

Zambia

Zambia Educational Publishing House Act, 1971 Chapter 145

Legislation as at 31 December 1996

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Zambia

Zambia Educational Publishing House Act, 1971

Chapter 145

Commenced on 2 April 1971

[This is the version of this document as it was at 31 December 1996 to 30 January 1998.]

[11 of 1971; 36 of 1974; 29 of 1992]

An Act to constitute the Zambia Educational Publishing House; to provide for its membership and its powers, duties, functions and management; and to make provision for matters incidental to or connected with the foregoing.

Part I – Preliminary

1. Short title

This Act may be cited as the Zambia Educational Publishing House Act.

2. Interpretation

In this Act, unless the context otherwise requires—

"**assistant secretary**" means the person appointed to that office pursuant to section thirteen;

"**financial year**" means the financial year of the Publishing House pursuant to section fourteen;

"**Publishing House**" means the Zambia Educational Publishing House constituted by section three;

"**member**" means a member of the Publishing House by virtue of section four;

"**secretary**" means the officer appointed to that office pursuant to section thirteen.

[As amended by Act [No. 29 of 1992](#)]

Part II – Objects and powers of the Publishing House

3. Establishment of Publishing House

There is hereby constituted the Zambia Educational Publishing House which shall by that name be a body corporate with perpetual succession and a common seal capable of suing and being sued and, subject to the provisions of this Act, of doing all such acts as a body corporate may by law perform.

[As amended by Act [No. 29 of 1992](#)]

4. Composition of Publishing House

The Publishing House shall consist of the Minister responsible for education (hereinafter referred to as "the Minister") as Chairman, and three other members who shall be appointed by the President and shall hold office as members at the President's pleasure.

[As amended by No. 36 of 1974 and Act [No. 29 of 1992](#)]

5. Objects of Publishing House

The objects of the Publishing House shall be—

- (a) to encourage an increasing use of local, human and material resources in the production of buildings, works, materials and skills required for the advancement of education in Zambia;
- (b) to contribute towards the efficient operation and the extension of educational services in Zambia.

[As amended by Act [No. 29 of 1992](#)]

6. Powers of Publishing House

The Publishing House shall have power to do anything, and to enter into any transaction, which in its opinion is calculated to facilitate the advancement of its objects under section five or which is incidental or conducive thereto, including, in particular, but without prejudice to the generality of the foregoing, power to—

- (a) purchase, take on lease, or otherwise acquire any real or personal property;
- (b) accept any gift, whether or not subject to any special trust;
- (c) solicit from any source, within or outside Zambia, contributions towards the funds or other assets of the Publishing House;
- (d) sell, let on lease or on hire, mortgage, pledge, dispose of by gift, or otherwise deal with all or any part of any property of the Publishing House;
- (e) borrow or otherwise raise money;
- (f) invest any moneys of the Publishing House which are not immediately required for other purposes;
- (g) undertake any agency business;
- (h) construct, maintain and alter buildings or works;
- (i) print and publish newspapers, periodicals, books or leaflets;
- (j) manufacture, buy, sell, supply, distribute and deal in goods of any kind;
- (k) make provision for the emoluments and other conditions of service, including superannuation benefits, of the servants of the Publishing House;
- (l) establish and operate, or participate in the establishment and operation of, public or private companies and acquire an interest in any public or private company;
- (m) establish and maintain, or assist in the establishment or maintenance of, or give financial or other support to, any institution, society or other association;
- (n) provide for scholarships and other financial aid to individuals and institutions, as the case may be.

7. Funds of Publishing House

The funds of the Publishing House shall consist of—

- (a) such sums as may be paid to the Publishing House from moneys appropriated by Parliament;
- (b) such sums as may be paid to the Publishing House by way of grant or donation; and
- (c) such other moneys as may accrue to the Publishing House in the exercise of its powers.

[As amended by Act [No. 29 of 1992](#)]

8. Exemption from customs and excise duty and tax

Notwithstanding anything to the contrary contained in this Act or any other law—

- (a) no customs or excise duty shall be charged, levied, collected or paid in respect of any goods imported into, or manufactured or produced within, Zambia by or in the name of or on behalf of the Publishing House;
- (b) the income of the Publishing House from whatever source shall be exempt from any tax payable under any written law for the time being in force relating to taxes on income and profits.

[As amended by Act [No 29 of 1992](#)]

9. Duty of members to disclose interest

A member who is in any way directly or indirectly interested in anything done or proposed to be done by the Publishing House shall disclose the nature of his interest at a meeting of the Publishing House and shall take no part in any deliberations or decision of the Publishing House with respect thereto.

[As amended by Act [No 29 of 1992](#)]

10. Procedure and meetings of Publishing House

- (1) Subject to the provisions of this section, the Publishing House may regulate its own procedure.
- (2) A quorum of the Publishing House shall be three.
- (3) The Secretary may attend all meetings of the Publishing House and shall be entitled to address any such meeting, but not to vote, on any matter under discussion.
- (4) The Publishing House shall hold meetings at such places and such times as the chairman may determine.

[As amended by Act [No. 29 of 1992](#)]

Part III – Executive committee of the Publishing House

11. Establishment and proceedings of executive committee

- (1) There shall be an executive committee (hereinafter referred to as "the committee") of the Publishing House consisting of—
 - (a) the Minister, who shall be the chairman of the committee; and
 - (b) two members of the Publishing House to be appointed by the President; and
 - (c) the Secretary; and
 - (d) one member to be nominated by the Minister from each of the National Educational Company of Zambia Limited and the National Educational Distribution Company of Zambia Limited (hereinafter collectively referred to as "the companies").
- (2) A person shall cease to be a member of the committee—
 - (a) if any circumstances arise that, if he were not a member of the committee, would disqualify him for appointment as such;
 - (b) in the case of a person who is a member of the committee by virtue of his office, if he ceases to hold such office;

- (c) in the case of a person who is a member of the committee by virtue of his nomination from either of the companies, if his nomination is revoked by the Minister.
- (3) Meetings of the committee shall be held as required by the chairman and may be adjourned from time to time and from place to place:
Provided that such meetings shall be held not less than once in every three months.
- (4) At any meeting of the committee, three members shall form a quorum.
- (5) In the absence of the chairman from any meeting of the committee, the members present shall elect one of their number to be chairman of that meeting only.
- (6) Any question proposed for discussion by the committee shall be determined by a majority of votes of the members present and voting at the meeting.
- (7) At all meetings of the committee, the members present shall have one vote each on a question proposed for decision by the committee and, in the event of an equality of votes, the person presiding at the meeting shall have a second or casting vote.

12. Functions of committee

The committee shall discharge such functions as may be delegated to it by the Publishing House.

[As amended by Act [No 29 of 1992](#)]

Part IV – Appointments

13. Appointment of Secretary and Assistant Secretary

- (1) The Publishing House shall appoint, to hold the offices of Secretary and Assistant Secretary, persons whose remuneration shall be paid by the Publishing House and who shall hold office for such period and upon such terms and other conditions of service as the Publishing House may fix at the time of their appointment.
- (2) The Secretary shall be the chief executive officer of the Publishing House and it shall be his duty—
 - (a) to assist the Publishing House in all respects and in such manner as the Publishing House may from time to time require in the pursuit of its objects and the carrying on of its activities under this Act; and
 - (b) as agent for the Publishing House, to exercise such powers of the Publishing House as are for the time being delegated to him by the Publishing House.
- (3) The secretary shall perform his duties in accordance with the directions of the Publishing House.
- (4) It shall be the duty of the Assistant Secretary to assist the Secretary in the performance of his duties.

[As amended by Act [No. 29 of 1992](#)]

Part V – Accounts and audit

14. Accounts and audit

- (1) The financial year of the Publishing House shall be the period of twelve months ending on the 31st December each year.

- (2) The Publishing House shall cause proper accounts and other records in relation thereto to be kept and shall cause to be prepared in respect of each financial year a statement of accounts and a balance sheet in such form as the Minister may determine.
- (3) The accounts of the Publishing House shall be audited by the Auditor-General who shall have access at all times to the books and accounts and vouchers of the Publishing House and shall be entitled to require from the members of the Publishing House and from any person employed by the Publishing House such information and explanations as may be necessary for the due performance of his duties under this section.
- (4) The Auditor-General shall make a report to the Publishing House on the accounts examined by him and on the statements of accounts prepared for the financial year to which they relate, and such report may include any statement by the Auditor-General with respect to the accounts of the Publishing House which the Auditor-General may consider necessary or desirable.
- (5) Not later than nine months after the end of each financial year, the Publishing House shall submit to the Minister its audited accounts for that financial year together with the Auditor-General's report and the Minister shall, not later than seven days after the first sitting of the National Assembly next after his receipt thereof, lay the same before the National Assembly.

[As amended by Act [No. 29 of 1992](#)]

Part VI – Transitional provisions

15. Interpretation of terms in Part VI

For the purposes of this Part—

"**the appointed time**" means the time at which the resolution described in section sixteen is expressed to take effect;

"**the company**" means the company registered under the Companies Act as the Zambia Educational Publishing House Company Limited;

[Cap. 388]

"**undertaking**" means any undertaking carrying on any commercial, industrial, mining or agricultural operations.

[As amended by Act [No. 29 of 1992](#)]

16. Resolution by company

The company may, by resolution passed at an extra-ordinary general meeting convened to determine the question, resolve that the provisions of sections seventeen and eighteen shall have effect in relation to the company.

17. Vesting of assets and liabilities

At the appointed time—

- (a) there shall be transferred to, and vested in, the Publishing House by virtue of this Act and without further assurance—
 - (i) the undertaking of the company; and
 - (ii) subject to the provisions of this Part, all property, rights, liabilities and obligations which immediately before the appointed time were property, rights, liabilities and obligations of the company; and

- (b) the company shall cease to exist.

[As amended by Act No. 29 of 1992]

18. Transitional provisions

- (1) Every deed, bond and agreement (other than an agreement for personal service) to which the company was a party immediately before the appointed time, whether in writing or not, and whether or not of such nature that rights, liabilities and obligations thereunder can be assigned by the company, shall, unless its terms or subject-matter make it impossible that it should have effect as modified in the manner provided by this subsection, have effect as from the appointed time as if —
- (a) the Publishing House had been a party thereto;
- (b) for any reference (however worded and whether expressed or implied) to the company, there were substituted, as respects anything falling to be done on or after the appointed time, a reference to the Publishing House; and
- (c) for any reference (however worded and whether expressed or implied) to any officer of the company, not being a party thereto and beneficially interested therein, there were substituted, as respects anything falling to be done on or after the appointed time, a reference to the officer of the Publishing House whose office corresponds as nearly as may be to the office of the first mentioned officer.
- (2) Documents, other than those referred to in subsection (1), which refer specifically or generally to the company shall be construed in accordance with the provisions of subsection (1) so far as applicable.
- (3) Without prejudice to the generality of the foregoing provisions of this section, where any right, liability or obligation vests by virtue of this Act in the Publishing House the Publishing House and all other persons shall, as from the appointed time, have the same rights, powers and remedies (and in particular the same rights as to the taking or resisting of legal proceedings or the making or resisting of applications to any authority) for ascertaining, perfecting or enforcing that right, liability or obligation as they would have had if it had at all times been a right, liability or obligation of the Publishing House.
- (4) Any legal proceedings or application to any authority pending at the appointed time by or against the company in so far as it relates to any property, right, liability or obligation vested by virtue of this Act in the Publishing House or to any deed, bond, agreement or document which has effect in accordance with subsection (1) or (2) may be continued by or against the Publishing House in the place of the company.

[As amended by Act No. 29 of 1992]

19. Registration of transfers

Any written law which provides for the registration of transfers of property of the kind transferred by virtue of this Act to the Publishing House shall, so far as it provides for alterations of a register (but not for the avoidance of transfers, the payment of fees or any other matter), apply with the necessary modifications to the transfer of the said property; and it shall be the duty of such officer as the Publishing House may appoint to furnish the necessary particulars of the transfer to the appropriate officer of the registration authority, and of that officer to register the transfer accordingly.

[As amended by Act No. 29 of 1992]