

Short-term legal consultancy

Legal consultancy to support the beneficial ownership legislative review and regulatory updates in Zambia

September 2022

About Open Ownership

[Open Ownership](#) (OO) is driving the global shift towards transparency over who owns and controls companies. OO enables beneficial ownership disclosures which are accurate, well structured, complete, and machine readable. We support governments to make high-quality beneficial ownership data available, and work with governments, businesses, and citizens to use the data. This reduces risks such as corruption and tax evasion, and builds trust and development opportunities.

Our multidisciplinary team works closely with technical and policy implementers, advising them on all aspects of beneficial ownership implementation. To support our donor-funded technical assistance programmes, we have developed a broad range of implementation tools and products, including the [Beneficial Ownership Data Standard](#) and the [Open Ownership Principles for effective beneficial ownership disclosure](#) (OO Principles).

Purpose of the contract

The Extractive Industries Transparency Initiative (EITI) and OO are jointly delivering the Opening Extractives (OE) programme, an ambitious new five-year initiative to bring about transformative change in the availability and use of beneficial ownership information for effective natural resource governance. The programme aims to provide tailored technical assistance and policy advice to lead government agencies to unlock the full benefits of beneficial ownership transparency, as well as meet the EITI Standard and other domestic and global standards for beneficial ownership implementation.

As a leading country making [meaningful progress](#) toward transparent management of the extractive sector, Zambia is among ten other countries globally participating in the OE

programme. In December 2021, Zambia officially launched its participation. In Zambia, the OE programme is [established through a memorandum of understanding](#) between the Zambia Extractive Industries Transparency Initiative (ZEITI), the Patents and Companies Registration Agency (PACRA), the Mining Cadastre, and OO. The OE programme is supporting these agencies to improve the quality, reliability, and use of beneficial ownership data, and in the case of PACRA, to strengthen implementation of Zambia's Companies Act and related legislation which has provided for a cross-sector beneficial ownership register.

Zambia has made good progress towards beneficial ownership disclosure. In November 2017, the Government of Zambia amended the Companies legislation to include beneficial ownership disclosure requirements. The [Companies Act No. 10 of 2017](#) provides for the disclosure of beneficial owners and for the creation of a register of beneficial owners within PACRA. Following the [2019 East and Southern Africa Anti-Money Laundering Group's Mutual Evaluation Report](#), the Companies Act was amended in 2020 to, among other things, provide a definition of substantial economic interest.

To support the strengthening of legislation related to beneficial ownership transparency in Zambia, we are seeking a short-term contractor, either an organisation or an independent consultant, to work with the OO team, PACRA, and other national partners to review the existing legal frameworks pertaining to beneficial ownership transparency; identify gaps in the legislative framework, associated regulations, and statutory instruments; and provide concrete recommendations for amendments. The contractor will also be involved in the delivery of beneficial ownership legal capacity building sessions.

1. SCOPE OF WORK

Legislative and policy mapping

The contractor will be responsible for providing a detailed overview of the relevant legislative and policy frameworks which guide beneficial ownership transparency implementation, disclosure, and data use in Zambia. Specifically:

- The contractor should comprehensively map existing policy and legal provisions for beneficial ownership transparency, considering the status and application of the relevant policies and legal provisions.
- The mapping should focus primarily on the [Companies Act of 2017](#), the [Companies \(Amendment\) Act 2020](#), and relevant statutory instruments. Other relevant laws that should form part of the mapping include:
 - [Financial Intelligence Centre \(Amendment\) Act 2020](#);
 - [Income Tax Act](#);
 - [Anti-Corruption Act No. 3 of 2012](#);



- [The Banking and Financial Services Act No. 7 of 2017](#);
- [Data Protection Act No. 3 of 2021](#);
- [The Securities Act No. 41 of 2016](#);
- [Corporate Insolvency Act No. 9 of 2017](#);
- [Trusts Restrictions Act, Chapter 63 of the Laws of Zambia](#);
- [The Land \(Perpetual Succession\) \(Amendment\) Act No. 11 of 2020](#).
- The legislative overview should also map relevant legal provisions for the use of beneficial ownership data by the Mining Cadastre and other government and non-government users.

In undertaking this mapping, whilst it should be primarily desktop research, OO will expect the contractor to engage with and consult key stakeholders at PACRA and other agencies as required.

Legal analysis and recommendations

The contractor will provide a detailed analysis of the relevant legislation guided by the [OO Principles](#), as well as other policy guidance, including: [Beneficial ownership in law: Definitions and thresholds](#); [Making central beneficial ownership registers public](#); [Designing sanctions and their enforcement for beneficial ownership disclosure](#); and [Gender and beneficial ownership transparency](#). The analysis should:

- identify where there are gaps, conflicts, inconsistencies, or omissions in the legal framework as it pertains to beneficial ownership transparency, as well as consider whether there are any challenges to implementing beneficial ownership transparency presented by other legislation;
- based on the above analysis, identify opportunities for further amendments or introduction of new regulations to strengthen the current beneficial ownership legislative and regulatory framework in Zambia;
- consider the adequacy of beneficial ownership legal provisions for the use of beneficial ownership data by the Mining Cadastre and other government and non-government users.

The contractor:

- should provide a comprehensive set of recommendations and proposed amendments, where applicable, on the Companies Act 2017 and 2020 and the accompanying statutory instruments on beneficial ownership, as well as other legislation as identified during the analysis;
- may be expected to present draft recommendations, and proposed amendments to relevant stakeholders for consultation.

Legal capacity building and technical support

The contractor will also be expected to provide input and support on the on-going legal and technical assistance OO is providing, including:

- reviewing data collection forms (paper based and online) as well as a scoping study report;
- presentations at two capacity building sessions on basic concepts of beneficial ownership and understanding beneficial ownership ownership structures.

2. EXPECTED DELIVERABLES

- Legislative mapping report: approximately 4-6 pages (including a table/spreadsheet of legislation and links)
- Legal analysis report as well as a set of concrete and practical recommendations for legislative amendments: approximately 8-15 pages
- Support on ongoing technical assistance tasks (forms review, scoping study, and capacity building sessions): approximately 5 days of contracted time

Deliverables should be submitted in English.

3. CONTRACTOR PROFILE

The contractor will need to demonstrate an expert level of knowledge of Zambia's legal framework and a reasonable understanding of institutional arrangements and agencies, including the extractive sector in Zambia.

We welcome applications from contractors with:

- exceptional written communication skills in English;
- demonstrated knowledge and understanding of Zambia's legal framework, including evidence of having undertaken similar studies;
- the ability to self-organise and work autonomously in a remote organisation;
- a demonstrated history and experience with engaging with stakeholders relevant to this consultancy (ZEITI, PACRA, the Financial Intelligence Centre);
- experience working to deliver or support government reform initiatives (desired).

Preference will be given to candidates and/or organisations based in Zambia, though we are also open to applications from consultants based elsewhere in the region who have experience

working in the Zambian context. We want to hear all voices, and particularly encourage individuals of diverse and marginalised communities to apply.

Please note that OO is a fiscally sponsored organisation and the contract will be executed in the name of our fiscal sponsor Global Impact, a US non-profit, on behalf of OO. Due to the legal restrictions placed on the grant that part funds this post, we cannot accept applications from anyone based in the USA.

4. ASSIGNMENT DETAILS

The consultancy will last 15–20 days and should be completed by 25 November 2022, with the bulk of the delivery being in October. We expect this to be a nearly full-time consultancy in October.

A daily contractor rate of **USD 450–550** will be offered for this assignment, determined by the experience and expertise of the contractor.

The total cost of the consultancy must not exceed USD 10,000, including daily fees and additional expenses incurred by the contractor.

5. APPLICATION PROCESS

To apply, qualified contractors should send:

- A brief 2–3-page expression of interest proposal on how you will successfully deliver on this contract, allocating the number of days for each part of the delivery and including a proposed itemised budget for the delivery of activities. In your proposal, please highlight your most relevant experience and skills for this contract, and indicate the location where you would be based during the assignment.
- A 2-page CV summarising relevant professional experience.

Please send the above to recruitment@openownership.org by Sunday 23:59 Central African Time, 25 September 2022.