

TERMS OF REFERENCE FOR RETAINER COUNSEL

1. Introduction

In dealing with clients/patients, CoRSU staff, consultants, external agencies, entities, companies, etc., there are possibilities of disputes that could not be reasonably foreseen. Some of the issues/matters in respect of the above involve questions of law, which requires specialized professional acumen and expertise in the subject matter.

Hence to deal with the above situations, a need has been felt for engagement of professional service law firms as Retainer Counsellors, as per the scope of work, terms and conditions contained in this tender document.

2. Background

Comprehensive Rehabilitation Services for People with Disability in Uganda (CoRSU) is a highly specialized Rehabilitation Hospital which was established in 2009 as a local NGO with the main objective of providing high quality Rehabilitation and Surgical services to people with disability in Uganda.

Over a period of 10 years, CoRSU Hospital has changed the lives of over 32,000 children through surgical services and rehabilitated over 64,000 patients through a variety of services and disciplines

3. Vision and Mission Statement

CoRSU vision; "People with disability in Uganda are able to access rehabilitation services that improve their quality of life and that they are fully integrated in society".
CoRSU mission, "To be a centre of excellence in Uganda providing orthopaedic, plastic surgery and comprehensive rehabilitation services for people with disabilities prioritizing children".

4. General Information

The required Retainer Counsel alias “lawyer” shall be an individual or organization that offers legal advisory services that deal with various matters and governed by the **Companies Act No.1 of 2012**. Particularly, the Retainer Counsel or company must be a lawyer(s) by profession and registered practitioner(s) of law who is/are allowed to practice in the courts of law.

The individual or organisation shall be expected to handle legal issues/matters and disputes involving negotiations as well as legal representation in the courts of law. Although it is expected that this “lawyer” may have his/her own firm or may work independently as an advocate, he or she may be engaged by CoRSU Hospital to handle all the legal matters and disputes that CoRSU Hospital may encounter and may work unconventionally.

For Retainer Counsel: Upon selection of the successful bidder as Retainer Counsel, the law firm engaged as Retainer Counsel shall depute a dedicated team of at least 3 legal professionals of the firm, out of which one team member of the level of Associate Partner/Senior Associate shall be the focal person for all CoRSU – related matters.

Service Level:	Retainer Counsel
Type of Contract:	Service Level Agreement
Duration of the assignment:	12 months (renewable)
Location:	Kisubi
Supervisor:	Chief Executive Officer (CEO) , CoRSU
Date of Issue:	Monday 21 st June 2021

4. Objectives of the Assignment

The Retainer Counsel shall support CoRSU hospital in provision of legal services ranging from employment/labour matters to intellectual property, bankruptcy especially of CoRSU clients, immigration, dispute negotiation, constitutional, corporate, contractual,

land-related, banking and finance, taxation, service laws and all other legal issues.

Working closely with the CoRSU Board, CEO and the Senior Management Team (SMT) members, the Retainer Counsel shall be responsible for advising the Board, CEO and Management. He/she shall constantly keep them updated on any legal matters and the progress on outstanding cases as well as maintain accurate documentation on the legal status of CoRSU Hospital.

5. Scope of work

The Retainer Counsel shall be required to provide the following services:

1. Giving of legal opinion and advice on constitutional, corporate, contractual, land-related, banking and finance, labour laws, service laws, taxation, and all legal issues including bills that are in parliament and the recently passed laws as well as statutes that may have a potential effect on the services of CoRSU hospital;
2. Advising on all pending legal issues, including those being handed over by the former Retainer Counsel; and negotiating settlement terms with individuals of interest.
3. Reviewing of contracts, MoUs, Tender Document/Bid Documents, loan documents, security documents etc. as and when referred from time to time; and drafting legal documents as required by the CoRSU Hospital, based on situations and client needs
4. Advising CoRSU management in respect of litigation matters to be filed by and on behalf of CoRSU/against CoRSU; and documenting and filing cases, legal documents or taxes according to the Ugandan legal system.
5. Drafting of legal notices/replies to legal notices, notice for CoRSU; documenting and filing documents related to intellectual property or any other notices/letter(s) of legal nature, as may be required by CoRSU;
6. Examination of case papers and evaluating legal risk especially in the handling of Hospital debtors and providing useful advice to CoRSU in litigation matters;
7. Represent CoRSU in court in case of ongoing and new civil and criminal cases; handling legal disputes with other corporations and/or individuals (either in the courts of law, the local councils, labour office or outside courts of law)

8. Conducting basic research and reporting on different laws and regulations in various geographic and political environments as shall be asked by CoRSU especially where CoRSU projects/partners and international donors are involved.

6. Final product/deliverables

1. Timely drafting legal documents
2. Satisfactory negotiations and disputes settlement
3. Timely handling of legal disputes with other corporations and/or individuals
4. Timely documentation and filing of cases, legal documents or taxes (where possible)
5. Timely documentation and filing of documents related to Intellectual Property
6. Quarterly reports to the CEO.
7. Reporting on basic research requested about different laws and regulations that may affect CoRSU Hospital services
8. Provision of legal advice and guidance

7. Monitoring and Progress controls

The Retainer Counsel shall work closely with CEO and the Medical Director (MD)/Deputy CEO under close supervision and consultation with the CoRSU Board.

8: Review/approval time

Technical and financial proposals shall be reviewed and approved by Friday, 2nd July 2021. The selected legal firm/individual shall start immediately after signing the service level agreement/contract.

The assignment(s) of Retainer Counsel shall start immediately from the date of issue of letter of intent (LOI)/ letter of award (LOA) to the successful bidder engaged as Retainer Counsel.

After engagement, the Retainer Counsel is expected to get oriented to the CoRSU hospital procedures in the first week of engagement and liaise with the Management regularly by presenting quarterly reports to the CEO.

9: Qualifications/ Payment.

Interested legal firms/individuals should provide information demonstrating that they are eligible and possess the required qualifications supported with relevant documentation (individual and company profiles) and over 5 years' experience to perform the services.

Payment shall be based on factors given in the Service Level Agreement (SLA) such as the hours worked and the outcome of the case. The Retainer Counsel shall not earn a salary or any additional incentives and bonuses associated with successful outcomes from negotiations and legal disputes.

10: Application Process

All interested individual lawyers/registered legal firms are requested to submit their technical and financial proposals on/or before 30th June 2021, @ 4:30pm.

Proposals (One Original and 3 Copies) in a fully sealed envelope shall be hand delivered at the CoRSU Administration Block Reception.

Online applications shall be sent to Procurement.Bids@corsuhospital.org either in PDF or by we transfer.

Furthermore, the proposals should include the Legal Firm's Background, Business Registration, Valid Tax Clearance, Evidences of operations in Uganda by providing reference contacts for clients to whom the firm has provided similar services.