

Terms of reference (ToR) for the procurement of services below the EU threshold

CONFIDENTIAL

Consultancy to develop Regional Guidelines for Electronic Transferable Records (ETRs)	Project cost G-018154-003	number/centre: Tendernumber 7000018693
--	--	---

0.	List of abbreviations	2
1.	Context.....	3
	1.1 Background	3
	1.2 Justification	3
	1.3 Objectives	4
2.	Tasks to be performed by the contractor	4
3.	Concept.....	6
	Technical-methodological concept	6
4.	Personnel concept.....	7
	Expert 1: EAC Legal expert (section 2.2 of the assessment grid)	7
	Expert 2: EAC Digital trade expert (section 2.3 of the assessment grid).....	7
	Tasks of expert 1 and expert 2	8
5.	Costing requirements	8
	Assignment of personnel and travel expenses	8
	Sustainability aspects for travel	9
6.	Requirements on the format of the tender	12

0. List of abbreviations

AfCFTA	African Continental Free Trade Area
AG	Commissioning party
AN	Contractor
AVB	General Terms and Conditions of Contract for supplying services and work
BMZ	German Federal Ministry for Economic Cooperation and Development
CO ₂	Carbon dioxide
DRC	Democratic Republic of Congo
DTP	Digital Trade Protocol
EABC	East African Business Council
EAC	East African Community
ECC	United Nations Convention on the Use of Electronic Communications in International Contracts
EEP	E-Commerce Engagement Platform
ETRs	Electronic Transferable Records
FK	Expert
FKT	Expert days
GIZ	Deutsche Gesellschaft für Internationale Zusammenarbeit
KZFK	Short-term expert
MLEC	Model Law on Electronic Commerce
MLES	Model Law on Electronic Signatures
MLETR	Model Law on Electronic Transferable Records
PeCI	Pan-African e-Commerce Initiative
RECs	Regional Economic Communities
SCTIFI	Sectoral Council for Trade, Industry, Finance, and Investment (SCTIFI)
ToRs	Terms of Reference
UNCITRAL	United Nations Commission on International Trade Law

1. Context

1.1 Background

The **Pan-African e-Commerce Initiative (PeCI)** is a project commissioned by the German Federal Ministry for Economic Cooperation and Development (BMZ) and is implemented with various African partners, including the East African Community (EAC). Within the EAC, PeCI provides technical assistance to advance the implementation of the regional e-Commerce Strategy and align with continental commitments under the Digital Trade Protocol (DTP) of the African Continental Free Trade Area (AfCFTA).

In the EAC, the project focuses, amongst others, on supporting the EAC in the development of regional guidelines for Electronic Transferable Records (ETRs).

The EAC has made significant progress towards building a digital economy that promotes cross-border trade, innovation, and inclusive economic development. The EAC Regional E-Commerce Strategy, adopted by the EAC Council of Ministers on 12th July 2022, identifies “Establishing an enabling legal and regulatory environment” as its first pillar. One of the initiatives to support this was the Action Plan on Harmonization of E-Transaction Regulations adopted on 31st May 2025 (EAC/SCTIFI 46/Decision/09) to enhance the legislative and regulatory frameworks of Partner States governing electronic transactions in alignment with international standards, specifically the United Nations Commission on International Trade Law (UNCITRAL) Model Laws.

The Action Plan outlines interventions to harmonize e-transaction legislations broadly, including e-signatures and ETRs. It also highlights the adoption of MLETR principles as a high priority legislative reform required to unlock cross-border digital trade.

1.2 Justification

The Action Plan includes a comprehensive situational analysis of national electronic transaction laws across the Partner States. The analysis established that most Partner States namely Burundi, the Democratic Republic of Congo (DRC), Kenya, Rwanda, Tanzania, and Uganda have enacted legislation aligned with key international instruments, including:

- i. the UNCITRAL Model Law on Electronic Commerce (MLEC);
- ii. the UNCITRAL Model Law on Electronic Signatures (MLES); and
- iii. the United Nations Convention on the Use of Electronic Communications in International Contracts (ECC).

However, the analysis also identified significant legal and regulatory gaps concerning the UNCITRAL Model Law on Electronic Transferable Records (MLETR, 2017), specifically:

- i. Burundi, DRC, Kenya, Rwanda, Tanzania, and Uganda have not yet adopted legal frameworks recognizing Electronic Transferable Records (ETRs);
- ii. South Sudan does not yet have a comprehensive legislation on Electronic Transactions Legal Regime including provisions relating to ETRs, except one clause in the Code of Evidence Act 2006; and
- iii. Somalia is currently the only Partner State with a draft bill (2023) incorporating principles aligned with the MLETR.

Electronic Transferable Records (ETRs) are the digital equivalent of paper-based transferable documents and instruments, such as bills of lading, warehouse receipts, promissory notes, bills of exchange and other negotiable instruments. Their legal recognition is essential for enabling paperless trade.

The absence of MLETR-aligned legislation creates several challenges identified in the Action Plan:

- Barrier to Paperless Trade – Inability to fully digitize trade finance and logistics documents hinders the efficiency of cross-border trade.
- Legal Uncertainty – Businesses lack confidence in the legal enforceability of electronic titles of goods or negotiable instruments across borders.
- Inconsistent national approaches to ETRs create compliance burdens for regional operators.
- The region cannot fully leverage FinTech, supply chain digitization, and secure electronic trade financing without functional equivalence between electronic and paper transferable records.

At the global level, the MLETR, provides the legal foundation for recognizing electronic trade documents. At the continental level, the AfCFTA Digital Trade Protocol (DTP) requires Member States to enable Electronic Transferable Records (Article 17). At the regional level, the EAC e-Commerce Strategy emphasizes the harmonization of e-transaction laws and the promotion of paperless trade systems within the Community.

1.3 Objectives

The overall objective is to develop Regional Guidelines for Electronic Transferable Records that assist Partner States in harmonizing their national laws with international standards (UNCITRAL MLETR) and continental commitments (AfCFTA DTP), thereby enabling the legal use of electronic transferable records domestically and across borders.

Specific objectives are as follows:

- Conduct an in-depth gap analysis of Partner States' national laws against the UNCITRAL MLETR and AfCFTA DTP building upon the situational analysis in the Action Plan.
- Propose regional interoperability principles and mechanisms to facilitate secure cross-border exchange and mutual recognition of Electronic Transferable Records within the EAC.
- Draft Regional Guidelines for ETRs.
- Facilitate stakeholder consultations and validation of the draft Regional Guidelines for ETRs at national and regional levels.
- Develop an implementation roadmap to guide Partner States.

2. Tasks to be performed by the contractor

The consultancy firm shall perform the following tasks covering all 8 partner states in the EAC:

a) Stakeholder mapping and engagement planning

- In cooperation with GIZ and EAC partners such as East African Business Council (EABC) and E-commerce Engagement Platform (EEP), identify and map key stakeholders from both the public and private sectors across EAC Partner States who are directly or indirectly involved in implementation of the ETRs and AfCFTA DTP.
- Develop a stakeholder engagement plan detailing consultation methods, timelines, and target groups, ensuring balanced representation of private sector, regulators, and policy makers.
- Consult relevant actors implementing ongoing interventions in the digital trade space, with a focus on digital public infrastructure (including data exchange, digital identification, and digital payments), trust mechanisms, cross-border data flows, cybersecurity, and other enabling components that support integrated e-commerce ecosystems. (several recent initiatives exist that can be used as a starting point).

b) Review of existing legal and regulatory frameworks

- The consultancy firm shall review relevant international, continental, regional, and national legal instruments and frameworks, including:
 - UNCITRAL MLETR;
 - AfCFTA Digital Trade Protocol;
 - EAC Model Law on Electronic Transactions (2014);
 - EAC Action Plan for Harmonisation of E-Transaction Regulations (2025);
 - Existing national electronic transaction laws and regulations in EAC Partner States; and
 - Relevant best practices and comparative experiences on ETRs implementation specifically from other regional economic blocs.

c) Gap analysis

- Assess national regulatory, legislative, and procedural gaps and barriers affecting the use of ETRs in the EAC Partner States.
- Assess legal, institutional, and technical interoperability requirements for cross-border recognition and exchange of Electronic Transferable Records among EAC Partner States.
- Assess enabling technologies and technological tools that support the creation, exchange, storage, verification, and cross-border recognition of Electronic Transferable Records in line with MLETR principles.

d) Development of the regional guidelines and draft report

- Draft the EAC Regional Guidelines for Electronic Transferable Records.
- Draft report (including gap analysis, short summary of the national and regional consultations and implementation plan).

e) Stakeholder consultations and validation workshops

- Facilitate one national consultative workshop in all eight EAC Partner States and one regional consultative and one regional validation workshop with stakeholders in Partner States, in coordination with the EAC Secretariat.
- Document and incorporate stakeholders' feedback from the workshops into the final regional guidelines.
- Develop an implementation roadmap proposing legal and regulatory reforms, capacity building needs, synchronization and institutional governance structures.

Certain milestones, as laid out in the table below, are to be achieved during the contract term:

Milestones/partial works	Deadline/place/person responsible	Criteria for acceptance
Inception report - with detailed methodology, work plan and stakeholders' engagement plan.	Within 2 weeks of contract signing / Consultancy firm	Final inception report
Stakeholder consultation workshops	Within 8 weeks after approval of the inception report / Consultancy firm. EAC and GIZ will facilitate introductory letter to facilitate the process.	Comprehensive list of stakeholders consulted in all eight EAC Partner States, the matrix of comments/inputs provided per country and a summary of the national consultative workshop for each country.
Draft Report and Regional Guidelines	Within 10 weeks after approval of the inception report / Consultancy firm	The Report and Regional Guidelines must include all required components as outlined in the scope of assignment
Validation workshop - presentation and discussion of the content in the draft regional guidelines	4 weeks after submission of the draft regional guidelines / Consultancy firm and GIZ	Presentation used during workshop, stakeholders' attendance list.
Final report and regional guidelines - incorporating feedback from the validation workshop	2 weeks after validation workshop / Consultancy firm	Final regional guidelines and a report including an executive summary and implementation roadmap. A final comment matrix indicating how all stakeholders' comments have been addressed.

Period of assignment: from September 2026 until May 2027.

3. Concept

In the tender, the tenderer is required to show *how* the objectives defined in Chapter 2 (Tasks to be performed) are to be achieved, if applicable under consideration of further method-related requirements (technical-methodological concept). In addition, the tenderer must describe the project management system for service provision.

Note: The numbers in parentheses correspond to the lines of the technical assessment grid.

Technical-methodological concept

Strategy (1.1): The tenderer is required to consider the tasks to be performed with reference to the objectives of the services put out to tender (see Chapter 1 Context) (1.1.1). Following this, the tenderer presents and justifies the explicit strategy with which it intends to provide the services for which it is responsible (see Chapter 2 Tasks to be performed) (1.1.2).

The tenderer is required to present the actors relevant for the services for which it is responsible and describe the **cooperation (1.2)** with them.

The tenderer is required to describe the key **processes** for the services for which it is responsible and create an **operational plan** or schedule (1.4.1) that describes how the services according to Chapter 2 (Tasks to be performed by the contractor) are to be provided.

4. Personnel concept

The tenderer is required to provide personnel who are suited to filling the positions described, on the basis of their CVs, the range of tasks involved and the required qualifications.

The below specified qualifications represent the requirements to reach the maximum number of points in the technical assessment.

Expert 1: EAC Legal expert (section 2.2 of the assessment grid)

Qualifications of expert 1

- Master's degree or higher in law, international trade law, or related field. (Section 2.2.1 of the assessment grid).
- Fluency or business knowledge in English (6/10 points); knowledge of French (2/10) and Kiswahili (2/10). (Section 2.2.2 of the assessment grid).
- 8 years of experience in the field of international trade law, e-commerce law, or digital trade legislation. (Section 2.2.3 of the assessment grid).
- Expertise in UNCITRAL Model Laws (specifically MLETR) and the AfCFTA DTP (specifically the ETRs related aspects). (Section 2.2.4 of the assessment grid)
- Excellent stakeholder engagement skills to facilitate consultations with private sector entities and public institutions (5 references) (Section 2.2.5 of the assessment grid).
- 5 years of experience working with the EAC or similar Regional Economic Communities (RECs). (Section 2.2.6 of the assessment grid).
- 5 years of experience in developing regional guidelines, policy frameworks, and their implementation including experience with bilateral and regional trade agreements. (Section 2.2.7 of the assessment grid).
- Excellent report writing skills (2 references) (Section 2.2.8 of the assessment grid).

Expert 2: EAC Digital trade expert (section 2.3 of the assessment grid)

Qualifications of expert 2

- Master's degree or higher in economics, international trade, digital economy, ICT policy or relevant field. (Section 2.3.1 of the assessment grid).
- Fluency or business knowledge in English (6/10 points); knowledge of French (2/10) and Kiswahili (2/10). (Section 2.3.2 of the assessment grid).
- 8 years of professional experience in digital trade, e-commerce, digital economy policy, or cross-border electronic transactions. (Section 2.3.3 of the assessment grid).
- Expertise in UNCITRAL Model Laws (specifically MLETR) and the AfCFTA DTP (specifically the ETRs related aspects). (Section 2.3.4 of the assessment grid).
- Excellent stakeholder engagement skills to facilitate consultations with private sector entities and public institutions (4 references). (Section 2.3.5 of the assessment grid).
- 4 years of experience working with the EAC or similar Regional Economic Communities (RECs). (Section 2.3.6 of the assessment grid).
- 3 years of experience in developing regional guidelines, policy frameworks, and their implementation including experience with bilateral and regional trade agreements. (Section 2.3.7 of the assessment grid).

- Expertise in cross-border e-commerce (3/10), logistics (3/10), electronic trade documentation (4/10). (Section 2.3.8 of the assessment grid).

Tasks of expert 1 and expert 2

- One of the experts shall be responsible for overall steering of the assignment, coordinate technical input and ensure communication with GIZ, partners, and others involved in the project.
- Review relevant international, continental, regional, and national legal instruments and frameworks (in particular UNCITRAL MLETR, AfCFTA DTP, EAC Model Law on E-Transactions).
- Consult relevant actors implementing ongoing interventions in the digital trade space.
- Collect and analyse information across Partner States using physical interviews, key informants, and stakeholder consultations.
- Assess national regulatory, legislative, and procedural gaps and barriers affecting the use of ETRs in the EAC Partner States.
- Assess legal, institutional, and technical interoperability requirements for cross-border recognition and exchange of Electronic Transferable Records among EAC Partner States.
- Assess enabling technologies and technological tools that support the creation, exchange, storage, verification, and cross-border recognition of Electronic Transferable Records in line with MLETR principles.
- Draft the EAC regional guidelines for Electronic Transferable Records.
- Draft report (including gap analysis, short summary of the national and regional consultations and implementation plan).
- Develop an implementation roadmap proposing legal and regulatory reforms, capacity building needs, synchronization and institutional governance structures.
- Facilitate one national consultative workshop in eight EAC Partner States and one regional consultative workshops and one regional validation workshop and synthesize stakeholders' inputs.
- Revise and finalize the report based on feedback from stakeholders.
- Revise and finalize the regional guidelines for Electronic Transferable Records based on feedback from stakeholders.
- Regular reporting in accordance with deadlines

5. Costing requirements

Assignment of personnel and travel expenses

Per diem allowances are reimbursed as a lump sum up to the maximum amounts permissible under tax law for each country as set out in the country table in the circular from the German Federal Ministry of Finance on travel expense remuneration (downloadable from the [German Federal Ministry of Finance – tax treatment of travel expenses and allowances for international business travel as of 1 January 2026 \(GERMAN ONLY\)](#)).

Accommodation allowances are reimbursed as detailed in the specification of inputs below.

With special justification, additional accommodation costs up to a reasonable amount can be reimbursed against evidence.

All business travel must be agreed in advance by the officer responsible for the project's implementation in EAC.

Sustainability aspects for travel

GIZ has undertaken an obligation to reduce greenhouse gas emissions (CO₂ emissions) caused by travel. When preparing your tender, please incorporate options for reducing emissions, such as selecting the lowest-emission booking class (economy) and using means of transport, airlines and flight routes with a higher CO₂ efficiency. For short distances, travel by train (second class) or e-mobility should be the preferred option.

CO₂ emissions caused by air travel must be offset. GIZ specifies a budget for this, through which the carbon offsets can be settled against evidence.

There are many different providers in the market for emissions certificates, and they have different climate impact ambitions. The [Development and Climate Alliance \(German only\)](#) has published a [list of standards \(German only\)](#). GIZ recommends using the standards specified there.

Specification of inputs

Fee days	Number of experts	Number of days per expert	Total	Comments
Designation of experts: EAC Legal expert	1	44	44	The national consultative workshops are expected to be conducted over a period of 21 days covering all eight EAC Partner States. • 21 days for national consultations in eight EAC Partner States. Two regional workshops will be conducted as follows: • 2 days for regional consultative workshop. • 2 days for regional validation workshop. The combined national and regional consultation and validation workshops are expected to take place over a total of 25 days. • 19 days for (desk review, stakeholders mapping, report writing, regional guidelines, matrix of comments). The whole assignment is planned to be implemented for a period of 44 days.

Designation of experts: EAC Digital trade expert	1	40	40	• 21 days for national consultations in eight EAC Partner States. • 2 days for regional consultative workshop. • 2 days for regional validation workshop. • 15 days for (desk review, stakeholders mapping, report writing, regional guidelines, matrix of comments). The whole assignment is planned to be implemented for a period of 40 days.
Travel expenses	Quantity	Number per expert	Total	Comments
Per-diem allowance in country of assignment	25	2	50	The travels for the two experts are planned as follows: Eight national consultative workshops in each EAC Partner States: • 4 days in Tanzania • 3 days in Kenya • 3 days in Uganda • 3 days in Rwanda • 2 days in Burundi • 2 days in South Sudan • 2 days in Somalia • 2 days in DRC Two days for the regional consultative workshop. Two days for the regional validation workshop. Eight days will fall during the weekend for on-site assignment The combined national and regional consultation and validation workshops are expected to take place over a total of 25 days. As per GIZ DSA and Accommodation Rates in EAC Partner States.
Accommodation in country of assignment	25	2	50	Accommodation costs in country of assignment is 25 days per expert include national and

				regional consultations in EAC Partner States.
Transport	Quantity	Number per expert	Total	Comments
International flights	12	2	24	Against provision of evidence to be reimbursed by GIZ. • 10 one-way tickets per experts during the national consultative workshops in eight EAC Partner States. • 1 round trip ticket per experts during the regional consultative workshop. • 1 round trip ticket per expert during the regional validation workshop. Accordingly, a total of 24 flight tickets are planned for the two experts for the entire duration of the assignment.
Domestic flights	2	2	4	Against provision of evidence to be reimbursed by GIZ. A total of 4 local flights are planned for the national consultations in the United Republic of Tanzania taking into consideration Zanzibar. • 2 one-way flights for two experts from KIA/Arusha airport to JNIA in Dar es Salaam. The experts will work separately in different locations to carry out the assignment in Dodoma and Zanzibar. • 1 round trip flight ticket for one expert from Dar to Dodoma to Dar. (Government offices are in Dodoma). • 1 round trip flight ticket for one expert from Dar to Zanzibar to Dar. (EAC matters must involve Zanzibar).
Travel expenses (train, car) • Car Hire	23 trips / airport transfers	1	23	Car hire for duty trips in each Partner State while conducting national consultations. This will

Airport transfers Note: Please see the explanatory note for more clarification.				be against provision of evidence to be reimbursed by GIZ. Airport transfers - against provision of evidence. Airport transfers for two experts in 8 Partner States for national consultative workshops, 1 for the regional consultative workshop and 1 for the regional validation workshop, making a total of 10 airport transfers for the two experts.
Other travel expenses - Visa costs - Communication costs		2		Visa costs to be reimbursed by GIZ against provision of evidence. - Visa costs per expert for countries that require visa DRC, South Sudan and Somalia. Communication costs will be provided as a lump sum covering the full duration of the assignment. - Communication costs per expert upon evidence and should not exceed USD 114.06.
Other travel expenses Translation/Interpretation services during the national consultations in DRC (2 days) and Burundi (2 days) and regional workshops (2 days).	6 days	1	6	Interpretation services will be required in countries such as the DRC and Burundi. Also, during regional workshops. Translation costs will be reimbursed by GIZ upon submission of evidence.
Flexible remuneration The use of the flexible remuneration item requires prior written approval from GIZ.				A budget of USD 8,976.52 is foreseen for flexible remuneration.

6. Requirements on the format of the tender

The structure of the tender must correspond to the structure of the ToR. In particular, the detailed structure of the concept (Chapter 3) should be organised in accordance with the positively weighted criteria in the assessment grid (not with zero). The tender must be legible (font size 11 or larger) and clearly formulated. It must be drawn up in English (language).

The complete tender must not exceed 12 pages (excluding CVs). If one of the maximum page lengths is exceeded, the content appearing after the cut-off point will not be included in the assessment. External content (e.g. links to websites) will also not be considered.

The CVs of the personnel proposed in accordance with Chapter 4 of the ToRs must be submitted using the format specified in the terms and conditions for application. The CVs shall not exceed 4 pages each. They must clearly show the position and job the proposed person held in the reference project and for how long. The CVs must be submitted in English (language).

Please calculate your financial tender based exactly on the parameters specified in Chapter 5 Quantitative requirements. The contractor is not contractually entitled to use up the days, trips, workshops or budgets in full. The number of days, trips and workshops and the budgets will be contractually agreed as maximum limits. The specifications for pricing are defined in the price schedule.