TERMS OF REFERENCE

CONSULTANCY SERVICES FOR UPDATING DIRECTOR RECORDS AT THE BUSINESS REGISTRATION SERVICE (BRS), KENYA

1. Background

Fairtrade Africa (FTA) is a regional network of the Fairtrade system, working with producer organisations across Africa and the Middle East to strengthen producer empowerment, improve livelihoods, and advance sustainable development.

Following changes to the composition of the FTA Board, including the appointment of new directors and the cessation of office of former directors, FTA is required to update its statutory records with the Business Registration Service (BRS) in Kenya.

FTA seeks to engage a suitably qualified and experienced service provider to provide professional support in undertaking and completing the necessary director changes, including addressing any outstanding requirements, follow-ups, and procedural matters with the BRS.

2. Objective of the Consultancy

The primary objective of this consultancy is to facilitate the **timely, accurate, and compliant updating of FTA's director records at the BRS Kenya office**, including the registration of incoming directors and removal or updating of records relating to outgoing directors, as applicable.

3. Scope of Services

The service provider shall undertake the following activities:

3.1 Review of Existing Records and Requirements

- Review FTA's existing company/director records and the status of any pending applications or changes at the BRS.
- Review the documentation already available to FTA in support of the proposed director changes.

3.2 Preparation and Verification of Documentation

- Advise on and/or assist in preparing the required statutory forms, applications, resolutions, consents, declarations, identification documents, and other supporting documentation.
- Verify that the documentation meets the applicable BRS requirements.
- Ensure that all submissions are consistent with FTA's duly approved corporate records and governance resolutions.

3.3 Submission and Lodging of Applications

- Prepare and submit the relevant applications and supporting documents to the BRS through the applicable channels.
- Coordinate with FTA's authorized representatives to obtain any required approvals, signatures, or supporting information.
- Pay or facilitate payment of the applicable official statutory fees, subject to FTA's approval and agreed arrangements.
- Obtain and retain official submission acknowledgements and payment receipts.

3.4 Follow-up and Liaison with BRS

- Liaise with the relevant BRS officers to follow up on the applications and address any queries or requests for clarification.

- Monitor the progress of the applications and provide regular updates to FTA.
- Assist in resolving any administrative or procedural issues that may arise during processing.
- Where necessary, advise FTA on escalation options for delayed or rejected applications.

3.5 Completion and Handover

- Obtain the updated official company records (CR 12) evidencing the completion of the director's changes.
- Verify that the updated records accurately reflect the approved changes.
- Provide FTA with copies of all final documents, receipts, correspondence, and relevant BRS confirmations.

4. Expected Deliverables

The service provider shall be expected to deliver:

a. An inception note confirming the understanding of the assignment, documentation reviewed, and proposed work plan.
b. A checklist of required documents and statutory/procedural requirements.
c. Completed and verified application forms and supporting documentation.
d. Evidence of submission of the relevant applications to the BRS.
e. Regular progress updates on the status of the applications.
f. Copies of correspondence and responses received from the BRS.
g. Updated official company/director records or formal confirmation of successful registration of the changes.

5. Duration of the Consultancy

The consultancy is expected to commence upon execution of the engagement agreement and continue until the director changes have been successfully completed (hopefully within the shortest time possible) and the required documentation handed over to FTA.

The service provider should propose a realistic timeline, considering BRS processing timelines and any outstanding requirements. FTA would prefer the assignment to be completed within 60 days, from the date of engagement, subject to the processing timelines of the BRS.

6. Reporting and Coordination

The service provider shall report to the Legal and Governance Lead . All formal submissions to the BRS shall be undertaken with the knowledge and authorization of FTA's designated representative.

7. Required Qualifications and Experience

The service provider should demonstrate:

a. Registration and legal capacity to provide corporate registry or company secretarial services in Kenya.
b. Demonstrable experience in handling company/director changes and statutory filings with the BRS.
c. Familiarity with the applicable Kenyan company registration and corporate compliance requirements.
d. Experience supporting companies, especially non-profit organisations with international entities in statutory filings.

e. Strong knowledge of BRS procedures, including online and/or manual processes where applicable.
f. Ability to liaise effectively with BRS officials and resolve procedural issues.
g. Demonstrated integrity, confidentiality, professionalism, and attention to detail.
h. Capacity to complete the assignment within the agreed timeframe.

8. Fees and Payment Terms

The service provider shall submit a financial proposal setting out:

a. Professional fees;
b. Applicable taxes;
c. Official statutory or BRS fees;
d. Any administrative or incidental costs; and
e. Any other anticipated expenses.

Payment shall be made in accordance with the agreed contract and upon satisfactory delivery of the agreed milestones or deliverables.

Note: Any official statutory fees should be clearly distinguished from professional fees and supported by official receipts or other appropriate documentation.

9. FTA's Right to Amend the Scope

FTA reserves the right to clarify, amend, or refine the scope of services in consultation with the selected service provider, where necessary, to address additional requirements identified during the process, subject to the agreed contractual arrangements**.**

10. Application and Submission Requirements

Application deadline: 2nd October 2026.

Interested candidates, who possess the above competencies, should send the documents below via email to **procurement@fairtradeafrica.net** . Any queries shall be addressed by the **25th of September 2026** and addressed to **e.omwenga@fairtradeafrica.net** .

Interested service providers should submit:

a. A brief company profile and description of relevant experience.
b. Evidence of registration and relevant professional qualifications.
c. Details of similar assignments undertaken, particularly director changes at the BRS.
d. Proposed work plan and proposed timelines for completion.
e. Financial proposal, with fees clearly itemized.
f. At least two relevant client references.
g. Contact details of the proposed lead consultant or responsible officer.
h. Any assumptions, exclusions, or additional requirements relevant to the assignment.

Kindly note your proposal should not exceed ten (10) pages.

The subject of the email submission should be **"Proposal for FTA Updating Director Records at the Business Registration Service (BRS), Kenya".**

Note: Only shortlisted firms /consultants shall be contacted.