

Terms of Reference: Consultancy Services for the Registration of a Special Purpose Vehicle (SPV) for the Sioma Ngwezi Management Complex

Organization: WWF Zambia Country Office (on behalf of DNPW, Barotse Royal Establishment, Peace Parks Foundation and WWF)

Location: Lusaka, Zambia (with engagement in the Sioma Ngwezi Management Complex, South-Western Zambia)

Duration: 8 to 15 weeks post-contract signature

Deadline: 14 September 2026

Primary Contact: Teddy Mukula

1. Background

The Department of National Parks & Wildlife (DNPW), Barotse Royal Establishment (BRE), Peace Parks Foundation (PPF), and World Wide Fund for Nature (WWF) have entered into a 20-year management partnership to restore wildlife populations, improve tourism potential, and strengthen community conservation and beneficiation within the Sioma Ngwezi Management Complex (SNMC). To operationalize this partnership, the parties seek to establish a Special Purpose Vehicle (SPV) as the management entity for SNMC.

The SNMC is a vast ecosystem in south-western Zambia incorporating parts of the Zambezi and Kwando Rivers, covering approximately 11,500 km², including Sioma Ngwezi National Park (5,276 km²), a portion of the Lower West Zambezi Game Management Area (5,100 km²), Forestry Reserves (340 km²) and open areas (1,200 km²). It also incorporates the Ngonye Falls, the second largest waterfall on the Zambezi River.

2. Objective of the Assignment

To offer legal advice, design, draft, and register a legally compliant SPV (including Articles of Association and supporting corporate instruments) that aligns with Zambian law, enables co-management with DNPW and recognizes customary rights via BRE, provides for a Board of Directors comprising DNPW, BRE, PPF and WWF, embeds community beneficiation and Environmental and Social Safeguards, and is bankable and fit-for-purpose to receive grants, investments and revenue.

3. Legal and Policy Context (Indicative)

The consultancy will ensure compliance with relevant Zambian frameworks, including the Companies Act No. 10 of 2017, PACRA registration processes, the Wildlife Act No. 14 of 2015, the Public-Private Partnership Act (if applicable), the Income Tax Act

and ZRA registrations, Anti-Money Laundering & KYC requirements, the Data Protection Act, the Employment Code Act, and relevant Environmental Management requirements.

4. Scope of Work

The consultant will work with the WWF Regional legal team to deliver end-to-end legal structuring and registration, covering:

- Legal advice on the most appropriate legal structure, review of the Co-Management Agreement, and identification of legal risks and gaps
- Structuring and options analysis (entity form, tax/governance/liability implications, Board configuration, fiduciary controls)
- Constitutional and corporate documents: Memorandum & Articles of Association, Shareholders'/Founding Agreement, Board Charters, Conflict of Interest Policy, ESG & Safeguards Policy, Community Beneficiation Policy, Grievance Redress Mechanism, Anti-Corruption/AML Policy, Data Protection Policy, and Procurement Policy
- Registration and regulatory filings: PACRA, Beneficial Ownership declarations, TPIN/ZRA registrations, bank account opening support
- Governance, operating and risk framework: governance manuals, Delegations of Authority, Risk Register, Compliance Matrix, MEL linkage
- Transaction readiness: template agreements for donor grants, service contracts, tourism concessions, research MoUs and community benefit-sharing agreements
- Capacity transfer: workshops with DNPW, BRE, PPF and WWF, and a Governance Induction Pack
- Business Case and Financial Sustainability Analysis: market and opportunity assessment, revenue model and 10-15 year financial projections, cost structure, capital structure and financing strategy, natural capital and impact valuation, risk assessment, and implementation roadmap

5. Deliverables

- Inception Report (workplan, clarifications, confirmed structure and timelines)
- Initial Legal Advice Report
- Structuring Options Paper with recommended SPV form and rationale
- Draft 1 and Draft 2 (clean + tracked) of Memorandum & Articles of Association and associated corporate instruments

- Final Memorandum & Articles of Association and Instruments (print-ready + editable)
- PACRA Registration Pack with Certificate of Incorporation
- Regulatory Registration Pack (Beneficial Ownership, TPIN, VAT, AML/KYC checklist, bank account support)
- Governance Manual, Board & Committee Charters, Delegations of Authority, Risk Register, Compliance Matrix
- Business Case Report including 10-15 year financial model (fully editable), capital structure and financing strategy
- Template Agreements (grants, concessions, benefit-sharing, research MoUs)
- Workshops (slides, attendance registers, minutes)
- Handover: Governance Induction Pack

6. Duration and Indicative Timeline

Total duration: 8 to 15 weeks post-contract signature, structured across six phases – Inception (Weeks 1-3), Drafting I (Weeks 4-6), Review I (Weeks 7-8), Registration (Weeks 9-10), Finalization (Weeks 11-13), and Buffer (Weeks 14-15).

7. Team Qualifications

- Lead Legal Expert (Zambia-qualified): 8+ years corporate/commercial law, PACRA registrations, governance for conservation/PPP/nonprofit or blended finance entities
- Governance Specialist: experience in board design, policies, risk, AML/CFT
- Conservation/Community Specialist: understanding of protected area law, co-management, benefit-sharing and customary institutions (BRE)
- Tax/Regulatory Advisor: ZRA registration, compliance and donor requirements
- Transaction/Investment Advisor: for concessioning and investment readiness

8. Evaluation Criteria

Technical Approach & Understanding – 30%; Relevant Experience – 25%; Team Qualifications – 20%; Workplan & Timeline – 10%; Financial Proposal – 15%.

9. Payment Schedule

Fixed-fee contract with capped reimbursables. Indicative milestones: 20% on Inception Report approval; 30% on delivery of Draft 1; 30% upon PACRA Certificate

of Incorporation and regulatory registrations; 20% on final deliverables and handover.

10. Proposal Submission

Prospective consultants should submit a Technical Proposal (understanding, methodology, workplan, team, relevant experience, three references), a Financial Proposal (fee breakdown by task and person-days, reimbursables), and Compliance Documents (firm registration, tax compliance, proof of bar admissions where applicable), together with track record in registration of conservation organisations.

Deadline: 14th September 2026. Proposal validity: 90 days.

Submission

Submit to: zcoprocurement@wwfzam.org