



REQUEST FOR QUOTATION (RFQ)

FOR SERVICES

Project Title:	Specialised legal advice to support the construction of SPC's regional fisheries research vessel
Nature of the services	Provide specialised legal support during the procurement, construction, commissioning and operational phases of SPC's fisheries research vessel. The consultant will provide expert legal advice in drafting and negotiating shipbuilding contracts, ensuring compliance with international maritime law, and advising on the tender processes for selecting the shipyard to undertake construction of the vessel. Additionally, the consultant will offer guidance on governance arrangements, contract management, risk management, dispute resolution, and compliance with maritime regulations throughout the vessel's construction and while it is operation. Services may also extend to legal advice in relation to vessel management and operational issues as required.
Location:	Noumea, remote
Date of issue:	22/10/2024
Closing Date:	30/10/2024
SPC Reference:	RFQ24-7248

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Part 1: INTRODUCTION

1.1 About the Pacific Community (SPC)

The Pacific Community (SPC) is the principal scientific and technical organisation of the Pacific region, established by treaty in 1947 with the signing of the *Agreement Establishing the South Pacific Commission* (the Canberra Agreement).

Our unique organisation covers more than 20 sectors and is renowned for knowledge and innovation in such areas as fisheries science, public health surveillance, geoscience and conservation of plant genetic resources for food security.

For more information about SPC and the work that we do, please visit our website: <https://www.spc.int/>.

1.2 SPC's procurement activities

SPC's procurement activities are guided by the principles of high ethical standards, value for money, open competition and social and environmental responsibility and are carried out under our Procurement Policy.

For further information or enquiries about SPC's procurement activities, please visit the procurement pages on our website: <https://www.spc.int/procurement> or email: procurement@spc.int

1.3 SPC's Request for Quotation (RFQ) Process

At SPC, procurement valued at more than EUR 2,000 and less than or equal to EUR 45,000 requires an evaluation of at least three quotations to determine the offer that provides the best value for money through a Request for Quotation (RFQ) process.

This RFQ sets out SPC's requirements for a project and it asks you, as a bidder, to respond in writing in a prescribed format with pricing and other required information.

Your participation confirms your acceptance of SPC's conditions of participation in the RFQ process.

Part 2: INSTRUCTIONS TO BIDDERS

2.1 Background

SPC invites you to submit a quotation to deliver the services as specified in [Part 3](#).

SPC has compiled these instructions to guide prospective bidders and to ensure that all bidders are given equal and fair consideration. Please read the instructions carefully before submitting your bid. For your quotation to be considered, it is important that you provide all the prescribed information by the closing date and in the format specified.

2.2 Submission Instructions

You must **submit your quotation and all supporting documents** in English and as an attachment to an email sent to janae@spc.int and with the subject line of your email as follows: **Submission RFQ24-7248**. The email should also be copied to rfq@spc.int.

The supporting documents expected in this RFQ are:

- [The Conflict-of-Interest Declaration form](#) completed
- Technical and Financial proposals
- CVs of legal specialists
- References of past experiences

Your submission must be clear, concise and complete and should only include a quotation and information that is necessary to respond effectively to this RFQ. Please note that you may be marked down or excluded from the procurement exercise if your submission contains any ambiguities or lacks clarity.

Bids will be evaluated on the basis of information received by **11:45 pm Noumea time on 30/10/2024**.

2.3 Evaluation & Contract Award

Each quotation validly received will be assessed against the evaluation criteria matrix set out in [Part 4](#). Any changes in the evaluation criteria will result in the RFQ process being re-issued.

SPC may award the contract once it has determined that a bidder has met the prescribed requirements and the bidder's proposal has been determined to be substantially responsive to the RFQ documents, provide the best value for money (highest cumulative score) and best serve the interests of SPC.

In the event of a bid being accepted, procurement will take place under SPC's [General Terms and Conditions of Contract](#) and depending on the value or nature of the procurement, the award will be made by issuing a purchase order or a signed and dated contract, or both.

2.4 Key Contacts

Please contact SPC should you have any doubt as to what is required or if we can help answer any questions that you may have.

Jana Epati, Legal Counsel will be your primary point of contact for this RFQ and can be contacted at janae@spc.int. You should copy any communications into rfq@spc.int.

Details will be kept of any communications between SPC and bidders. This assists SPC to ensure transparency of the procurement process. While SPC prefers written communication in the RFQ process, at any point where there is phone call or other conversation, SPC expects to keep a file note of the exchange, with all forms of communication with prospective bidders to be retained as source documents for the procurement of the services.

2.5 Key Dates

Please see the proposed procurement timetable in the table below. This timetable is intended as a guide only and while SPC does not intend to depart from the timetable, it reserves the right to do so at any stage.

STAGE	DATE
RFQ sent to potential vendors	23/10/2024
RFQ Closing Date	30/10/2024
Interview of shortlisted bidders	4/11/2024
Award of Contract	11/11/2024
Commencement of Contract	11/11/2024
Conclusion of Contract	10/11/2025

2.6 Legal and compliance

Confidentiality: Unless otherwise agreed by SPC in advance or where the contents of the RFQ are already in the public domain when shared with the bidder, bidders shall at all times treat the contents of the RFQ and any related documents as confidential. SPC will also treat the information it receives from the bidders as confidential.

Conflict of interest: Bidders must take all necessary measures to prevent any situation of conflict of interest. You must notify SPC in writing as soon as possible of any situation that could constitute a conflict of interest during the RFQ process. If you have any familial connection with SPC staff, this must be declared, and approval will then be sought for you to engage in the RFQ process. **In support of your response to this RFQ, you must submit to SPC [the Conflict-of-Interest Declaration form](#) available on our procurement page website: <https://spc.int/procurement>.**

Breach of this requirement can result in SPC terminating any contract with a successful bidder.

Currency, validity, duties, taxes: Unless specifically otherwise requested, all proposals should be in EURO and must be net of any direct or indirect taxes and duties, and shall remain valid for 120 days from the closing date. The successful bidder is bound by their proposal for a further 60 days following notification they are the preferred bidder so that the contract may be awarded. No price variation due to escalation, inflation, fluctuation in exchange rates, or any other market factors shall be accepted at any time during this period.

No offer of contract or invitation to contract: This RFQ is not an offer to contract or an invitation by SPC to enter into a contract with you.

Privacy: The bidder is to comply with the requirements of applicable legislation and regulatory requirements in force for the use of personal data that is disclosed for the purposes of this RFQ. SPC will handle any personal information it receives under the RFQ in line with its [Privacy Policy](#), and the [Guidelines for handling personal information of bidders and grantees](#).

Warranty, representation, assurance, undertaking: The bidder acknowledges and agrees that no person has any authority to give any warranty, representation, assurance or undertaking on behalf of SPC in connection with any contract which may (or may not) follow on from this RFQ process.

2.7 Complaints process

Bidders that consider they were not treated fairly during any SPC procurement process may lodge a protest. The protest should be addressed to complaints@spc.int. The bidder must provide the following information: (1) full contact details; (2) details of the relevant procurement; (3) reasons for the protest, including how the alleged behaviour negatively impacted the bidder; (4) copies of any documents supporting grounds for protest; (5) the relief that is sought.

Part 3: TERMS OF REFERENCE

Background/context

The Pacific Community (SPC) is the principal scientific and technical organisation in the Pacific region, proudly supporting economic and social development since 1947. We are an international development organisation owned and governed by our 27 country and territory members.

SPC is an **intergovernmental organisation** founded by independent States through the establishment and adoption of a **multilateral treaty**.

This specificity enables the organisation to operate at a **supranational level** and to carry out our activities throughout our territorial scope.

The founding treaty for SPC is the **Canberra Agreement** 1947¹. The founding treaty establishes the organisation high-level function and operation standards (territorial scope, membership, powers and function, the role of the Secretariat, etc.).

As an **intergovernmental organisation**, SPC has a wide range of capabilities within its regional scope and guarantees its **independence** and ability to operate effectively in the region. This status also confers on SPC a number of **privileges and immunities** granted to the organisation by its members under its founding treaty and international custom. These privileges and immunities enable SPC to preserve the independence of its action, to facilitate the implementation of its mandate and to allow the entire regional community to benefit from its activities.

SPC is a subject of international law and is therefore governed by public international law.

This legal framework includes:

- International treaties applicable to SPC: the Canberra Agreement and Host Country Agreements bilaterally concluded with certain members.
- Internal rules of the organisation: Regulations adopted by the governing bodies and Policies adopted by the Director-General. All internal rules of the organisation must be aligned with the common legal framework applicable to all intergovernmental organisations in the world.
- General Principles of international law and custom.
- Specific standards applicable to intergovernmental organisations such as public procurement rules or international public service law.

For more information about SPC's status and governance, please refer to **Annex 1**.

¹ The Canberra Agreement and its amendments can be found in SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

SPC is planning the construction of a regional fisheries research vessel (**the Vessel**) to enhance its marine research capabilities in the Pacific region. To ensure the legal integrity of the procurement, construction, and future operations of the Vessel, we are seeking to engage an expert in maritime law with specialised expertise in shipbuilding, maritime law, contractual and procurement processes. The appointment is open to either an established legal firm or appropriately qualified individuals.

The selected expertise will provide specialised legal support throughout the entire procurement and vessel-building process. This includes advising on the tender process for selecting the shipyard to undertake Vessel construction, drafting and negotiating the shipbuilding contract, and ensuring compliance with relevant international maritime laws, industry standards, and environmental regulations. Legal support will also cover the interpretation of contractual provisions and the resolution of any disputes or challenges during the tendering process, contract negotiations, or the construction phase. The construction phase will be complete on the successful commissioning of the Vessel.

The specialised legal expertise may also be engaged throughout the life of the project, including during the Vessel's construction, commissioning and operational phases. This will cover issues related to governance, contract management, compliance with classification codes and societies, and other relevant maritime law. The expertise will help manage legal risks related to the Vessel's operations, flagging, registration, home port arrangements, and international operations within the Exclusive Economic Zones (EEZs) of Pacific Island nations and beyond.

The selected expertise will be engaged under a preferred supplier agreement (PSA), which will define the terms of collaboration and remuneration. Under this agreement, the organisation will contract the legal expertise as needed to address the legal issues arising during the Vessel's procurement, construction, and commissioning.

Purpose, objectives, scope of services

The Maritime Law Consultant will:

A. Legal review, drafting and negotiation of the legal arrangements relating to the Vessel construction phase, particularly activities associated with procurement processes and the implementation of the contract governing the arrangements with the shipyard awarded the Vessel construction contract:

- **Specialised Legal Advice on Shipbuilding Procurement:**

Provide expert legal advice specifically tailored to the shipbuilding procurement process, ensuring that all legal aspects are meticulously handled from the drafting of procurement documents to the selection of the shipyard and the implementation and administration of the contract describing arrangements with the shipyard for Vessel construction. This includes advising on procurement strategies, risk allocation, and compliance with international shipbuilding codes and standards throughout Vessel construction.

- **Review and Draft Contracts:**

Provide legal review and advice on the drafting of arrangements/contracts, particularly the ship building contract to ensure compliance with international maritime laws and addressing technical specifications provided by the naval architects and engineers contracted by SPC for the design of the Vessel. Ensure the contract addresses key areas including timelines, performance guarantees, and shipyard obligations.

- **Negotiate Favourable Terms:**

Support negotiations with shipbuilders to secure favourable terms for SPC, minimising risks through balanced contractual provisions. This includes ensuring that key protections are embedded in the contract(s) to manage shipyard performance and delivery timelines.

- **Dispute Resolution and Risk Mitigation:**

Provide recommendations on appropriate dispute resolution mechanisms, governing law, and legal obligations. This will include advising on arbitration clauses in the event of a dispute.

- **Warranties, Defects, and Penalties:**

Advise on the inclusion of clauses covering warranties, defects liability, liquidated damages for delays, penalties, and performance guarantees. Ensure the contract provides adequate coverage for performance guarantees, and outlines liabilities and remedies for non-performance.

- **Compliance with National and International Laws:**

Ensure the contract complies with the relevant national and international regulations, including compliance with flag state requirements, classification society rules, and environmental regulations.

- **Identify Legal Risks:**

Identify legal risks throughout the Vessel's construction, commissioning and operational phases. Propose strategies to mitigate these risks, including indemnities, force majeure provisions, and remedies for breach of contract.

B. Governance Arrangements

- **SPC Privileges and Immunities:**

Provide legal advice pertaining to the privileges and immunities of SPC when the Vessel operates within the Exclusive Economic Zones (EEZs) of different Pacific Island countries and other nations. Draft and/or advise on legal documents to safeguard the organisation's status as an international intergovernmental organisation, ensuring legal protections, facilities and privileges and immunities.

- **Agreements with States or Regional Bodies:**

Assist and advise in securing agreements with various countries, territories or regional bodies to ensure smooth navigation and legal recognition of the Vessel's activities across multiple jurisdictions.

- **Exemptions from Customs Duties and Taxes:**

Advise on and/or assist in securing exemptions from customs duties, taxes, and other levies as the Vessel enters and operates in foreign EEZs, in line with SPC's privileges and immunities.

C. Legal Advice on Vessel Management:

- **Flagging and Registration:**

Provide advice on flagging and registration of the vessel to ensure compliance with international maritime law while safeguarding SPC's interests, including jurisdictional protections under the chosen flag State.

- **Home port:** Provide SPC with legal advice in relation to development and implementation of arrangements with New Caledonia for Noumea to serve as the home port of the Vessel in the long term.

- **Compliance with International Conventions:**

Provide legal advice on compliance with international conventions including, but not limited to, the Safety of Life at Sea (SOLAS), MARPOL regulations on environmental protection. Ensure that all safety measures and crew certifications comply with the Standards of Training, Certification, and Watchkeeping (STCW) requirements.

- **Operational Contracts:**

Draft, advise and/or review contracts related to vessel operations, including vessel management services contracts, crew contracts, maintenance agreements, charter agreements, insurance policies, and research permits. The purpose of this function is to ensure that all anticipated future operations of the Vessel are accommodated in comprehensive legal agreements, as appropriate.

- **Insurance and Risk Management:**

Provide legal advice on risk management strategies, including insurance coverage for hull, machinery, protection and indemnity, and third-party liabilities. Provide advice on appropriate insurance policies to mitigate risks to SPC associated with accidents, pollution, and other liabilities.

- **Classification and Certification Compliance:**

Advise as necessary on compliance with classification society requirements and periodic surveys necessary to maintain the Vessel's classification and certification for international operations.

- **Environmental and Fisheries Law Compliance:**

Advise SPC on relevant international and regional environmental laws as they might apply to the operation of the Vessel post-commissioning, especially concerning marine conservation, fisheries management, and the research-related considerations that may impact the Vessel's activities.

D. General Maritime Law and Advisory Services:

- **Dispute Management and Representation:**

Represent SPC in any disputes arising from ship construction, or related activities. Provide strategic legal advice on resolving disputes with shipbuilders, contractors, or third parties, utilising relevant maritime dispute resolution mechanisms, as appropriate.

Comprehensive Legal Advice:

Provide legal advice and support on any other maritime law- or ship construction-related legal matter that may arise during the course of the Vessel's construction. This may include but is not limited to legal issues surrounding the Vessel's operations in multiple maritime jurisdictions, compliance with maritime regulations, or unforeseen legal challenges related to the Vessel's deployment and use.

Reporting and contracting arrangements

The consultant will report to the Senior Legal and Governance Counsel and the Legal Counsel of the SPC Legal and Governance Team. The consultant will work closely with SPC's Fisheries Division (FAME), the vessel's architect and shipyard as well as SPC's procurement team.

The consultant may be required to travel to SPC headquarters in Noumea, the architect's engineering office, or the shipyard as needed and at SPC's expense. Outside of these potential travel obligations, the consultant will primarily work from their office. It is expected that the consultant will be available during working hours at the SPC headquarters in Noumea, from **7 AM to 6 PM**.

Skills and qualifications

Shipbuilding Contract Expertise:

- Proven experience in drafting, reviewing, and negotiating shipbuilding contracts.
- Expertise in managing legal risks associated with ship construction.
- Strong legal drafting, negotiation, and advisory skills.

Procurement and Tender Process Experience:

- Strong knowledge of procurement processes, particularly in managing tenders for shipbuilding projects.
- Experience in advising on legal aspects of the tender process, including contract negotiations and ensuring compliance with industry standards.

Maritime Law Expertise:

- In-depth understanding of international maritime laws and regulations relevant to shipbuilding, including compliance with flag State requirements, adequate governing law and classification society standards.
- Experience advising on legal frameworks and operational compliance for vessels in construction and post-construction phases.

Risk Management in Shipbuilding:

- Demonstrated ability to identify, assess, and mitigate legal risks throughout the shipbuilding process, including dispute resolution mechanisms and risk mitigation strategies in shipbuilding contracts.

Experience with International Projects:

- Experience in working on shipbuilding projects for international clients. A solid understanding of the complexities involved in operating across multiple jurisdictions will be considered favourably.

Professional Legal Credentials:

- Legal practitioners must hold the appropriate qualifications (**post graduate law degree**) and licensing required to practice maritime and shipbuilding law in the jurisdiction(s) in which the practitioner operates.

Languages:

- Fluency in English requested
- Fluency in French highly desirable.

Preferred Supplier Agreement and Contract Terms

The selected expert or firm will be engaged under a **Preferred Supplier Agreement**. This agreement will have an initial duration of **one year**, with the possibility of renewal for up to a total of **four years** based on successful performance. The Preferred Supplier Agreement serves as a **framework agreement** outlining the general terms and conditions of the collaboration between the organisation and the selected law firm, including the agreed pricing structure for services.

Under this framework agreement, the organisation will contract with the expert or firm on an **as-needed basis** issuing implementation contracts based on specific ToRs for each work, depending on the legal services required throughout the project. The expertise will be required to provide specialised legal advice,

as detailed in **Part A (Shipbuilding Procurement and Contracts)**, **Part B (Governance Arrangements)**, **Part C (Vessel Management)**, and **Part D (General Maritime Law and Advisory Services)**.

Bidders are invited to respond to this tender by expressing their interest in providing legal services for **all parts** (A, B, C, and D), or for **specific parts**, depending on their expertise and capabilities. The bidders must provide their **hourly or daily rates** for each part of the services offered. Additionally, they are required to submit **estimated global prices** for each part of the services they wish to cover, ensuring that the pricing reflects the scope and complexity of the tasks involved.

This flexible arrangement ensures that the organisation can secure specialised legal support tailored to the evolving needs of the project, while maintaining transparency and cost control through pre-agreed terms.

Annexes to the Terms of Reference

- Annex 1: Governance
- Annex 2: ship documents

Part 4: PROPOSAL EVALUATION MATRIX

4.1 Competency Requirements & Score Weight

The evaluation matrix below reflects the obtainable score specified for each evaluation criterion (technical requirement) which indicates the relative significance or weight of the items in the overall evaluation process.

Evaluation criteria	Score Weight (%)	Points obtainable
Mandatory requirements		
Bidders must hold valid legal qualifications and licences to practise maritime law in relevant jurisdictions. Legal practitioners should have proven qualifications in shipbuilding or maritime law.		Mandatory requirements. Bidders will be disqualified if any of the requirements are not met
Technical requirements		
Technical requirement 1: Shipbuilding Contract Expertise. Proven experience in drafting, reviewing, and negotiating shipbuilding contracts, including performance guarantees, penalties, and warranties.	30%	210
Technical requirement 2: Procurement and Tender Process Experience. Demonstrated expertise in handling legal aspects of shipbuilding procurement and tender processes, including risk management and compliance with industry standards	25%	175
Technical requirement 3: Maritime Law Knowledge and Compliance In-depth knowledge of international maritime laws and regulations, including flag state requirements, classification societies, and compliance with international conventions (e.g., SOLAS, MARPOL).	20%	140
Technical requirement 4: Dispute Resolution and Risk Mitigation. Experience in managing legal risks and disputes during shipbuilding, including advising on dispute resolution mechanisms, governing law, and contract risk mitigation.	15%	105
Technical requirement 5: Ship Management Services and Governance. Experience in advising on ship management services, governance structures, and operational compliance after vessel construction.	10%	70
Total Score	100%	700

Annex I: SPC's status and governance



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What is SPC?

The Pacific Community (SPC) is the principal **scientific and technical organisation** in the Pacific region, proudly supporting development since 1947.

But SPC is not just any type of organisation, it is an **intergovernmental organisation** (IGO).

What does it mean to be an IGO²? It means that SPC is an organisation founded by independent States through the establishment and adoption of a **multilateral treaty** (a treaty signed by several States).

Other IGOs include the United Nations, the World Health Organisation, UNESCO, the Green Climate Fund, the World Bank, the OECD, the European Union and others.

All IGOs operate independently of each other, but within a **common legal framework**: public international law, which includes international treaties, the general principles of international law (including principles relating to public procurement, the fight against corruption, money laundering and the financing of terrorism, conflict of interest management, transparency, privacy, intellectual property, etc.) and certain specific rules applying to IGOs, such as international civil service law. IGOs are not subjects of private law or national public law, and as such are not subject to any national legal system.

This specificity enables them to operate at a **supranational level** and to carry out their activities throughout their territorial scope.

For SPC, the founding treaty is the **Canberra Agreement** 1947³. The founding treaty establishes the organisation high-level function and operation standards (territorial scope, membership, powers and function, the role of the Secretariat, etc.).

SPC is not an NGO, a national administration, or a charity. As an **intergovernmental organisation**, SPC has a wide range of capabilities within its regional scope and guarantees its **independence** and ability to operate effectively in the region. This status also confers on SPC a number of **privileges and immunities** granted to the organisation by its members under its founding treaty and international custom. These privileges and immunities enable SPC to preserve the independence of its action, to facilitate the implementation of its mandate and to allow the entire regional community to benefit from its activities.

Video summarizing what is SPC: <https://youtu.be/berQErg1h3A>.

² Harvard Law School on Intergovernmental Organizations: <https://hls.harvard.edu/bernard-koteen-office-of-public-interest-advising/about-opia/what-is-public-interest-law/public-service-practice-settings/international-public-interest-law-practice-setting/intergovernmental-organizations-igos/>

³ The Canberra Agreement and its amendments can be found in SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

SPC's governance



Being an IGO means that the organisation is governed by its member countries and territories. In the common language, we say that SPC is governed and owned by its 27 members to encompass its intergovernmental nature.

How SPC's governance operates?

As other IGOs, the intergovernmental governance of SPC is undertaken through the meetings and decisions made by its **Governing Bodies**. For SPC, the two governing bodies are the Conference (main one) and the Committee of Representatives of Governments and Administrations (CRGA - subsidiary one). SPC also has several sub-committees in place in different sector of its governance.

The Conference

The **Conference is SPC's main governing body**. It meets every two years at ministerial level. The Conference is charged with establishing the high-level, strategic orientations of the organisation, either on its own behalf or in response to recommendations for change submitted by the Secretariat through the Committee of Representatives of Governments and Administrations (CRGA).

The CRGA

The **CRGA is a subsidiary body of the Conference**. CRGA meets annually at senior officials' level. In years that the Conference does not meet, Conference has delegated powers to CRGA to decide on all matters that would normally be examined by the Conference, except appointment and renewal of the Director-General. CRGA makes decisions on its own agenda. It only refers decisions or makes recommendations to Conference on matters which fall within the scope of the Conference's high-level, strategic mandate.

CRGA's primary roles include, but are not limited to, monitoring implementation of the Pacific Community Strategic Plan, adopting the organisation's budget and providing governance oversight and guidance to the Secretariat. When considering SPC's budget, CRGA is guided by the organisation's priorities and overall strategy as expressed in the Pacific Community Strategic Plan and decisions of the Conference, together with the needs expressed by members and the Secretariat. Due consideration is also to be given to the outcomes of regional heads of sectors/ministerial meetings and decisions by other governing bodies of the Council of Regional Organisations in the Pacific (CROP), particularly those made by Pacific Leaders, that may impact on the work and resources of SPC.

CRGA considers the annual accounts and audit reports and adopts administrative regulations for the Secretariat. CRGA delegates administrative policy adoption and implementation to the Director-General. Significant changes to the terms and conditions of Secretariat staff are referred to CRGA for approval. CRGA assists Conference in the appointment process of the Director-General and conducts the performance evaluation of the Director-General.

Other subsidiary governance bodies

The CRGA Subcommittee for the Strategic Plan⁴

The **CRGA Subcommittee for the Strategic Plan** assists the CRGA in its governance role of monitoring the implementation of the Pacific Community Strategic Plan and providing guidance to the Secretariat on its strategic direction.

The Pacific Board for Educational Quality⁵

The **Pacific Board for Educational Quality** (PBEQ) is a subcommittee of the CRGA responsible for providing advice to the SPC Educational Quality and Assessment Programme (EQAP) and to assist it with some of its delegated functions to ensure the good governance of the programme.

The Audit and Risk Committee⁶

The **Audit and Risk Committee** (ARC) is a sub-committee of the CRGA. ARC assists the CRGA in fulfilling its oversight responsibilities of the financial reporting process, systems of internal control, audit, risk management, effectiveness and efficiency of operations, and compliance with legal and regulatory requirements.

Membership

The **Policy on membership and observer status of the Pacific Community⁷** establishes the membership rules (including criteria for admission and the expectations for members) of the organisation.

⁴ Terms of reference for the CRGA Subcommittee for the Strategic Plan can be found in Part IV of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

⁵ Terms of reference for the Pacific Board for Educational Quality can be found in Part IV of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>.

⁶ The Audit and Risk Committee Charter can be found in Part IV of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>.

⁷ See Part II, Annex VII of of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

Currently SPC has **27 member countries and territories**⁸. SPC's unique membership for an intergovernmental organisation includes not only sovereign States but also non-independent territories. Each of them having a separate vote and seat from their metropolitan country. This practice has been recognised by SPC Conference since 1983 during the 23rd South Pacific Conference held in Saipan, Northern Mariana Islands, and reaffirmed by the 9th Conference of the Pacific Community held in Alofi, Niue in 2015.

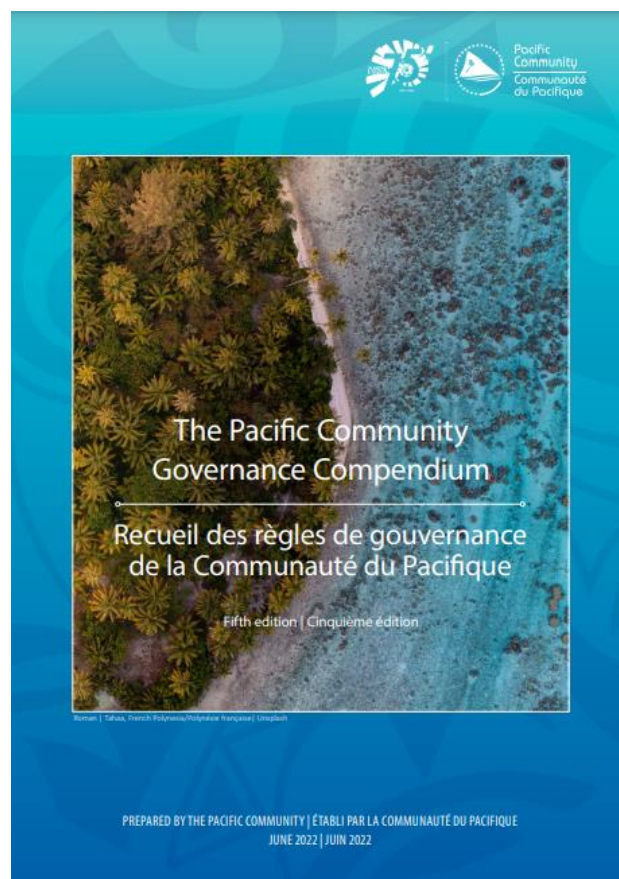
During SPC's governing bodies meetings⁹, one member is represented by one Representative and given one vote. All decisions are taken by consensus in the Pacific Community family. Processing to votes is not common practice.

SPC's web page on governance: <https://www.spc.int/about-us/governance>

All SPC's governance rules, adopted by its members can be found in SPC's Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>.

The Governance Compendium brings together all the key documents that provide the legal and administrative framework for SPC's governance, from the text of our founding treaty as amended over the years, through to the most recent decisions of our governing bodies.

For more information about SPC governance, please consult the **Pacific Community Governance Arrangement (PCGA)** in SPC Governance Compendium. The PCGA describes the Pacific Community (SPC) and its major governance bodies and mechanisms.



⁸ The members of the Pacific Community and the Protocol order can be found in Part II, Annex VII of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

⁹ See SPC Governing bodies rules of procedure in Part II, Annex I: Rules of Procedure of the Conference of the Pacific Community and Annex II: Rules of Procedure of the CRGA of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

SPC's internal functioning

The Secretariat

The Secretariat of the Pacific Community encompasses the administration of the organisation and the departments responsible for carrying out its activities. In other words, all the international civil servants working for the organisation.

The Director-General

The Director General is the head of the Secretariat of the Pacific Community. He is appointed by the Conference under the Criteria and Procedure for appointment of the Director-General of the Pacific Community¹⁰.

The Director-General is the chief executive officer of SPC. The Director-General has full responsibility and authority to lead and manage the Secretariat and to represent, promote and defend the interests of SPC within the guidelines and regulations established by Conference and CRGA. The Director-General develops the vision, sets the goals, makes proposals to CRGA and the Conference on the range of services SPC may provide to its members, and makes decisions relating to the delivery of such services. The Director-General is fully accountable to CRGA and the Conference for any failure to meet the organisation's objectives or violation of the organisation's regulations and standards of conduct.

The Director-General can delegate powers and responsibilities to the Deputy Directors-General and other selected Secretariat staff in order to ensure the effective and efficient operation of the Secretariat and implementation of the organisation's activities. Such delegations are included in an Instrument of Delegations compiled by the Secretariat.

The Director-General may modify the structure of the Secretariat from time to time to maintain organisational efficiency. Approval of the Governing Body is required for major change involving considerations of strategic direction and/or significant, unbudgeted cost increases.

The Director-General informs members of the state of SPC's administration and work programmes, together with any other significant matters, through an annual report tabled at CRGA. The results of SPC's work programmes are communicated to members by means of an annual Pacific Community Results Report.

The Deputy Directors-General

SPC has two Deputy Directors-General (DDGs). One DDG Operations and Integration in charge of the direction of all the supporting functions of SPC (the Operations and Management Directorate or OMD) including Finance, HR, Procurement, Travel, Facilities, Legal, Partnerships, and SPC regional offices. And one DDG Science and Capabilities in charge of the direction of the scientific and technical divisions or programmes such as Land Resources, Climate Change, Fisheries, Statistics, Public Health, Geoscience and Ocean management.

See information about SPC Executive management: <https://www.spc.int/about-us/executive-management>.

¹⁰ See Part II, Annex III of the SPC Governance Compendium: <https://purl.org/spc/digilib/doc/2zotk>

The Staff

All SPC staff (including the DG and DDGs) are **international civil servants**. Their contracts are not governed by any national labour law but by SPC Staff Regulations, Staff Policies, general principles of international civil service law and the jurisprudence of international administrative tribunals such as the International Labour Organisation Administrative Tribunal (ILOAT) which is the tribunal competent to deal with conflicts between SPC and its staff.

By signing their contract with SPC, all staff members adopt the following oath:

'I solemnly swear [undertake, affirm, declare, promise] to exercise in good faith and conscience the functions entrusted to me as a member of the international service of the Pacific Community, to discharge these functions and regulate my conduct in the interests only of the Pacific Community, and I undertake not to seek or accept instructions in regard to the performance of my duties from any government/administration or from any authority external to the Pacific Community.'

As **international civil servants**, SPC staff enjoy certain privileges and immunities (e.g. exemption from national immigration restrictions) to facilitate their activities within the organisation (e.g. travel facilities for SPC staff in the region when on official SPC business).

But they are also entrusted with certain high-level duties which require irreproachable ethical behaviour and conduct to serve the interests of the Pacific Community and preserve their independence and that of the organisation.

All staff must adhere to the highest ethical standards and principles of good governance. They are all accountable to the DDG, who is accountable to SPC member countries and territories. Good governance underpins stakeholder trust, integrity and effectiveness, enabling the Pacific Community to build a sustainable and better future for all its stakeholders.

Video on SPC Good Governance: <https://youtu.be/P90arHdFOFc>

SPC's activities

SPC's activities are international (regional) in nature. SPC is an international public service organisation. Its mandate (technical and scientific) is to improve public service and public goods in the Pacific region by providing scientific and technical assistance to its members within the terms of reference adopted by SPC's governing bodies.

As such, SPC's activities are not governed by any particular national law, but by the rules adopted by its members (SPC's Staff Regulations and Financial Regulations) and by the DDG (SPC's internal policies such as procurement, grants, cash management, travel, etc.). See below SPC's legal framework.

SPC's activities are implemented under the framework of [SPC Strategic Plan 2022-2031](#).

SPC's budget

The SPC's budget is funded from two main sources:

- Resources from its members (through mandatory contributions, ad hoc contributions and programme funding from members and their development agencies).
- External resources from other donors/development partners: other IGOs (EU, UN agencies, WB, GCF, etc.), other non-member countries (Germany, Sweden, etc.), and other categories or external partners: NGOs, private companies or private foundations/charities.

See SPC Financial Statement for 2022:
https://www.spc.int/DigitalLibrary/Doc/SPC/Annual_Reports/Financial_Statements/Pacific_Community_Financial_Statements_for_2022.pdf

SPC Regional Offices

SPC is a decentralised organisation. SPC's headquarters are based in Noumea, New Caledonia. SPC also has a major regional office in Suva, Fiji, which houses half of SPC's internal divisions.

SPC also has three decentralised offices, one in each of the organisation's sub-regions:

- The SPC regional Office for Melanesia (MeRO) in Port-Vila, Vanuatu
- The SPC regional office for Micronesia (MiRO) in Pohnpei, Federated States of Micronesia
- The SPC regional office for Polynesia (PRO) in Nuku'alofa, Tonga

SPC's legal framework

SPC is a subject of international law and is therefore governed by public international law.

This legal framework includes:

- International treaties applicable to SPC: the Canberra Agreement and Host Country Agreements bilaterally concluded with certain members.
- Internal rules of the organisation: Regulations adopted by the governing bodies and Policies adopted by the DG. All internal rules of the organisation must align with the common legal framework applicable to all IGOs in the world.
- General Principles of international law and custom.
- Specific standards applicable to IGOs such as public procurement rules or international public service law.

Internal Regulations are adopted by the Conference or, in years when Conference does not meet, by CRGA. They outline the basic conditions of service and the rights, duties and obligations of the staff members of the Secretariat (Staff Regulations) and the basic financial policies of the organisation (Financial Regulations).

The Director-General has the responsibility for drawing up and implementing detailed Rules and Policies within the framework provided by the Regulations. The Director-General has the power to modify such rules and policies as required from time to time in response to changes in the context in which the Secretariat operates.

SPC is committed to transparency and good governance. SPC's legal framework is guided by the principles of fairness and accountability.

SPC's accountability web page including all SPC policies in force: <https://spc.int/accountability>

SPC's privilege and immunities

Like other IGOs, SPC enjoys certain **privileges and immunities** to facilitate and guarantee the proper implementation of its regional mandate. These privileges and immunities generally include tax exemption, exemption from customs restrictions, travel facilities (including exemption from immigration restrictions, i.e. visa exemption) and immunity from jurisdiction and execution.

The purpose of these privileges and immunities is multiple. Firstly, they aim to abolish or simplify national administrative procedures that would normally apply to a foreign organisation, in order to rationalise the organisation's activities and make them more efficient. This allows better use of the organisation's funds and resources, dedicated solely to the implementation of its mandate. They are also designed to preserve the organisation's independence. Tax exemptions ensure that no country benefits from direct income to its national budget as a result of the organisation's activities and preserve the multilateral essence of the organisation. Customs exemptions ensure that the organisation remains independent and free to import and export the goods necessary for its activities and projects throughout the region, without national restrictions.

SPC's privileges and immunities found their origins in the Canberra Agreement, article IV: *"The participating Governments undertake to secure such legislative and administrative provision as may be required to ensure that the Pacific Community will be recognised in their territories as possessing such legal capacity and as being entitled to such privileges and immunities (including the inviolability of its premises and archives) as are necessary for the independent exercise of its powers and discharge of its functions."* and XIII: *". Each participating Government undertakes so far as possible under its constitutional procedure to accord to the Secretary General, to the Deputy Secretary-General, to the full-time members of the Research Council and to appropriate members of the staff of the Secretariat such privileges and immunities as may be required for the independent discharge of their functions. The Pacific Community may make recommendations with a view to determining the details of the application of this paragraph or may propose conventions to the participating Governments for this purpose."*

Members of the Pacific Community are therefore responsible for making the necessary legislative and administrative arrangements to ensure that SPC and Secretariat staff enjoy privileges and immunities in accordance with international practice and custom. Some members have entered into bilateral treaties with SPC to secure these privileges and immunities. These treaties are called Host Country Agreements. Others have incorporated into their national system (generally in addition to their law on diplomatic privileges and immunities) a specific law on the privileges and immunities of intergovernmental organisations.

Members of the Pacific Community are encouraged to consider the development and conclusion of formal host country or privileges and immunities agreements between SPC and member countries to ensure consistent and stable operating conditions for the organisation, its Secretariat and staff. CRGA 53 recommended that the Secretariat make the issue of privileges and immunities a standing item on the agenda of CRGA 54 for further consideration.

However, privileges and immunities have limits and restrictions. Firstly, they only apply to the activities of the organisation. No member of staff may claim the application of privileges and immunities for their personal benefit. The privileges and immunities they enjoy are linked to their official capacity as international civil servants of the Pacific Community and can only be invoked in the context of an official mission or activity for SPC. They are also intended to protect the interests of the organisation and the DG has the power to waive them if this is in the interests of the organisation.

Annex 2:

➤ Pacific Research Vessel project background

Fisheries are essential to economic development and food security in the Pacific. Licence and access fees are a major component of Pacific government revenue, to the extent that some Pacific economies are considered 'tuna dependent'.

Fisheries and integrated ocean management are becoming increasingly complex and face a growing number of challenges. Climate change is the most significant of these challenges. For example, climate change may result in tuna stocks migrating away from Pacific countries' exclusive economic zones, significantly reducing fisheries revenue with severe economic impacts. Climate change is also increasing pressures on coastal fisheries. Other factors complicating fisheries management in the Pacific include growing populations and a need for economic growth and diversification. In this context, evidence-based ocean and fisheries management is essential.

Over the past decades, the Pacific has been world leading in addressing fisheries management through a coordinated regional approach. High-quality scientific research underpins this approach. The Pacific Community's (SPC) Fisheries, Aquaculture and Marine Ecosystems (FAME) Division is the key provider of technical and scientific advice on fisheries and aquaculture to Pacific countries and regional fisheries management bodies. SPC has developed an ambitious research work programme, endorsed by all members at the Leaders' level, that focuses on understanding and adapting to climate change's impacts on Pacific fisheries.

SPC FAME has been undertaking regional tagging programmes since the mid-1970's, as a critical input into the regional assessments of tuna stocks performed under the auspices of the Western and Central Pacific Fisheries Commission. This work has been funded by a wide range of WCPFC members, and most recently through the WCPFC itself with the support of Korea. In turn, it has undertaken work with regional partners such as IRD to inform broader ecosystem and climate change modelling.

In response to the reduction in available and suitable charter vessels for at-sea tuna research SPC-FAME was directed by the 13th Heads of Fisheries Meeting to scope the need for SPC to commission and manage its own research vessel.

Two studies were commissioned to inform this scoping. The first¹¹ assessed the availability and suitability of existing commercial fishing and research vessels to meet SPC, SPC member and WCPFC tuna fisheries research needs over the coming decades. The study confirmed the decline in availability of suitable commercial vessels, particularly pole and line vessels that are suitable for tuna tagging in oceanic habitats. It was noted that such vessels were likely to disappear in the short term due to retirement of vessels within existing fleets without replacement¹². The unavailability of vessels suitable for tagging skipjack tuna is a significant risk to the multi-billion US dollar skipjack fishery operating in the combined EEZ's of SPC members as tagging is fundamental for monitoring the fishery's sustainability. Moreover, the study identified that the mid-size oceanographic research

¹¹ Lewis, A. (2019) Review of regional research vessel availability and capabilities, with consideration of possible research vessel options. December 2019.

¹² The last Pacific Island fishing company (NFD) ceased pole and line vessels fishing operations in 2023.

vessel used by IRD and SPC for broader ecosystem research was also due for retirement in 2023 without any clear decisions on its replacement.

Based on the findings of the first study, the second study¹³ documented the feasibility and options for SPC to commission the construction of a new multi-purpose research vessel that would meet SPC member needs.

On review of this information at the 14th Heads of Fisheries Meeting, SPC-FAME was encouraged to negotiate with donors to secure funding to proceed to construction, commissioning and operating of a Pacific Islands multi-purpose Research Vessel. This recommendation was endorsed by the 53rd meeting of CRGA. Importantly, 14th HoF recognized that the region needed its own assets and tools in order to have the autonomy to monitor its fisheries and ecosystems, particularly in light of the rapid adaptations required due to climate change.

Through a Request for Proposal (RFP) process, a naval architect was recruited at the end of April 2023. This allowed a vessel Functionality Study (FS) to be prepared. This incorporated input from SPC Divisions (FAME, GEM) and took account of SPC member requirements and needs¹⁴. The FS provided the Terms of Reference to support a Call of Interest (COI) for shipyards for vessel construction which was published in September 2023. The COI resulted in the selection of 5 suitable shipyards which qualifies them to participate in a formal RFP that was scheduled to start in June 2024. At the COI conclusion SPC recruited the naval architect to complete the vessel design, manage shipyard selection and vessel construction follow-up.

In January 2024 the naval architect started to work, in consultation with SPC, on vessel design technical documentation and blueprints that will be part of a 2 phase RFP process to select the best shipyard for vessel construction. The 1st batch of RFP technical documentation was completed in June 2024. The intention is now to launch an RFP to select a Contractor to construct the vessel in accordance with the technical documentation created by SPC's naval architect.

➤ Pacific Research Vessel brief description

- **This adaptable platform main objective will be directed to collect data on tropical tuna species and their environment. Facilitating SPC members capacity building will also be reflected in the vessel design.**
- **The vessel is designed by a specialized marine architect and built for classification by Bureau Veritas. The design and construction shall comply to regulation for ship of gross tonnage above 500 GT. The vessel will fly the Marshall Islands flag. The objective set for this vessel is to operate with a reduction in CO2 emissions by working on its use and by adopting technological solutions.**

¹³ F&S Fisheries-Maritime Affairs Consulting. Investigating the potential for a regional tuna research vessel. December 2020

¹⁴ Member needs were surveyed in preparation for 14th Heads of Fisheries. See (<https://fame-archive.spc.int/projects/fisheries-science-vessel-for-the-pacific#Region>) which provides a description of identified needs.

- Vessel size (48 mx 11m) capable long-range operation (min 6,000 nm), ample accommodation (26 persons), adapted to the region scale and operational needs without compromising small island access (max 3.5 m draft).
- Efficient pole and line fishing platform able to catch, tag and release multiple thousands of tunas per day AND serve as an efficient baiting platform:
 - efficient baitfish capture with bouke ami net
 - live storage with 6 bait tanks of about 10 m3 each
 - optimum utilization of baitfish with chumming tanks fore and aft
 - Bow and stern fishing platforms adapted for poling fish
- Capacity to operate multiple types of fishing gear facilitating the capture of large pelagic fish species.
 - Monofilament longline gear (LP drum system) of 300 hook capacity
 - Hydraulic reels
 - Sea water level access facilitated (plus doors in the gunwales)
 - Vessel secondary steering stations on the fly-deck and external bridge deck side.
 - Refrigerated fish hold about 15 m3 (-20 C)
- Efficient laboratory (wet and dry of 20 and 15 m2) space to accommodate various research requirements (biological sampling, oceanographic equipment handling) with an integrated computer network.
- Capacity and equipment to operate tows of pelagic nets (micronekton and plankton collection) and midwater trawl nets
 - Stern A-frame 8 tons class
 - Trawl winches (removable, capacity 3000m 16mm)
 - Net drum winch (3 m3)
- Capacity and equipment to operate basic ecosystem parameter sampling
 - oceanographic winch and CTD electro-cable winch.
 - CTD, water sampler carousel 12 bottles deployed on the vessel side
 - Measurements of temp/salinity, O2, phytoplankton density, turbidity
 - Plankton net winch
 - eDNA sampler
 - Continuous fish-egg sampler
 - Autonomous weather station
- High quality scientific electronics, especially with biomass recording capability.
 - EK80 with 4 Freqs
 - 75 and 600 kHz ADCPs
 - Bathymetric multibeam EM712
 - *In situ* acoustic profilers (WBAT)
 - Tuna fishing-type sonar
 - Bird radar 72 nm
 - Fish trawl and net monitoring devices
- Modern satellite communication capabilities to share and communicate research results.
- Working deck space and ability to handle heavy gear (hydraulic crane-2 tons @ 12 m) allowing vessel autonomy to embark-disembark its own equipment. In addition, to expand

boat capability for other tasks such as deploying anchored/ drifting FADs (support of coastal fisheries livelihoods) or carrying a container for scientific purposes or post-disaster recovery efforts.

- Auxiliary boat(s)
 - 1 for 6 persons/60HP
 - 1 dinghy for baiting activities



***Current external design proposal**