

## 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.

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### 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	_____

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### PART B – LEGAL COMPLIANCE CHECKPOINTS

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

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

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

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

## PART C – RISK ASSESSMENT & RED FLAGS

<b>Risk/Clause</b>	<b>Identified?</b>	<b>Explanation/Concerns</b>
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		

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## 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\_\_\_\_