

Commencement: 1 January 2003



CHAPTER 286

VANUATU AGRICULTURAL RESEARCH AND TECHNICAL CENTRE

Act 15 of 2002

ARRANGEMENT OF SECTIONS

PART 1 – PRELIMINARY

1. Interpretation

PART 2 – THE VANUATU AGRICULTURAL RESEARCH AND TECHNICAL CENTRE

2. Vanuatu Agricultural Research and Technical Centre
3. Functions of the Centre
4. Powers of the Centre
5. Centre may accept gifts etc. and act as trustees
6. Co-operation with other organizations

PART 3 – THE CHIEF EXECUTIVE AND OFFICERS OF THE CENTRE

7. Chief Executive of the Centre
8. Appointment of Chief Executive etc.
9. Leave of absence
10. Resignation
11. Termination of appointment
12. Disclosure of interests
13. Acting Chief Executive
14. Appointment of officers
15. Delegation

PART 4 – THE BOARD OF THE CENTRE

16. Establishment of Board
17. Functions of Board
18. Directions and guidelines given by Minister
19. Constitution of Board
20. Meetings

21. Terms and conditions of appointment etc. of part-time members
22. Resignation of part-time members
23. Termination of appointment

PART 5 – SCIENTIFIC ADVISORY COUNCIL

24. Scientific Advisory Council

PART 6 – STRATEGIC PLANS AND ANNUAL OPERATIONAL PLANS

25. Strategic plans
26. Annual operational plans
27. Compliance with plans

PART 7 – FINANCE

28. Money payable to Centre
29. Application of moneys
30. Annual report

PART 8 – EMPLOYEES AND TRANSFER OF ASSETS AND LIABILITIES, CONTRACTS AND LEGAL PROCEEDINGS

31. Interpretation
32. Employees at the Vanuatu Agricultural Research and Training Centre
33. Transfer of Assets and Liabilities, Contracts and Legal Proceedings

PART 9 – MISCELLANEOUS

34. Inventions etc. by officers
35. Regulations

VANUATU AGRICULTURAL RESEARCH AND TECHNICAL CENTRE

An act to establish the Vanuatu Agricultural Research and Technical Centre; to provide for its constitution, functions and powers; and for related purposes.

PART 1 – PRELIMINARY

1. Interpretation

In this Act, unless the contrary intention appears:

“annual operational plan” means an annual operational plan formulated under section 26.

“appoint” includes re-appoint.

“Board” means the Board of the Centre.

“Centre” means the Vanuatu Agricultural Research and Technical Centre established under this Act.

“Chairperson” means the Chairperson of the Board.

“Chief Executive” means the Chief Executive of the Centre.

“member” means a member of the Board and includes the Chairperson and the Chief Executive.

“Minister” means the Minister responsible for agriculture.

“officer” means an officer of the Centre.

“part-time member” means a member of the Board other than the Chief Executive.

“Scientific Advisory Council” means the Scientific Advisory Council established under section 24.

“science” includes technology.

“strategic plan” means a strategic plan formulated under section 25.

PART 2 – THE VANUATU AGRICULTURAL RESEARCH AND TECHNICAL CENTRE

2. Vanuatu Agricultural Research and Technical Centre

- (1) The Vanuatu Agricultural Research and Technical Centre is established.
- (2) The Centre consists of the members of the Board and the officers of the Centre and is a body corporate with perpetual succession and a common seal.
- (3) The Centre may acquire, hold and dispose of real and personal property and is capable of suing and being sued in its corporate name.
- (4) All courts, judges and persons acting judicially are to take judicial notice of the seal of the Centre affixed to any document and are to presume that it was duly affixed.

3. Functions of the Centre

- (1) The functions of the Centre are as follows:
 - (a) to carry out scientific research and development for any of the following purposes:

- (i) assisting the agricultural, livestock, forestry and fisheries industries;
 - (ii) furthering the interests of the Vanuatu agricultural and rural community;
 - (iii) contributing to the achievement of Vanuatu national objectives;
 - (iv) any other purpose determined by the Minister;
 - (b) to encourage or facilitate the application or utilization of the results of such research;
 - (c) to carry out services, and make available facilities, in relation to science;
 - (d) to act as a means of liaison between Vanuatu and other countries in matters connected with scientific research;
 - (e) to train, and to assist in the training of, research workers in the field of science and to cooperate with tertiary education institutions in relation to education in that field;
 - (f) to establish and award fellowships and studentships for research, and to make grants in aid of research, for a purpose referred to in paragraph (a);
 - (g) to recognize associations of persons engaged in industry for the purpose of carrying out industrial scientific research and to cooperate with, and make grants to, such associations;
 - (h) to collect, interpret and disseminate information relating to scientific and technical matters.
- (2) The Centre must:
- (a) treat the functions referred to in subsection (1)(a) and (1)(b) as its primary functions; and
 - (b) treat the other functions referred to in subsection (1) as its secondary functions.

4. Powers of the Centre

The Centre has power to do all things necessary or convenient to be done for or in connection with the performance of its functions and, in particular, may:

- (a) arrange for scientific research or other work to be undertaken, on behalf of the Centre, by any person or body; and
- (b) join in the formation of a partnership or company; and
- (c) make available to a person, on such conditions and on payment of such fees or royalties, or otherwise, as the Chief Executive determines, a discovery, invention or improvement the property of the Centre; and
- (d) pay to officers, or to persons undertaking work on behalf of the Centre, such bonuses as the Chief Executive, with the approval of the Minister, determines in respect of discoveries or inventions made by them; and
- (e) charge such fees, and agree to such conditions, as the Chief Executive determines for research and other services carried out, or facilities made available, by the Centre at the request of any person.

5. Centre may accept gifts etc. and act as trustees

- (1) Subject to the approval of the Minister and subject to any regulations that are applicable, the Centre may, in or in connection with the performance of its functions and the exercise of its powers:

- (a) accept money or other property given, devised, bequeathed, assigned or otherwise made available to the Centre (whether on trust or otherwise); and
 - (b) agree to any conditions subject to which money or other property is given, devised, bequeathed, assigned or otherwise made available to the Centre; and
 - (c) act as trustee of money or other property vested in the Centre upon trust.
- (2) The Centre need not obtain the Minister's approval if the value of the money or other property given, devised, bequeathed, assigned or otherwise made available to the Centre is not more than VT 10,000,000 or such other amount as is prescribed for the purpose of this subsection.
- (3) Despite anything contained in this Act, where the Centre has agreed to any conditions subject to which moneys have, or other property has, been given, devised, bequeathed, assigned or otherwise made available to the Centre or the Centre holds any moneys or other property upon trust, the moneys or other property are to be dealt with by the Centre in accordance with those conditions or in accordance with the powers and duties of the Centre as trustee, as the case may be.

6. Co-operation with other organizations

The Centre is, as far as is possible, to co-operate with other organizations and authorities in the coordination of scientific research, with a view to:

- (a) the prevention of unnecessary overlapping; and
- (b) the most effective use of available facilities and staffs.

PART 3 – THE CHIEF EXECUTIVE AND OFFICERS OF THE CENTRE

7. Chief Executive of the Centre

- (1) There is to be a Chief Executive of the Centre.
- (2) The affairs of the Centre are, subject to subsection (3), to be conducted by the Chief Executive.
- (3) The Chief Executive must, in conducting any of the affairs of the Centre and in exercising any powers conferred on the Chief Executive by this Act or the regulations, act in accordance with any policies determined, and any directions given, by the Board.
- (4) All acts and things done in the name of, or on behalf of, the Centre by or with the authority of the Chief Executive are taken to have been done by the Centre.

8. Appointment of Chief Executive etc.

- (1) The Chief Executive is to be appointed by the Board and, subject to this Act, holds office on a full time basis for such period, not exceeding 5 years, as is specified in his or her instrument of appointment.
- (2) The minimum qualification necessary for appointment as Chief Executive is a degree from a recognised university in the field of agriculture or business management or a degree in both fields.
- (3) The Board is to appoint the Chief Executive on merit by a majority vote of its members. However, before any appointment is made the position of Chief Executive must be advertised in a newspaper circulating throughout Vanuatu calling for applications.
- (4) The Chief Executive holds office on such terms and conditions (if any) in respect of matters not provided for by this Act as are determined by the Board.

- (5) The Chief Executive is to be paid such remuneration and allowances as may be determined by the Board.

9. Leave of absence

- (1) The Chief Executive has such recreation leave entitlements as are determined by the Board.
- (2) The Board may grant the Chief Executive leave of absence, other than recreation leave, on such terms and conditions as to remuneration or otherwise as the Board determines.

10. Resignation

The Chief Executive may resign the office of Chief Executive by a notice in writing signed by the Chief Executive and delivered to the secretary of the Board.

11. Termination of appointment

- (1) The Board may terminate the appointment of the Chief Executive for serious misconduct or physical or mental incapacity.
- (2) If the Chief Executive:
- (a) becomes bankrupt; or
 - (b) fails, without reasonable excuse, to comply with section 12 of this Act; or
 - (c) is absent from duty, except on leave of absence, for 14 consecutive days or for 28 days in any period of 12 months; or
 - (d) is absent, except on leave granted by the Board, from 3 consecutive meetings of the Board; or
 - (e) engages in paid employment outside the duties of the office of Chief Executive without the consent of the Board;

the Board may terminate the appointment of the Chief Executive.

12. Disclosure of interests

The Chief Executive must give written notice to the Board of all direct or indirect pecuniary interests that the Chief Executive has or may have in any business or in any body corporate carrying on a business.

13. Acting Chief Executive

- (1) The Board may appoint a person to act in the office of Chief Executive:
- (a) during a vacancy in that office, whether or not an appointment has previously been made to that office; or
 - (b) during any period, or during all periods, when the person holding that office is absent from duty or from Vanuatu or is, for any other reason, unable to perform the functions of that office.
- (2) An appointment of a person under subsection (1) may be expressed to have effect only in such circumstances as are specified in the instrument of appointment.
- (3) A person appointed under subsection (1) to act during a vacancy must not continue to act in that office for more than 12 months.
- (4) Where a person is acting in the office of Chief Executive in accordance with subsection (1)(b) and the office becomes vacant while the person is so acting, then, subject to subsection (2), the person may continue so to act until the Board otherwise

directs, the vacancy is filled or a period of 12 months from the date on which the vacancy occurs ends, whichever first happens.

- (5) While a person is acting in the office of Chief Executive, the person has and may exercise all the powers, and is to perform all the functions, of Chief Executive under this Act or the regulations.
- (6) The Board may:
 - (a) determine the terms and conditions of appointment, including remuneration and allowances, of a person acting in the office of Chief Executive; and
 - (b) terminate such an appointment at any time.
- (7) A person appointed under subsection (1) may resign the appointment by writing signed by the person and delivered to the Board.
- (8) Nothing done by or in relation to a person purporting to act under subsection (1) is invalid on the ground that:
 - (a) the occasion for the person's appointment had not arisen; or
 - (b) there was a defect or irregularity in connection with the person's appointment; or
 - (c) the person's appointment had ceased to have effect; or
 - (d) the occasion for the person to act had not arisen or had ceased.

14. Appointment of officers

- (1) The Chief Executive may, after consultation with the Board, appoint such persons to be officers of the Centre as the Chief Executive determines are necessary for the purposes of this Act.
- (2) The terms and conditions of service (other than in respect of matters provided for by this Act) of officers appointed under this section are such as are determined by the Chief Executive.
- (3) To avoid doubt the Public Service Act [Cap. 246] does not apply to the officer's employment with the Centre.

15. Delegation

- (1) The Chief Executive may, either generally or as otherwise provided by the instrument of delegation, by writing signed by the Chief Executive, delegate to an eligible person, or to a committee of eligible persons, all or any of the Chief Executive's powers under this Act or the regulations, other than this power of delegation.
- (2) The Chief Executive must not delegate a power under subsection (1) except with the approval of the Board.
- (3) A power so delegated, when exercised by the delegate, is, for the purposes of this Act and the regulations, taken to have been exercised by the Chief Executive.
- (4) A delegate is, in the exercise of a power so delegated, subject to the directions of the Chief Executive.
- (5) If the Chief Executive delegates a power to a committee of persons, the Chief Executive:
 - (a) must appoint one of the members of the committee to be the Chairperson of the committee; and
 - (b) may determine the procedure to be followed in relation to meetings of the committee, including matters with respect to:

- (i) the convening of meetings of the committee; and
 - (ii) the number of members of the committee who are to constitute a quorum; and
 - (iii) the selection of a member of the committee to preside at meetings of the committee at which the Chairperson of the committee is not present; and
 - (iv) the manner in which questions arising at a meeting of the committee are to be decided.
- (6) A delegation under this section does not prevent the exercise of a power by the Chief Executive.
- (7) In this section, “eligible person” means:
- (a) an officer; or
 - (b) a director or employee of a company where:
 - (i) the company and the Centre are partners in a partnership; or
 - (ii) the Centre holds a controlling interest in the company.

PART 4 – THE BOARD OF THE CENTRE

16. Establishment of Board

The Board of the Centre is established.

17. Functions of Board

The functions of the Board are:

- (a) to ensure the proper and efficient performance of the functions of the Centre; and
- (b) to determine the policy of the Centre with respect to any matter; and
- (c) to give directions to the Chief Executive under section 7(3); and
- (d) such other functions as are conferred on it by this Act.

18. Directions and guidelines given by Minister

- (1) The Minister may give to the Board, in writing, directions and guidelines of a general nature with respect to the performance of the functions, or the exercise of the powers, of the Board or of the Centre, and the Board must ensure that any directions or guidelines so given are complied with.
- (2) The power of the Minister to give a direction or guideline to the Board under subsection (1) in relation to an act or thing may be exercised despite that the doing of the act or thing (whether by the Board or the Chief Executive) is subject to the approval of the Minister or of another person.

19. Constitution of Board

- (1) The Board is to consist of:
 - (a) the Chief Executive; and
 - (b) not fewer than 4 persons and not more than 7 persons appointed by the Minister in accordance with subsection (3).
- (2) The members of the Board other than the Chief Executive hold office on a part-time basis.
- (3) The Minister may appoint the following persons as part-time members:

- (a) a person with experience in agricultural research;
 - (b) a person representing farmers;
 - (c) the Director-General of each of the Ministries responsible for finance, agriculture and commerce;
 - (d) the chairperson for the time being of the Scientific Advisory Council;
 - (e) a person nominated by the Chamber of Commerce.
- (4) The Minister is to appoint a part-time member as Chairperson of the Board.
- (5) A part-time member appointed as Chairperson:
- (a) subject to paragraph (c), holds office as Chairperson until the end of his or her term of office as a part-time member; and
 - (b) may resign the office of Chairperson by a notice in writing signed by the part-time member and delivered to the Minister; and
 - (c) ceases to be Chairperson if he or she ceases to be a part-time member.
- (6) The performance of a function, or the exercise of a power, by the Board is not affected by reason only of:
- (a) the number of part-time members falling below 4 for a period of not more than 6 months; or
 - (b) there being a vacancy in the office of Chairperson or in the office of Chief Executive.

20. Meetings

- (1) The Board must meet at least once a year and otherwise as necessary for the performance of its functions.
- (2) The Chairperson must, if so directed by the Minister, convene a meeting of the Board.
- (3) At a meeting, a quorum is constituted:
- (a) if the Board consists of 4 members, by 3 members; or
 - (b) in any other case, by 4 members.
- (4) The Chairperson is to preside at all meetings at which he or she is present.
- (5) In the event of the absence of the Chairperson from a meeting, the members present are to elect one of their number to preside at that meeting.
- (6) A question arising at a meeting is to be decided by a majority of the votes of members present and voting.
- (7) At a meeting, the Chairperson or other member presiding has a deliberative vote and, in the event of votes being equal, also has a casting vote.

21. Terms and conditions of appointment etc. of part-time members

- (1) Subject to subsection (2), a part-time member holds office on such terms and conditions (if any) in respect of matters not provided for by this Act as are determined by the Minister.
- (2) Each part-time member (other than the Chief Executive and any Director-General of a Ministry) is entitled to a sitting allowance not exceeding VT 5,000 per day and reimbursement of reasonable travel and accommodation costs incurred as part of his or her duties as a member of the Board upon presentation of receipts.

22. Resignation of part-time members

A part-time member may resign the office of member by a notice in writing signed by the member and delivered to the Minister.

23. Termination of appointment

(1) The Minister may terminate the appointment of a part-time member by reason of serious misconduct or physical or mental incapacity.

(2) If a part-time member:

- (a) becomes bankrupt; or
- (b) is absent, except on leave granted by the Minister, from 3 consecutive meetings of the Board;

the Minister may terminate the appointment of the member.

PART 5 – SCIENTIFIC ADVISORY COUNCIL

24. Scientific Advisory Council

(1) The Board is to establish the Scientific Advisory Council which is to be comprised of specialists with extensive experience in scientific, technical and pedagogical multidisciplinary functions, to give advice to the Board on particular matters or classes of matters relating to the functions of the Centre.

(2) The Board must appoint one of the members of the Scientific Advisory Council to be its chairperson.

(3) The Board may determine:

- (a) the manner in which the Scientific Advisory Council is to perform its functions; and
- (b) the procedure to be followed in relation to meetings of the Scientific Advisory Council, including matters with respect to:
 - (i) the convening of meetings of the Scientific Advisory Council; and
 - (ii) the number of members of the Scientific Advisory Council who are to constitute a quorum;
 - (iii) the selection of a member of the Scientific Advisory Council to preside at meetings of the Scientific Advisory Council at which the chairperson of the council not present; and
 - (iv) the manner in which questions arising at a meeting of the Scientific Advisory Council are to be decided.

PART 6 – STRATEGIC PLANS AND ANNUAL OPERATIONAL PLANS

25. Strategic plans

(1) The Board must:

- (a) before the commencement of each calendar year, formulate a strategic plan, for that year setting out:
 - (i) the broad objectives of the Centre in performing its functions during that year; and
 - (ii) a broad outline of the policies and strategies to be pursued by the Centre to achieve those objectives; and

- (b) from time to time, review and revise the strategic plan.
- (2) A strategic plan, or a revision of a strategic plan, must be submitted to the Minister as soon as practicable after it is formulated and before it comes into effect.

26. Annual operational plans

- (1) The Chief Executive must:
 - (a) before the commencement of each calendar year that is included in a planning period, formulate an annual operational plan, for the year setting out the details of:
 - (i) the strategies the Centre proposes to pursue; and
 - (ii) the activities the Centre proposes to carry out; and
 - (iii) the resources the Centre proposes to allocate to each such activity;during the calendar year to give effect to the strategic plan that relates, or the intended strategic plan that will relate, to that year; and
 - (b) from time to time, review and revise the annual operational plan.
- (2) An annual operational plan, or a revision of an annual operational plan:
 - (a) must be submitted to the Board as soon as practicable after it is formulated; and
 - (b) has no effect until approved by the Board.
- (3) Where a part only of a calendar year is included in a particular planning period, subsection (1) applies to that part of the year as if a reference in that subsection to a calendar year were a reference to that part of the year.

27. Compliance with plans

When a strategic plan or an annual operational plan is in effect, the Centre must perform its functions in accordance with that plan.

PART 7 – FINANCE

28. Money payable to Centre

- (1) The moneys as are appropriated by the Parliament for the purposes of this Act are to be paid to the Centre.
- (2) The Minister responsible for finance may give directions as to the amounts in which, and the times at which, moneys referred to in subsection (1) are to be paid to the Centre.

29. Application of moneys

- (1) The moneys of the Centre must be applied only:
 - (a) in payment or discharge of the costs, expenses and other obligations of the Centre; and
 - (b) in payment of remuneration and allowances payable to any person under this Act.
- (2) Subsection (1) does not prevent investment of surplus money of the Centre.

30. Annual report

- (1) The Board must on or before 31 March in each year submit a report to the Minister setting out:
 - (a) a statement of the policies of the Centre in relation to the carrying out of the scientific research of the Centre that were current at the beginning of the previous calendar year; and
 - (b) a description of any developments in those policies that occurred during the previous calendar year; and
 - (c) any determinations made by the Minister under section 3(1)(a)(iv) during the previous calendar year; and
 - (d) any directions or guidelines given by the Minister under section 18(1) during the previous calendar year.
- (2) The Minister must table a copy of the report in the Parliament as soon as reasonably possible after the Minister receives the report from the Board.

PART 8 – EMPLOYEES AND TRANSFER OF ASSETS AND LIABILITIES, CONTRACTS AND LEGAL PROCEEDINGS

31. Interpretation

In this Part, VARTC means the Vanuatu Agricultural Research and Training Centre.

32. Employees at the Vanuatu Agricultural Research and Training Centre

- (1) This section applies to a person who was an employee at the VARTC immediately before the commencement of this Act.
- (2) On the commencement of this Act, the employee is taken to be an officer of the Centre on the same terms and conditions of employment that he or she had as an employee at the VARTC.
- (3) To avoid doubt, the person is not entitled to any severance or redundancy payments under this or any other Act because of the operation of subsection (2) or the establishment of the Centre by this Act.

33. Transfer of Assets and Liabilities, Contracts and Legal Proceedings

- (1) On the commencement of this Act, the assets and liabilities of the VARTC vest in the Centre without the need for any conveyance, transfer or assignment.
- (2) On the commencement of this Act, any contract to which the VARTC is a party continues to have effect on and after that commencement as if:
 - (a) a reference to the VARTC were a reference to the Centre; and
 - (b) the rights and obligations of the VARTC under that contract were the rights and obligations of the Centre.
- (3) If the VARTC was a party to proceedings that:
 - (a) were pending in any court immediately before the commencement of this Act; and
 - (b) related, in whole or in part, to an asset, liability, right or obligation mentioned in subsection (1) and (2);

the Centre is, by force of this subsection, substituted for the VARTC as a party to the proceedings to the extent to which the proceedings relate to the asset, liability, right or obligation.

- (4) Subsection (1) applies to an asset or liability whether or not any Act or agreement relating to it:
- (a) permits a conveyance, transfer or assignment of the asset or liability; or
 - (b) requires any consent to such a conveyance, transfer or assignment.
- (5) A person or authority who has power under any Act or enactment to register, record or otherwise give effect to:
- (a) transactions affecting assets or liabilities mentioned in subsection (1); or
 - (b) documents relating to such transactions;
- must do whatever is necessary or desirable to give effect to, or reflect, the vesting (for example, making entries in a register).
- (6) If a person or authority does not comply with the requirements of subsection (5) within a reasonable time after the vesting has occurred, the Minister may in writing direct the person or authority to take such action as is specified in the direction to give effect to, or reflect, the vesting.
- (7) In this section:
- “asset” means:
- (a) any legal or equitable interest in real or personal property, whether actual, contingent or prospective; and
 - (b) any right, power, privilege or immunity, whether actual, contingent or prospective.
- “contract” includes a deed.
- “liability” includes any liability, duty or obligation, whether actual, contingent or prospective.

PART 9 – MISCELLANEOUS

34. Inventions etc. by officers

- (1) A discovery, invention or improvement of or in any process, apparatus or machine made by an officer of the Centre in the course of the officer’s official duties is the property of the Centre including any and all intellectual property rights.
- (2) An officer of the Centre must not, except with the consent in writing of the Chief Executive, make application for a patent for an invention that is made by the officer in the course of the officer’s official duties or that relates to any matter or work connected with the officer’s official duties.
- (3) A person who contravenes subsection (2) is guilty of an offence punishable on conviction by a fine not exceeding VT 100,000 or a term of imprisonment of not more than one year, or both.

35. Regulations

The Minister may make regulations, not inconsistent with this Act, prescribing all matters required or permitted by this Act to be prescribed, or necessary or convenient to be prescribed, for carrying out or giving effect to this Act.