



## Short-term legal consultancy

**Legal consultancy to support the review of Malawi's legislative and regulatory framework on beneficial ownership transparency**

June 2024

### About Open Ownership

[Open Ownership](#) (OO) is driving the global shift towards transparency over who owns and controls corporate vehicles. 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

Malawi is in the early stages of implementing beneficial ownership (BO) reforms with a focus on improving systems for disclosing beneficial ownership information (BOI), legislative frameworks, and technical capacity. In Malawi's Open Government Partnership [National Action Plan](#) (2023-2025), the country has committed to using BO data in public procurement processes as an anti-corruption measure. Malawi is also expected to address the deficiencies identified in its 2019 [Mutual Evaluation Report](#), published by the Financial Action Task Force (FATF). With the upcoming Eastern and Southern Africa Anti-Money Laundering Group meeting in April 2024 and upcoming re-rating

exercises, making progress on beneficial ownership transparency (BOT) reforms is a priority for the Government of Malawi.

The World Bank has engaged Open Ownership (OO) to provide technical assistance to the Government of Malawi in strengthening BOT. OO's assistance will be delivered through an initial technical scoping project expected to run for nine months, from February to September 2024. OO will deliver technical reports documenting findings and recommendations on its assessment of the systems and legislative frameworks, along with a technical capacity-building work plan. The activities and delivery of this project are informed by the aforementioned international commitments and the Government's desire to align existing frameworks for BO disclosure of legal persons and arrangements with international standards.

During this project, OO will conduct a review of the legislative framework on BO disclosure and its compliance with international standards, in particular FATF Recommendations 24 and 25 and prepare a report that will indicate the existing legislative gaps as well as recommendations on how these can be addressed. In 2020, Malawi passed the [Companies \(Beneficial Ownership\) Regulations 2022](#) which creates obligations for a company to maintain a register of beneficial owners and requires the Registrar to maintain an up-to-date register of beneficial owners. However, there is no legislative framework for the disclosure of BOI for private Trusts.

To support the strengthening of legislation related to beneficial ownership transparency in Malawi, we are seeking a short-term contractor, either an organisation or an independent consultant, to lend their local expertise on corporate law to Open Ownership, as we review the existing legal frameworks pertaining to beneficial ownership transparency; identify gaps in the legislative framework and associated regulations; and provide concrete recommendations for amendments.

## 1. SCOPE OF WORK

Open Ownership aims to provide contextually driven technical support and guidance in implementing beneficial ownership transparency reforms, specifically with the development of an enabling legal and regulatory framework for the disclosure of BO information. To meet this objective, the contractor, either an individual or a company, will be required to support the OO team by:

1. Providing their legal expertise on corporate practices in Malawi to support OO's review of relevant legislation on BOT implementation, disclosure, and data-use in Malawi. This can be done through the following:
  - a. Delivering capacity building session(s) for the project team at OO on the different types of entities that exist formally and informally in Malawi, how they are structured and common practices.
  - b. The review will be primarily focused on Companies Act, Companies (Beneficial Ownership) Regulations 2020, Trustees Incorporation Act, Trustees Act, [Business Registration Act](#). The consultant will be expected to review OO's analysis/recommendations reports with the aim of contextualising the

- recommendations and ensuring that relevant corporate law nuances are thoughtfully and accurately considered.
- c. Although OO's comprehensive review will be primarily focused on the legislation identified in (b) above, we expect the local consultant to identify any other relevant legislation that may have a bearing on beneficial ownership.
2. The contractor will also be expected to provide input and support to the on-going legal and technical assistance OO is providing in Malawi.

## **2. EXPECTED DELIVERABLES**

1. Delivery of capacity building session(s) on corporate entities in Malawi including copies of slide decks used for these sessions;
2. Review of Open Ownership's legal analysis reports on companies, trusts and sole proprietorships, and systems review report(s);
3. Delivery of a legislative mapping document highlighting any other relevant legislation that has a bearing on BOT (2 to 5 pages);
4. Support for ongoing technical assistance tasks in Malawi.

Deliverables should be submitted in English.

## **3. CONTRACTOR PROFILE**

The contractor will need to demonstrate an expert level of knowledge of Malawi's corporate laws and practices framework and a good understanding of how legal persons and arrangements are regulated by the Department of the Registrar General (DRG) and other relevant government agencies.

We welcome applications from contractors with:

- exceptional written communication skills in English;
- demonstrated knowledge and understanding of Malawi's legal framework on legal persons and arrangements, 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 (Department of the Registrar General);
- experience working to deliver or support government reform initiatives (desirable).

Preference will be given to candidates and/or organisations based in Malawi, though we are also open to applications from consultants based elsewhere in the region who have experience working in the Malawian context. We want to hear all voices, and particularly encourage individuals of diverse and marginalised communities to apply.

To ensure quality and independence in the undertaking, the Consultant must, in their application, disclose any potential or actual conflicts of interest, together with a comment about how they may be mitigated.

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.

#### 4. ASSIGNMENT DETAILS

The consultancy will last **15–20 days** and should be completed by 30 September 2024, with the bulk of the delivery being in June to August.

A daily contractor rate of **USD 650** 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 15,000, including daily fees and additional expenses incurred by the contractor.

#### 5. APPLICATION PROCESS

To apply, qualified contractors should send:

- A two-page maximum 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 two-page maximum CV summarising relevant professional experience.

Please send the above to [recruitment@openownership.org](mailto:recruitment@openownership.org) by Sunday, 16 June 2024, 23:59 Central African Time.

All applications will be reviewed against this Terms of Reference. If you do not hear back from us within 10 working days from the close of the application process, 16 June 2024, this means that unfortunately we are not able to take forward your application.