

PREQUALIFICATION OF SUPPLIERS FOR THE PERIOD 2023-225

Annex 2: TERMS OF REFERENCE (TOR) FOR LEGAL SERVICE PROVIDERS

1.0 Background

The Science for Africa Foundation (SFA Foundation) is a non-profit, pan-African organisation, that aims to *support, strengthen, and promote science and innovation in Africa for the benefit of all Africans*. SFA Foundation serves the African research ecosystem by funding excellent research and innovative ideas and building and reinforcing environments that are conducive for scientists to thrive and produce quality research that impacts development.

SFA Foundation is incorporated in the State of Delaware, and operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the USA Internal Revenue Code. It has a tax-exempt status.

The goal of the SFA Foundation is to support African scientists in addressing the continent's most pressing challenges/developmental needs by generating knowledge that solves problems; making use of the knowledge/evidence to inform decision-making and enabling scientists to collaborate effectively and nurture interdisciplinary expertise. SFA Foundation is committed to improving the quality of life for African people and promoting the uptake of research in communities, industry, and the public sector.

Created by an experienced team of scientists, professionals and African and global partners who have established a series of major science initiatives across the continent, SFA Foundation is revolutionising approaches to reposition and advance the development of Science, Technology, and Innovation (STI) on the continent. Its commitment to strengthening the entire research ecosystem has been reflected in the creation of major STI programmes implemented through strengthened grant-making schemes, advocacy and promotion of scientific excellence, intra-Africa collaborations and evidence-based policymaking mechanisms.

2.0 The Objectives

To optimise its continental and Kenya based science and innovation-based programmes and operations, in support of its strategic objective of supporting the continent and Kenya attain its Sustainable Development Goals through supporting high value scientific, innovation and entrepreneurship programmes, the SFA Foundation seeks to have to create a pool of preferred service providers to provide legal services to the SFA Foundation on an ad hoc basis. Suitable firms and individuals of legal practitioners are hereby required to submit their intent for participation on the preferred supplier database.

3.0 Scope of Work

The successful firms and/ or individuals scope of the assignment shall include but not limited to the following areas:

- a) Conduct legal analysis and research on various legal matters.
- b) Provide advice on different legal issues and assist in drafting legal opinions, memoranda, and other legal documents and agreements.
- c) Be actively involved in preparing and reviewing of policies and legal submissions and draft the authoritative legal opinions as well.
- d) Conduct legal research by utilizing various resources and selecting the relevant material to analyze the legal information.
- e) Assist in reviewing the legal material and any other relevant documents and identifying the most critical issues that need to be sorted out on a priority basis.
- f) Draw up formalities regarding the settlement of disputes and monitor the implementation of the legal clauses.
- g) Provision of regulatory support and legal advice relating to either or collectively with regard to emphasis to Skills Development, Labour Relations, Employment Relations, Tax and Finance matters within the NGO sector and structured engagements with the government of Kenya.
- h) Litigation and litigation support relating to areas as identified above including any other courts of law, statutory tribunals, and other bodies.
- i) Providing legal opinion on the interpretation of high risk and complex contracts to be concluded by the MSK and third parties taking into account all respective legislation. In addition, reviewing of any other related contract matters.
- j) SFA foundation hires consultants worldwide; the legal firm should connect with advocates in the country where a consultant is based and advise on the Employment & Labour Law.
- k) Recovery of litigation costs
- l) Conduct legal and governance audits
- m) Represent SFA Foundation in court proceedings for any legal disputes, alternative dispute resolution forums i.e arbitration, Mediation, Negotiations etc. and in government agencies whether instituted by or against the SFA Foundation
- n) Any other legal services that SFA Foundation might require from time to time

4.0. Qualifications and Areas of Expertise

The legal firm must have the qualifications and experience in the following fields:

- a. Legal and Regulatory Compliance especially NGO Sector
- b. Employment & Labour Law
- c. Commercial/Company Law
- d. International commerce

- e. Intellectual Property and patent protection
- f. Procurement law
- g. Sponsored, Funded / Financial terms- specifically NGO sector
- h. Insurance
- i. General dispute resolution and/ or litigation
- j. General government relations
- k. Legal and Governance Audit
- l. Knowledge of US/ Delaware Federal and State law would be an advantage

NOTE: The Legal Service provider MUST specify their core areas of activities and specialization

5.0.

1) **Mandatory requirements**

- a. Business registration documents
- b. Proof that the bidder has been in existence and practice for a period of at least five (5) years prior to the closing date of this request.
- c. Tax Number and clearance certificate
- d. Valid Practicing Certificate for the advocates

2) **Technical Proposal**

- a. confirmation of the premises from which the bidder conducts its business,
- b. Contacts-postal address, phone, email, physical address (i.e. the lead advocates and his support staff's e-mail address and telephone) and;
 - a. Valid Certificate of Admission of the Advocates
 - b. Letter of good standing with the relevant Law Society
 - c. Advocates Profile reflecting the following:
 - ✓ Qualifications.
 - ✓ Area (s) of service and years of experience/ specialization in the identified area (s) of service
 - ✓ Record of attendance, i.e. record of attendance and summary of two (2) complex matters attended to by the advocates under the identified areas of service in the last three (3) years, records of dealing with not for profit organizations by the advocates prior to the closing date of this request for proposals.
 - ✓ Proof that the lead Advocates (s) has at least five (5) years' post admission experience in the identified area (s)
 - ✓ In cases where the firm of advocates have more than one area of service as recorded in paragraph 3 above, all the relevant areas of service must be recorded in the proposal together with the details of the relevant Advocates

Only bidders who will meet the Mandatory requirements will proceed to the technical as outlined in the prequalification tender document attached.

Additional Technical requirements

- 1) Provide evidence of having successfully undertaken similar engagements in the last 5 years by submitting requested in the prequalification tender document
 - 2) Composition of the proposed team (Refer to the prequalification tender document attached)
 - 3) Competences of proposed Partners,
 - a) Partners with over 8 years' experience directly involved in similar projects and general projects involving engaging and negotiating with national government offices and officers.
- (Associates partners with similar experience will be an added advantage (will be considered where the senior partner does not have the experience)

Interested bidders should abide by the terms and conditions of the prequalification tender document attached, and should meet all the requirements stated therein.