

CONTRACT REVIEW CHECKLIST

(Pre-Signature Due Diligence Tool – Prepared in accordance with Zambian Law)

Jurisdiction: Republic of Zambia

Document Type: Legal Checklist

Purpose: To guide clients and legal practitioners in conducting a thorough pre-signature review of contracts, agreements, and memoranda to identify legal and commercial red flags.

PART A – CONTRACT IDENTIFICATION

Item	Details
Name of Contract	
Parties to the Contract	
Type of Contract (e.g., Service, Sale, Lease, Employment, etc.)	
Effective Date	
Contract Duration	

PART B – LEGAL COMPLIANCE CHECKPOINTS

Please check (✓) if the provision is present and compliant, or flag (⚠) if absent/unclear.

Clause/Provision	Check	Notes
1. Parties Fully Identified (incl. NRCs/Reg. Nos.)		
2. Clear Description of Services/Goods		

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3. Consideration Amount Clearly Defined		
4. Payment Terms & Schedule Stated		
5. Term and Termination Clause		
6. Governing Law Clause (Zambian Law preferred)		
7. Dispute Resolution (Mediation/Arbitration/C ourts)		
8. Confidentiality/Non-Disclosure Clause		
9. Force Majeure Provision		
10. Intellectual Property Ownership (if applicable)		
11. Indemnity & Liability Limitation Clauses		
12. Non-Compete/Restrictive Covenants		
13. Assignment/Transfer Restrictions		

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14. Signatures, Names, Designation of Parties		
15. Witnesses & NRCs (for enforceability)		
16. Company Seal/Stamp (if corporate)		
17. Language Consistency & No Ambiguity		
18. Attachments & Schedules Properly Referenced		

PART C – RISK ASSESSMENT & RED FLAGS

Risk/Clause	Identified?	Explanation/Concerns
Disproportionate Penalties or Termination Rights		
Excessive Limitation of Liability		
Missing Obligations for Counterparty		
Undefined Terms or Vague Language		
Unilateral Amendment Rights		
Jurisdiction Outside Zambia		

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Automatic Renewal Without Notice		
Conflict with Statutory Provisions		
Missing Essential Signatories		

PART D – LEGAL REFERENCES CHECKED

Ensure compliance with the following where applicable:

- *Companies Act No. 10 of 2017* (for corporate parties, board approval, signatory powers)
 - *Employment Code Act No. 3 of 2019* (for employment agreements, termination)
 - *Sale of Goods Act, Cap. 82* (for sales agreements)
 - *Lands Act, Cap. 184* (for land-related contracts)
 - *Arbitration Act, Cap. 40* (for ADR provisions)
 - *Penal Code, Cap. 87* (for fraud/misrepresentation risks)
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PART E – FINAL REVIEW CERTIFICATION

Reviewer Name _____

Reviewer Position _____

Law Firm / Organisation _____

Review Date ____ / ____ / 20____

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- ☐ I confirm this contract has been reviewed in accordance with Zambian legal standards.
- ☐ I advise amendments before signing.
- ☐ I recommend execution as currently drafted.

Signature: _____

Official Stamp: _____

Date: ____ / ____ / 20____