



TERMS OF REFERENCE FOR PROVISION OF LEGAL SERVICES

ASAR/CONS/2025/00007

A. INTRODUCTION

The Association for Strengthening Agricultural Research in Eastern and Central Africa (ASARECA) is a sub-regional not-for-profit intergovernmental organization comprising 15 member countries, namely Burundi, Cameroon, the Central African Republic, the Democratic Republic of Congo, Eritrea, Ethiopia, Kenya, Madagascar, Republic of Congo, Rwanda, Somalia South Sudan, Sudan, Tanzania and Uganda. The organization brings together researchers from the national agricultural research, extension and education institutions, the private sector, and other strategic partners including Development partners to generate, share and promote Technologies, Innovations and Management Practices (TIMPs) and knowledge to solve common challenges facing agriculture in the sub-region. ASARECA is strategically positioned to perform higher level facilitative, supportive, coordination and advocacy roles to enhance sustainable agricultural transformation and economic growth in the Eastern and Central Africa (ECA) sub-region.

B. JUSTIFICATION

ASARECA is a body corporate with complex Governance and administrative functions to take care of as part of its core business. Given a wide range of constitutional obligations, governance requirements and procedures as well as internal operational and programming requirements, ASARECA need legal services to backstop and advise the Board of Directors and management on a diverse range of highly complex or novel substantive and procedural questions of law, relating to administration and management, institutional support, procurement and contracts, third party claims and other optional matters. The entity may from time to time as the situations warrant require legal represent in matters and circumstances requiring such representation as and when required, including representation in the Courts of law, court hearings and drafting and preparing relevant legal documentation. The institution may also require support to interpret various corporate documents as when need arises including on matters in Intellectual Property rights (IPR) with a view to enabling African access to global knowledge and retaining right of use of knowledge generated with public funding as well as in reviewing existing documents and design of new legal instruments, entity constitutions and manuals, policies and related guidelines and systems as may be required.

Since 2019, ASARECA has been retaining the services of Signum Advocates who have been providing legal services in the entire portfolio of need as stated above. The contract for Signum Advocates comes to an end on June 6, 2025. ASARECA therefore needs to engage and retain the services of a reputable and competent legal firm as a legal advisor in matters arising out of or incidental to the business or in other dealings which the Client or its associated companies may hereafter enter into or be engaged in.

C. OVERALL OBJECTIVE OF THE SERVICE REQUIREMENT

The overall objective is to engage and retain the services of a reputable and competent legal firm as a legal advisor in matters arising out of or incidental to the business or in other dealings which the Client or its associated companies may hereafter enter into or be engaged in.

D. SPECIFIC OBJECTIVES.

- 1) Provision of legal advice on a diverse range of highly complex or novel substantive and procedural questions of law, relating to administration and management, institutional support, procurement and contracts, third party claims and other optional matters.
- 2) Advise the Client's Executive Director on legal implications of all contracts.
- 3) Initiate contract formulation and negotiation process and ensure that all negotiation details are appropriately included in contracts made or entered into by the client.
- 4) Advise on the review, negotiation and drafting of major contracts, agreements, institutional and operational modalities and other legal documents.
- 5) Legally represent the client in matters and circumstances requiring such representation as and when required, including BUT NOT limited to, representation in the Courts of law, court hearings and drafting and preparing relevant legal documentation.
- 6) Liaise with peer institutions (as and when required) working in Intellectual Property rights (IPR) issues with a view to enabling African access to global knowledge and retaining right of use of knowledge generated with public funding.
- 7) Contribute to the review of existing and design of new legal instruments, entity constitutions and manuals, policies and related guidelines and systems as may be required.
- 8) Attend Board meetings and committee meetings, preparing board packs, taking Board minutes, files and governance issues.
- 9) Monitor changes in relevant legislation and regulatory environment of the host country and take appropriate action.
- 10) Develop and oversee systems that ensure the organization complies with all applicable codes, legal and statutory instruments.
- 11) Make recommendations on actions required to enhance the performance of the Board and General Assembly.
- 12) Facilitate the implementation and compliance with the client's Host Country Agreement with the Country of Uganda.
- 13) Perform any other duties that may be assigned from time to time by the client's management.

E. SCOPE OF WORK

The Firm shall, to the utmost of its ability and skill on behalf of the Client, research, investigate, advise and represent the client on all issues of a legal nature. The Firm shall, *if retained* by the Client to execute any work mentioned under Clause C above, be entitled to be paid and recover

their ordinary professional costs and expenses at rates as the Firm, and the client may agree, and in addition, thereto the client shall pay for the statutory charges imposed by Government or its departments. Upon receiving instructions on matters falling outside the retainer, the Firm shall inform the client and agree beforehand on the remuneration for carrying out such instructions.

F. TIME FRAME

The initial engagement period will be for a period of three calendar years, renewable on an annual basis based on satisfactory performance, availability of resources and organisational requirements.

G. QUALIFICATIONS AND REQUIRED EXPERTISE

As a minimum, the firm should be a Partnership of reputable and qualified legal practitioners licensed to practice law in Uganda. The firm should have been in practice for not less than fifteen years. Performance of three similar assignments in the past ten years is a requirement.

In addition, the firm should have the following experience:

- 1) Prior experience working with ASARECA region legal systems, particularly on Constitutional, Governance and Organic Law issues;
- 2) Demonstrated capacity to work in and with a range of Government institutions;
- 3) Organizational Constitutional Development;
- 4) Employment law and related matters;
- 5) Contract law and related matters;
- 6) Representation of International Development Organisations;

H. OTHER REQUIREMENTS

- 1) The applying firms should present a team of experts with relevant professional skills, qualifications and experience.
- 2) The team should be led by a competent professional with a Masters degree in Law, Legal Practice Certificate and experience of at least 15 years with demonstrated ability to work in and manage a team to produce the required outputs effectively;
- 3) The two (2) support team experts should have at least a Bachelors degree in Law, Practicing Certificate and 10 years practical experience and the third expert should have a bachelors degree in Law with 5 years experience.
- 4) All team members should have high level of proficiency in oral and written communication skills, especially English. Working knowledge of French will be an added advantage.

I. REPORTING

The legal firm shall report to the Executive Director

The Executive Director

Attn: Procurement and Contracting Officer

Plot 5 Mpigi Road, Entebbe.

E-mail: procurement@asareca.org

Cc: e.warinda@asareca.org

Please note that delivery of the applications by courier will be accepted but ASARECA will not take responsibility for loss or late delivery.

