications Corporation Limited” and “AOTC Limited”—the succession day; or
- (b) in the case of “OTC” and “OTC Australia”—5 February 1979; or
- (c) in the case of “OTC International”, “OTCI” and “OTC International Limited”—10 December 1987; or
- (d) in any other case—1 April 1989;

“rights” means all rights, powers, privileges and immunities, whether actual, contingent or prospective, whether statutory or otherwise, and wherever arising;

“subsidiary” has the meaning given by section 5;

“succession day” means the day fixed under subsection 2 (1);

“tax” includes:

- (a) sales tax; and
- (b) fees payable under the Corporations (Fees) Regulations; and
- (c) stamp duty; and
- (d) any other tax, fee, duty, levy or charge;

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

but, except for the purposes of section 28, does not include income tax imposed as such by a law of the Commonwealth;

“**Telecom**” means the Australian Telecommunications Corporation referred to in the *Australian Telecommunications Corporation Act 1989*;

“**transferred employee**” means a person who, under section 39, is taken to have been engaged as an employee by AOTC;

“**transitional protection period**” means the period of 3 months commencing on the succession day;

“**voting shares**” has the same meaning as in the Corporations Law;

“**wholly-owned subsidiary**”, in relation to a body corporate (in this definition called the “**holding body**”), means a body corporate:

- (a) that is a subsidiary of the holding body; and
- (b) none of whose members is a person other than:
 - (i) the holding body; or
 - (ii) a body corporate that is, under any other application or applications of this definition, a wholly-owned subsidiary of the holding body; or
 - (iii) a nominee of the holding body or of a body of a kind referred to in subparagraph (ii); and
- (c) no share in which is beneficially owned by a person other than:
 - (i) the holding body; or
 - (ii) a body of a kind referred to in subparagraph (b) (ii).

Operating under a name

4. A reference in this Act to a body operating in a State or Territory under a particular name includes a reference to the body engaging in conduct that, for the purposes of a law in force in the State or Territory, constitutes:

- (a) in any case—using the name in the State or Territory; or
- (b) if the name is a body’s name—establishing a place of business, or carrying on business, in the State or Territory; or
- (c) if paragraph (b) does not apply—carrying on business under the name in the State or Territory.

Subsidiaries

5. For the purposes of this Act, the question whether a body corporate is a subsidiary of another body corporate is to be determined in the same manner as that question is determined under the Corporations Law.

Extension of Act to external Territories

6. This Act extends to the external Territories.

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

Act binds the Crown

7. This Act binds the Crown in right of the Commonwealth, of each of the States, of the Australian Capital Territory, of the Northern Territory and of Norfolk Island.

PART 2—OWNERSHIP AND CONTROL OF SHARES IN AOTC

Commonwealth to retain ownership and control of AOTC

8. (1) The Commonwealth must not transfer any of its shares in AOTC.

(2) Neither the Commonwealth nor AOTC is allowed to do anything to cause or contribute to either of the following results:

- (a) that the Commonwealth no longer holds all the voting shares in AOTC;
- (b) that the Commonwealth no longer controls the exercise of the total voting rights attached to the voting shares in AOTC.

(3) The following are examples of things that could give rise to a breach of subsection (2):

- (a) the issue by AOTC of voting shares in AOTC to a person other than the Commonwealth;
- (b) the Commonwealth agreeing to:
 - (i) hold voting shares in AOTC on trust for another person;
or
 - (ii) exercise voting rights attached to voting shares in AOTC in accordance with the directions, instructions or wishes of another person.

PART 3—OPERATION OF AOTC

Minister may give directions to AOTC

9. (1) Subject to subsection (2), the Minister may, after consultation with the Board, give to AOTC such written directions in relation to the exercise of the powers of AOTC as appear to the Minister to be necessary in the public interest.

(2) Subject to subsection (3), the Minister must not give a direction under subsection (1) in relation to the amounts to be charged for work done, or services, goods or information supplied, by AOTC.

(3) Subsection (2) does not affect the Minister's powers under Part 6.

(4) Any directions given by the Minister under subsection (1) have effect despite any direction given, or determination or order made, by AUSTEL under the *Telecommunications Act 1991*.

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

(5) Where the Minister gives a direction under subsection (1), the Minister must cause a copy of the direction to be laid before each House of the Parliament within 15 sitting days of that House after giving the direction.

(6) The Minister is not taken to be a director of AOTC for the purposes of the Corporations Law because of the powers in relation to AOTC that are conferred on the Minister by this Act.

(7) It is the duty of the Board to ensure that AOTC complies with any direction given to AOTC under subsection (1).

(8) The Minister must cause a copy of the memorandum of association and articles of association of AOTC to be laid before each House of the Parliament within 15 sitting days of that House after the later of:

- (a) the commencement of this section; or
- (b) the incorporation of AOTC.

PART 4—AOTC TO BE SUCCESSOR OF TELECOM AND OTC

Extra-territorial operation of Part

10. It is the intention of the Parliament that the operation of this Part should, as far as possible, include operation in relation to the following:

- (a) property and things situated outside Australia;
- (b) acts, transactions and matters done, entered into or occurring outside Australia;
- (c) things, acts, transactions and matters (wherever situated, done, entered into or occurring) that would, apart from this Act, be governed or otherwise affected by the law of a foreign country.

Vesting of property, rights and liabilities

11. On the succession day:

- (a) all property and rights of Telecom and OTC, wherever located, vest in AOTC; and
- (b) all liabilities of Telecom and OTC, wherever located, become liabilities of AOTC; and
- (c) AOTC becomes the successor in law of Telecom and OTC.

Determination of AOTC's initial capital

12. (1) The Minister shall, as soon as practicable after the commencement of this Act and after consultation with the Board, determine the amount of AOTC's initial capital under this Act.

(2) In making this determination, the Minister shall have regard to any relevant advice that the Board has given to the Minister.

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

(3) A determination made under subsection (1) is a disallowable instrument for the purposes of section 46A of the *Acts Interpretation Act 1901*.

Merger fee not to be charged

13. No fee, payment or consideration shall be paid or payable by Telecom, OTC or AOTC to the Government as a result of or in connection with the merger of Telecom and OTC to create AOTC.

PART 5—USE OF CERTAIN NAMES

Protected body may operate under protected business name

14. (1) A protected body may, during the transitional protection period, operate under a protected business name in a State or Territory even if the name is not registered in relation to the body under a particular law, or any law, in force in the State or Territory.

(2) Nothing in this section permits more than one body to operate under the same name at the same time in the same State or Territory.

Other persons not to use protected names

15. (1) Except with the written consent of AOTC, a person other than a protected body must not, during the transitional protection period:

- (a) use in relation to a business, trade, profession or occupation; or
- (b) use as the name, or as part of the name, of any firm, body corporate, institution, premises, vehicle, ship or craft (including aircraft); or
- (c) apply, as a trade mark or otherwise, to goods imported, manufactured, produced, sold, offered for sale or let on hire; or
- (d) use in relation to:
 - (i) goods or services; or
 - (ii) the promotion, by any means, of the supply or use of goods or services;

a protected name, or a name so closely resembling a protected name as to be likely to be mistaken for it.

Penalty: \$1,000.

(2) Nothing in subsection (1) limits anything else in that subsection.

Exceptions for pre-existing rights

16. (1) Nothing in section 15, so far as it applies in relation to a particular protected name, affects rights conferred by law on a person in relation to:

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

- (a) a trade mark that is registered under the *Trade Marks Act 1955*;
or
 - (b) a design that is registered under the *Designs Act 1906*;
- and was so registered at the protection time in relation to the name.

(2) Nothing in section 15, so far as it applies in relation to a particular protected name, affects the use, or rights conferred by law relating to the use, of a name (in this subsection called the “**relevant name**”) by a person in a particular manner if, at the protection time in relation to the protected name, the person:

- (a) was using the relevant name in good faith in that manner; or
- (b) would have been entitled to prevent another person from passing off, by means of the use of the relevant name or a similar name, goods or services as the goods or services of the first-mentioned person.

Use of other names by protected bodies

17. This Part does not prevent a protected body from operating in a State or Territory under a name other than a protected name.

Effect on State and Territory laws

18. This Part does not prevent a protected body from registering a name under a law of a State or Territory.

PART 6—REGULATION OF CHARGES

Interpretation

19. (1) In this Part:

“**carrier**” means:

- (a) before the succession date—Telecom or OTC; and
- (b) on and after that date—AOTC;

“**carrier charge**” means a charge for a telecommunications service or facility supplied by a carrier.

(2) Subject to this Part, an expression has in this Part the same meaning as it has in the *Telecommunications Act 1991*.

Minister may determine price control arrangements

20. (1) The Minister may determine in writing that specified carrier charges are subject to price control arrangements.

(2) An instrument under this section is a disallowable instrument for the purposes of section 46A of the *Acts Interpretation Act 1901*.

Effect of price control arrangements

21. (1) Where a carrier charge is subject to price control arrangements, the Minister may determine in writing:

- (a) price-cap arrangements and other price control arrangements that are to be applied in relation to the charge; or
- (b) principles in accordance with which the carrier concerned is to make alterations to the charge;

or both.

(2) An instrument under this section is a disallowable instrument for the purposes of section 46A of the *Acts Interpretation Act 1901*.

Alteration of charges subject to price control arrangements

22. (1) Where a carrier proposes to alter a carrier charge that is subject to price control arrangements, the following provisions have effect.

(2) Where, under the applicable determinations under section 21, the consent of AUSTEL is not required to the proposed alteration, the carrier may make the proposed alteration.

(3) Where, under the applicable determinations under section 21, the consent of AUSTEL is required to the proposed alteration, the carrier must not make the proposed alteration unless the following paragraphs have been complied with:

- (a) if those determinations require the giving to AUSTEL of a period of notice before the proposed alteration is made—that period has ended or AUSTEL has waived the giving of the notice;
- (b) if those determinations require the giving to AUSTEL of particular information not later than a particular time before the alteration is made:
 - (i) the information was so given; or
 - (ii) some only of the information was so given and AUSTEL has waived the giving of the remainder of the information; or
 - (iii) AUSTEL has waived the giving of the information;
- (c) subject to paragraph (d), either:
 - (i) AUSTEL has consented to the proposed alteration; or
 - (ii) the period within which AUSTEL is required under those determinations to give or refuse its consent to the proposed alteration has ended and AUSTEL did not before the end of that period refuse its consent to the proposed determination;
- (d) if, before the end of the period within which, but for this paragraph, AUSTEL would be required under the applicable

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

determinations to give or refuse its consent to the proposed alteration, AUSTEL requested the carrier to provide further information about the proposed alteration, the first-mentioned period is taken to be extended by a period equal to the number of days commencing on the day on which the request was made and ending on the day on which the further information was provided.

Carrier charges subject to notification and disallowance

23. (1) The Minister may determine in writing that specified carrier charges are subject to notification and disallowance.

(2) An instrument under this section is a disallowable instrument for the purposes of section 46A of the *Acts Interpretation Act 1901*.

Alteration of charges subject to notification and disallowance

24. (1) A carrier that proposes to alter a carrier charge that is subject to notification and disallowance must, by written notice, inform the Minister of the alteration at least 30 days before it is to take effect.

(2) The Minister may, within 30 days after receiving the notice:

- (a) by writing request AUSTEL to give a written report as to whether the proposed alteration should be disallowed in the public interest; and
- (b) direct the carrier in writing not to make the alteration until the Minister has received and considered the report.

(3) AUSTEL must give the report to the Minister within 30 days after receiving the request.

(4) If the Minister, after taking AUSTEL's report into account, is of the opinion that the proposed alteration is not in the public interest, he or she may, by written notice given to the carrier within 30 days after receiving the report, direct the carrier not to make the alteration.

**Effect of determination under section 62, 63 or 65 of the
*Telecommunications Act 1989***

25. A determination that, immediately before the commencement of this section, was in force under section 62, 63 or 65 of the *Telecommunications Act 1989* has effect after that commencement (including for the purposes of section 46A of the *Acts Interpretation Act 1901*) as if:

- (a) section 20, 21 or 23, as the case may be, of this Act had commenced on the day on which the determination was made; and
- (b) the determination had been made under that section of this Act; and
- (c) a reference in the determination to a reserved service charge

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

were a reference to the corresponding charge of Telecom or OTC, as the case requires.

PART 7—APPLICATION OF LAWS TO AOTC

Division 1—General

AOTC not public authority etc.

26. AOTC is taken for the purposes of the laws of the Commonwealth, of a State or of a Territory:

- (a) not to have been incorporated or established for a public purpose or for a purpose of the Commonwealth; and
- (b) not to be a public authority or an instrumentality or agency of the Crown; and
- (c) not to be entitled to any immunity or privilege of the Commonwealth;

except so far as express provision is made by this Act or any other law of the Commonwealth, or by a law of a State or of a Territory, as the case may be.

Exemption from taxes and charges

27. (1) No tax is payable under a law of the Commonwealth, of a State or of a Territory in respect of:

- (a) an exempt matter; or
- (b) anything done (including a transaction entered into or an instrument made, executed, lodged or given) because of, or for a purpose connected with or arising out of, an exempt matter.

(2) An authorised person may, by signed writing, certify that:

- (a) a specified matter or thing is an exempt matter; or
- (b) a specified thing was done (including a transaction entered into or an instrument made, executed, lodged or given) because of, or for a purpose connected with or arising out of, a specified exempt matter.

(3) For all purposes and in all proceedings, a certificate under subsection (2) is conclusive evidence of the matter certified, except to the extent to which the contrary is established.

AOTC taken to be the same body as Telecom and OTC for tax purposes

28. For the purposes only of the application of the laws of the Commonwealth, of the States and of the Territories relating to taxation:

- (a) Telecom and OTC are taken to be the same body as AOTC and to continue in existence under the name of AOTC on and after the succession day; and

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

- (b) any provisions of this Act that are inconsistent with paragraph (a) are to be disregarded; and
- (c) any act or transaction inconsistent with paragraph (a) is taken not to have been done or not to have occurred, as the case may be; and
- (d) Telecom as it existed at any time before the succession day is taken to have had at that time a share capital all the issued shares in which were beneficially owned by the Commonwealth; and
- (e) OTC as it existed at any time before the succession day is taken to have had at that time a share capital all the issued shares in which were beneficially owned by the Commonwealth.

Division 2—Application of Commonwealth Laws

General application of Commonwealth laws

29. Subject to section 26, the laws of the Commonwealth apply to AOTC according to their tenor, and so far as they are capable of applying, except to the extent that AOTC is exempted from the application of a particular law or class of laws by express provision of this Act or of any other law of the Commonwealth.

Lands Acquisition Act

30. The *Lands Acquisition Act 1989* does not apply to:

- (a) the acquisition by AOTC by agreement of; or
- (b) the disposal by AOTC of; or
- (c) any other dealing by AOTC in;

land or an interest in land.

Public Works Committee Act

31. The *Public Works Committee Act 1969* does not apply to AOTC.

Corporations Law

32. Section 186 and paragraph 461 (d) of the Corporations Law of the Australian Capital Territory do not apply to AOTC.

Division 3—Application of State and Territory Laws

Laws relating to buildings, structures and facilities

33. A law of a State or Territory that relates to:

- (a) the standards applicable to:
 - (i) the design; or
 - (ii) the manner of the construction;
- of a building, structure or facility; or

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

- (b) the approval of the construction of a building, structure or facility; or
 - (c) the occupancy, or use, of a building, structure or facility; or
 - (d) the alteration or demolition of a building, structure or facility;
- does not apply to a building, structure or facility that is the property of AOTC if:
- (e) the building, structure or facility was occupied or in use; or
 - (f) the construction, alteration or demolition of the building, structure or facility had commenced;
- before the succession date.

Environment protection laws

34. (1) AOTC is not subject, under a law of a State or Territory relating to the protection of the environment, to any requirement, obligation, liability, penalty or disability in respect of any act or omission by a former telecommunications corporation or by a person who was a director or employee of such a corporation.

(2) A person who was at any time a director or employee of a former telecommunications corporation is not subject, under a law of a State or Territory relating to the protection of the environment, to any requirement, obligation, liability, penalty or disability in respect of any act or omission by that corporation or by that person in the course of the performance of his or her duties as a director or employee of that corporation.

(3) This section does not exempt AOTC or an employee of AOTC from the application of a law of a State or Territory relating to the protection of the environment in respect of an act or omission by AOTC or that employee that occurs on or after the succession date.

PART 8—MISCELLANEOUS

Certain instruments to continue in force

35. Subject to the regulations, each instrument (including a legislative instrument other than this Act) subsisting immediately before the succession day:

- (a) to which a former telecommunications corporation was a party; or
- (b) that was given to or in favour of such a corporation; or
- (c) that refers to such a corporation; or
- (d) under which:
 - (i) money is, or may become, payable to or by such a corporation; or

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

- (ii) other property is to be, or may become liable to be, transferred to or by such a corporation;

continues to have effect according to its tenor on and after the succession day except that a reference in the instrument to a former telecommunications corporation is taken on and after that day to be a reference to AOTC.

Financial statements and reports

36. (1) Not later than 14 days before each annual general meeting of AOTC, the Board must send to the Minister true copies of each of the documents required by section 316 of the Corporations Law of the Australian Capital Territory to be laid before that meeting.

(2) The Minister must cause the copies to be laid before each House of the Parliament within 15 sitting days of that House after their receipt by the Minister.

(3) The Auditor-General is taken to have been appointed under section 327 of the Corporations Law of the Australian Capital Territory as auditor of AOTC with effect from its formation.

(4) Sections 328 and 329 of the Corporations Law of the Australian Capital Territory do not apply in relation to AOTC.

(5) Nothing done, or omitted to be done, by the Auditor-General as auditor of AOTC makes the Auditor-General liable to be prosecuted for an offence.

Pending proceedings

37. Where, immediately before the succession day, proceedings (including arbitration proceedings) to which a former telecommunications corporation was a party were pending or existing in any court or tribunal, then, on and after the succession day, AOTC is substituted for the former corporation as a party to the proceedings.

Registration of interests in land

38. Where:

- (a) under this Act, land that is situated in a State or Territory, or an interest in such land, becomes land, or an interest in land, of AOTC; and
- (b) there is lodged with the Registrar of Titles or other proper officer of the State or Territory in which the land is situated a certificate that:
- (i) is signed by an authorised person; and
 - (ii) identifies the land or interest, whether by reference to a map or otherwise; and
 - (iii) states that the land or interest has, under this section, become land, or an interest in land, of AOTC;

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

the officer with whom the certificate is lodged may:

- (c) register the matter in like manner to the manner in which dealings in land or interests in land of that kind are registered; and
- (d) deal with, and give effect to, the certificate.

Transfer to AOTC of employees of former corporation

39. (1) A person who was an employee of a former telecommunications corporation immediately before the succession day is taken:

- (a) to have been engaged by AOTC as an employee of AOTC with effect from the succession day; and
- (b) to have been so engaged on the same terms and conditions as those that applied to the person, immediately before the succession day, as an employee of the former corporation; and
- (c) to have accrued an entitlement to benefits, in connection with that engagement by AOTC, that is equivalent to the entitlement that the person had accrued, as an employee of the former corporation, immediately before the succession day.

(2) The service of a transferred employee as an employee of AOTC is taken for all purposes to have been continuous with the service of the employee, immediately before the succession day, as an employee of the former corporation.

(3) A transferred employee is not entitled to receive any payment or other benefit merely because he or she ceased to be an employee of the former corporation by virtue of this Act or the repeal of the *Australian Telecommunications Corporation Act 1989* or of the *OTC Act 1946*, as the case may be.

(4) A director, secretary or auditor of the former corporation does not, because of the operation of this Act, become a director, secretary or auditor of AOTC.

Judicial notice of seals

40. For the purposes of Part 4, all courts, judges and persons acting judicially must take judicial notice of the imprint of the seal of Telecom or of the Overseas Telecommunications Commission (Australia) appearing on a document and must presume that the seal was duly affixed.

Compensation for acquisition of property

41. (1) Where, but for this section, the operation of this Act would result in the acquisition of property from a person otherwise than on just terms, there is payable to the person by AOTC such reasonable amount of compensation as is agreed on between the person and AOTC

*Australian and Overseas Telecommunications
Corporation No. 79, 1991*

or, failing agreement, as is determined by a court of competent jurisdiction.

(2) Any damages or compensation recovered, or other remedy given, in proceedings that are brought otherwise than under this section must be taken into account in assessing compensation payable in proceedings that are brought under this section and arise out of the same event or transaction.

Regulations

42. The Governor-General may make regulations, not inconsistent with this Act, prescribing matters:

- (a) required or permitted by this Act to be prescribed; or
- (b) necessary or convenient to be prescribed for carrying out or giving effect to this Act.

*[Minister's second reading speech made in—
House of Representatives on 7 May 1991
Senate on 29 May 1991]*