



National Commission on Research, Science and Technology (NCRST)

TERMS OF REFERENCES

For the Appointment of a Panel of Legal Service Providers

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1. Background

The National Commission on Research, Science, and Technology (NCRST) is a Public Enterprise governed and established by the provisions of the Research, Science and Technology Act, 2004 (Act No. 23 of 2004), as amended, and relevant sections of the Public Enterprises Governance Act, 2019 (Act No. 1 of 2019). The NCRST's Board of Commissioners (BoC), appointed in terms of Section 6 of the Public Enterprises Governance Act, is tasked with providing oversight, guidance, and strategic direction to the organisation.

In fulfilment of its mandate, the NCRST operates within a complex legal and regulatory environment that requires continuous access to reliable and specialised legal support. The Commission seeks to appoint a panel of suitably qualified and experienced law firms to provide comprehensive legal services across the Organisation. This engagement aims to strengthen NCRST's governance framework, ensure compliance with applicable legislation and safeguard the Organisation's interests across its operational, strategic and administrative functions.

In line with the foregoing, and to ensure that the Organisation operates within the law while protecting its interests and fostering effective governance, a law firm can offer the NCRST a wide range of essential legal services. These include advising on corporate governance, regulatory compliance, contracts, and intellectual property matters; drafting and reviewing agreements, policies, resolutions, and official correspondence; conducting compliance audits and providing advice on risk management; representing the Organisation in litigation, arbitration, or mediation; offering employment and labour law services, including drafting contracts and advising on disputes; providing staff training on governance, compliance, and legislative changes; and conducting specialised legal research and due diligence related to research projects and collaborations.

Through the establishment of this panel, the NCRST seeks to ensure that its operations are guided by sound legal principles, effective risk management, and ethical governance in line with its Integrated Strategic Business Plan (FY2024/2025–FY2028/2029), which emphasises operational excellence, accountability and institutional capacity as the foundation for achieving sustainable impact in the National research, science, technology, and innovation ecosystem.

2. Description of Goods or Services (Specifications)

This document provides for the Terms of Reference (ToR) outlining the requirements for selecting legal service providers to form part of NCRST's legal panel. The appointed legal service providers will assist the Organisation by delivering high-quality and timely legal services, including but not limited to the following:

(a) Contract Law

Drafting, reviewing, and interpreting agreements, memoranda of understanding, service-level agreements, partnership agreements, and other contractual instruments to protect the NCRST's interests and ensure compliance with applicable laws.

(b) Corporate Governance and Compliance

Advising on governance frameworks in line with the Public Enterprises Governance Act, 2019, and the Research, Science and Technology Act, 2004; supporting compliance with institutional policies, statutory obligations, and relevant governance codes and principles.

(c) Labour Law and Dispute Resolution

Providing advice on employment relations, handling labour disputes, and representing NCRST in disciplinary or arbitration proceedings, including alternative dispute resolution processes such as mediation and conciliation.

(d) Constitutional and Administrative Law

Advising on constitutional and administrative matters affecting the NCRST and broader stakeholders, including ensuring compliance with public law principles and providing opinions on the legality of decisions and policies.

(e) Civil and Criminal Litigation

Representing and supporting the NCRST in civil and criminal proceedings, including recovery of debts, enforcement of contractual rights, and other litigation matters where applicable.

(f) Regulatory Compliance

Conducting legal reviews and assessments to identify and mitigate legal risks in the NCRST's operations, projects, and partnerships, ensuring compliance with all applicable statutory and regulatory frameworks governing research, science, technology, and innovation activities.

When required the service provider will focus on the following key areas:

- (a) Provide expert legal advice and services on a variety of organisational matters.
- (b) Draft, review, and vet organisational documents, including contracts and policies.
- (c) Represent NCRST in litigation, arbitration, and other legal matters.
- (d) Conduct compliance reviews and provide regulatory guidance.
- (e) Assist in corporate governance and procurement-related legal support.
- (f) Reviewing and making recommendations on a variety of projects and proposals which have legal ramifications.
- (g) Researching and advising on alternative approaches to resolving legal problems.
- (h) Draft legislation and regulations/legislative interpretation/opinions.

3. Objectives

- (a) Strengthen NCRST's compliance with relevant laws and regulations.
- (b) Support effective governance practices within NCRST.
- (c) Foster strategic legal advice for organisational growth and dispute resolution.

- (d) Provide timely and efficient legal services aligned with NCRST's strategic goals.

3.1 Methodology

To achieve the objectives of this ToR's the service provider will adopt a client-focused approach, ensuring comprehensive understanding of NCRST's operational requirements. The service provider will work closely with the Legal Advice and Company Secretariat (LACS) Unit and Management to collect and disseminate information to provide comprehensive insights. The service provider will further benchmark against industry standards and best practices where applicable, to ensure that best practices are incorporated into the process for an efficient and holistic approach. The service provider will also maintain confidentiality in all legal engagements.

3.2 Reporting and Action Plan

The service provider will be required to:

- (a) Submit regular progress reports on assigned cases and/or matters.
- (b) Provide detailed opinions, recommendations, and resolutions.
- (c) Ensure timely responses to NCRST's requests for legal support.

4. Contract Duration and Payment Plan

4.1.1 Contract duration

The contract is valid for three (3) years from the date of appointment.

4.1.2 Payment

Payment in respect of services rendered will be processed on presentation of itemised invoice for work done in line with written instructions provided and the NCRST payment processes and timelines.

5. Required Documents and Other Deliverables

5.1. Required Documents

Incorporated law firms must meet the following minimum requirements to be considered for appointment to the NCRST panel of legal service providers:

- a) Be a duly registered law firm in accordance with the Legal Practitioners Act, 1995 (Act No. 15 of 1995) as amended, and any other relevant legislative requirements, including the Companies Act, 2004 (Act No. 28 of 2004), Financial Intelligence Act, 2012 (Act No. 13 of 2012).
- b) The firm and its practising legal practitioners must hold valid Fidelity Fund Certificates issued in terms of the Legal Practitioners Act 15 of 1995 and be in good standing with the Law Society of Namibia.

- c) Submit a formal company profile highlighting the firm's credentials, areas of expertise, structure, and key personnel.
- d) Demonstrate at least five (5) years of proven experience in providing legal services to
- e) public institutions, public enterprises, or entities operating within the public sector.
- f) Confirm that the firm's directors, partners, or associates are admitted legal practitioners registered with the Law Society of Namibia and actively engaged in the practice of law.

5.2. Statutory requirements for submission:

- a) Technical and Financial Proposal.
- b) Certificate of Registration or Incorporation in terms of the Companies Act, 2004 (Act No. 28 of 2004) or relevant registration authority.
- c) Proof of registration as a law firm under the Legal Practitioners Act, 1995 (Act No. 15 of 1995), including confirmation that the firm is in good standing with the Law Society of Namibia.
- d) Valid Fidelity Fund Certificate(s) for all practising legal practitioners associated with the firm, issued in accordance with the Legal Practitioners Act.
- e) Good-standing Tax Certificate issued by the Namibia Revenue Agency (NamRA).
- f) Good-standing Social Security Certificate issued by the Social Security Commission.
- g) Valid Affirmative Action Compliance Certificate issued in terms of the Affirmative Action (Employment) Act, 1998 (Act No. 29 of 1998).
- h) Bid-Securing Declaration duly signed in accordance with the Public Procurement Act, 2015 (Act No. 15 of 2015).

**Original or duly certified copies of the prescribed documents as specified above shall be included as an annex to the bid package. Non-Compliance to the above will render the submission invalid and therefore disqualified.*

6. Approval of this Document

This document was submitted and approved by:

SUBMITTED BY:

Ms. Gaynor Hockey

Head: Legal Advice and Company Secretary

National Commission on Research, Science and Technology


SIGNATURE: _____  _____

DATE: _____ 23/10/2025 _____

RECOMMENDED BY:

Mr. Simon Nghipangwa

General Manager: Business Support Services
National Commission on Research, Science and Technology

SIGNATURE:  _____

DATE: 10/11/2025

APPROVED BY:

Prof. Dr. Anicia Peters

Chief Executive Officer (CEO)

National Commission on Research, Science and Technology

SIGNATURE:  _____

DATE: 11/11/2025