

**THE AGRICULTURAL DEVELOPMENT
CORPORATION ACT, 1965**

No. 7 of 1965

Date of Assent: 21st April 1965

Date of Commencement: By Notice

ARRANGEMENT OF SECTIONS

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**An Act of Parliament to provide for the establishment of the
Agricultural Development Corporation and for purposes
incidental thereto and connected therewith**

ENACTED by the Parliament of Kenya, as follows:—

Short title and
commencement.

1. This Act may be cited as the Agricultural Development Corporation Act, 1965, and shall come into operation on such day as the Minister may, by notice in the Gazette, appoint.

Interpretation.

2. In this Act, unless the context otherwise requires,
“Act” means this Act and any rules made hereunder;
“Corporation” means the Agricultural Development Corporation established under section 3 of this Act;

“General Manager” means the General Manager to the Corporation appointed under section 14 of this Act;

“Minister” means the Minister for the time being responsible for agriculture.

3. There is hereby established a Corporation, to be known as the Agricultural Development Corporation, which shall be a body corporate having perpetual succession and a common seal, with power to sue and be sued, purchase, hold, manage, and dispose of land and any other property and to enter into such contracts as it may consider necessary or expedient for the purposes of performing its functions under this Act.

Establishment
of Agricultural
Development
Corporation.

4. In the exercise of its powers and in the performance of its functions under this Act, the Corporation shall comply with such general or special directions as the Minister may from time to time issue.

Directions of
Minister.

5. (1) The Corporation shall consist of—

Membership of
Corporation.

(a) a chairman, appointed by the Minister;

(b) not more than ten members appointed by the Minister who, in his opinion, possess qualities likely to be of benefit to the Corporation, of whom—

(i) not less than one shall be a member of one of the professional bodies specified in the Schedule to the Accountants (Designations) Act;

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(ii) not less than one shall be appointed by reason of his knowledge of international finance;

(iii) not less than one shall be appointed by reason of his knowledge of the processing and marketing of agricultural produce;

(iv) not less than one shall be appointed to represent the interests of lenders of funds to the Corporation;

(c) two members appointed by the Minister from a panel of not less than five names submitted by the Central Agricultural Board established under the Agriculture Act;

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(d) the Permanent Secretary to the Ministry for the time being responsible for agriculture, or a person deputed by him in writing for the purposes of this Act;

- (e) the Permanent Secretary to the Ministry for the time being responsible for finance, or a person deputed by him in writing for the purposes of this Act;
- (f) the Permanent Secretary to the Ministry for the time being responsible for economic planning and development, or a person deputed by him in writing for the purposes of this Act.

(2) The Corporation may co-opt to serve on it for such length of time as it thinks fit any person or persons whose assistance or advice it may require, but a person so co-opted shall not be entitled to vote at any meeting of the Corporation or be counted as a member for the purpose of forming a quorum.

(3) The Corporation shall elect a vice-chairman annually from among its members.

6. (1) The chairman shall hold office for three years and shall then retire but shall be eligible for reappointment.

(2) Two of the members appointed under paragraph (b) and one of the members appointed under paragraph (c) of section 5 (1) of this Act shall retire annually but shall be eligible for reappointment; the members to retire shall be those who have been continuously longest in office, and, as between members who have been continuously longest in office, the order of retirement shall, in default of agreement between them, be determined by lot.

(3) A member of the Corporation shall cease to hold office—

- (a) if he delivers to the Minister a written resignation of his office; or
- (b) if the Corporation declares by resolution that he has been absent from three consecutive meetings of the Corporation without the leave of the Corporation; or
- (c) if, on the advice of the Corporation, the Minister removes him from office on the grounds that he is incapacitated by mental or physical illness or is otherwise unable or unfit to discharge the functions of a member or is unable to continue as a member; or

- (d) if he is adjudged bankrupt or enters into a composition or scheme of arrangement with his creditors; or
- (e) if he is sentenced by a court to imprisonment for a term of six months or more.

7. (1) The members of the Corporation (other than public officers in receipt of a salary) shall be paid out of the funds of the Corporation such remuneration as the Minister, after consultation with the Corporation, may from time to time determine.

Remuneration and expenses of members of Corporation.

(2) The Corporation may, at its discretion, pay such travelling and other expenses as may reasonably have been incurred by its members by reason of their office.

8. (1) The Corporation shall be convened by the chairman at least four times every year.

Meetings of Corporation.

(2) The chairman may at any time convene a special meeting of the Corporation and shall do so within one month of the receipt by him of a written request signed by at least two members.

(3) In the absence of the chairman from any Corporation meeting, the vice-chairman shall preside, and in the absence of both chairman and vice-chairman, the members present shall elect one of their number to preside, and such member shall, as concerns that meeting, have all the powers and attributes of the chairman under this Act.

(4) At every meeting of the Corporation the member presiding shall have a casting as well as a deliberative vote.

(5) The quorum shall be five.

9. Every member of the Corporation who is or is likely to be concerned in, or who participates in the profits of, any contract with or work done for the Corporation otherwise than in his capacity as a member of the Corporation, shall, on the matter coming before the Corporation for consideration, immediately declare his interest therein, and shall unless the Corporation otherwise agrees, retire from the meeting, and shall in any case abstain from voting on the matter:

Declaration of interest.

Provided that the provisions of this section shall not apply to a member who has been appointed in accordance with the provisions of section 5 (1) (b) (iv) of this Act, in respect of the interests he was appointed to represent.

Authentication
of documents.

10. (1) The common seal of the Corporation shall be authenticated by the signature of the chairman or such other member of the Corporation as may be authorized by the Corporation to act in that behalf, together with the signature of some other member or officer authorized by the Corporation to act in that behalf, and such seal shall be officially and judicially noted.

(2) All documents made by the Corporation, other than those required by law to be under seal shall be executed and all decisions of the Corporation shall be signified, under the hand of the chairman or of any member, officer or servant of the Corporation authorized in that behalf.

Committees of
Corporation.

11. The Corporation may appoint committees, whether of its own members or otherwise, to carry out such general or special functions as may be specified by the Corporation, and may delegate to any such committee such of its powers as the Corporation may deem fit.

Functions of
Corporation.

12. (1) The functions of the Corporation shall be to promote and execute schemes for agricultural development and reconstruction in Kenya by the initiation, assistance or expansion of agricultural undertakings or enterprises.

(2) In the performance of its functions under this Act the Corporation shall have proper regard to the economic and commercial merits of any undertaking it plans to initiate, assist or expand.

(3) If the Minister, after consultation with the Minister for the time being responsible for finance, instructs the Corporation to initiate, assist or expand any undertaking which it considers economically or otherwise unsound, the Corporation shall not be required to proceed with such initiation, assistance or expansion until the Government has undertaken to reimburse the Corporation with any losses incurred thereby.

Powers of
Corporation.

13. (1) The Corporation shall, subject to the provisions of this Act, have power to do all such things and to enter into all such transactions as to the Corporation appear to be necessary for, or conducive or incidental to the performance of its functions under this Act.

(2) Without prejudice to the generality of the provisions of subsection (1) of this section, the Corporation shall have power—

- (a) to provide credit and finance by means of loans or the subscription of loan or share capital or otherwise for agricultural undertakings in Kenya;
- (b) to advance, deposit or lend money, securities and property to or with such persons and on such terms as may seem expedient; to create, make, draw, accept, endorse, execute, issue, discount, buy, sell, negotiate and deal in bills, notes, bills of lading, warrants, coupons, debentures and other negotiable or transferable instruments;
- (c) to borrow money in support of the Corporation on such terms and for such purposes as may be approved by the Minister after consultation with the Minister for the time being responsible for finance;
- (d) to purchase, take on lease or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with, any movable or immovable property and rights of all kinds;
- (e) to appoint such agents as the Corporation may consider necessary for the proper discharge of its functions as the Corporation may determine;
- (f) to do all such other things, whether of an agricultural or other nature as may be deemed to be incidental or conducive to the proper discharge of the functions of the Corporation.

14. (1) The Minister shall, with the agreement of the Corporation, appoint a General Manager of the Corporation who shall be the chief executive officer of the Corporation, and shall be present at all meetings of the Corporation, unless he has obtained leave of absence from the Corporation or is incapacitated by sickness or other cause.

General
Manager.

(2) The Corporation shall delegate to the General Manager such of its functions under this Act as are necessary to enable him to transact effectively the day-to-day business of the Corporation of every kind whatsoever.

(3) In the event of the General Manager being absent on leave or on account of incapacitation, the Corporation, with the approval of the Minister, may appoint a person to act as General Manager during such period of absence or incapacitation, and the person so acting may exercise all the powers and discharge all the duties by this Act exercisable or to be performed by the General Manager.

Staff of
Corporation.

15. (1) The Corporation may employ such officers and servants as may be necessary for the efficient conduct and operation of the Corporation.

(2) The Corporation may with the consent of the Minister provide for its General Manager, officers and servants by means of insurance, pension, superannuation or provident funds or otherwise, pecuniary benefits upon leave, retirement, death or termination of service, or in the event of sickness or injury, and may require the General Manager, or any such officer or servant to contribute thereto.

Protection of
Corporation,
etc., from
liability.

16. No act or thing done by any member of the Corporation, the General Manager, or any officer or servant of the Corporation shall, if the act or thing be done in good faith and without negligence for the purposes of this Act, render that member, the General Manager, officer or employee, or any person acting by his directions, personally liable to any action, proceeding, claim or demand whatsoever.

Accounts and
audit.

17. (1) The Corporation shall cause to be kept proper books of account and other books in relation thereto and to all its undertakings, funds, activities and property, and shall prepare such other accounts as the Minister may require and, in addition, yearly balance sheets made up to the end of its financial year, showing in detail the assets and liabilities of the Corporation.

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(2) The Corporation shall appoint one or more members of the professional bodies specified in the Schedule to the Accountants (Designations) Act (hereinafter referred to in this Act as the auditors) who shall annually examine, audit and report on the accounts of the Corporation.

(3) The Corporation shall produce and lay before the auditors all books and accounts of the Corporation, with all vouchers in support thereof, and all books, papers and writings in its possession or control relating thereto, and the auditors

shall be entitled to require from all members, officers, agents and employees of the Corporation such information and explanation as may be necessary for the performance of their duties as auditors.

(4) The expenses of and incidental to the audit shall be paid by the Corporation.

18. (1) The Corporation shall, within a period of six months after the end of its financial year or within such longer period as the Minister may approve, submit to the Minister a report of its operations during such year, and the auditor's report, together with the yearly balance sheets and such other statements of account as the Minister shall require; and the Corporation shall, if the Minister so requires, publish them in such manner as the Minister may specify.

Annual report.

(2) The Minister shall lay the Corporation's report and the auditor's report, together with the balance sheet and such other statements of account as he may have required, before the National Assembly as soon as practicable.

19. (1) The Corporation may establish and maintain a Reserve Fund and shall pay into such fund such part of the surplus moneys earned by the Corporation in the course of its operations in any one year as the Board may determine.

Reserve Fund and surplus moneys.

(2) The Reserve Fund shall be applied by the Corporation in making good any loss or deficiency which may occur in the course of the business of the Corporation.

(3) Any surplus moneys after deducting therefrom such sums as are required for the purpose specified in subsection (2) of this section shall be disposed of in such manner as the Corporation, subject to the approval of the Ministers for the time being responsible for agriculture and finance, may direct, provided that a prudent balance shall remain in the Reserve Fund.

20. The Minister may, after consultation with the Corporation, make rules generally for better carrying out the purposes and provisions of this Act and, in particular and without prejudice to the foregoing generality, make rules for—

Rules.

- (a) raising such loans and making investments, on such terms as the Minister may, after consultation with the Minister for the time being responsible for finance, approve;

- (b) regulating and controlling the Corporation or any of its agencies;
- (c) prescribing the procedure to be followed in the appointment of members to the Corporation and its agencies;
- (d) controlling and regulating the purchase and sale of land for agricultural development;
- (e) regulating and prescribing the powers, duties, functions, responsibilities and remunerations of officers, employees and agents of the Corporation;
- (f) prescribing, controlling and regulating schemes for agricultural development.

Exemption from
stamp duty.
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21. No duty shall be chargeable under the Stamp Duty Act in respect of any instrument executed by or on behalf of or in favour of the Agricultural Development Corporation in cases where, but for this exemption, the Corporation would be liable to pay such duty.