



# Zambia Institute of Architects

(CONSTITUTED UNDER CAP. 442 OF THE LAWS OF ZAMBIA)

## JOINT VENTURE

## Memorandum of Agreement

**FORM OF AGREEMENT FOR GENERAL USE BETWEEN ZAMBIAN REGISTERED ARCHITECTURAL FIRM/S  
AND FOREIGN REGISTERED ARCHITECTURAL FIRM/S**

Made this .....day of ..... 20 .....

Between .....

of .....

(hereinafter called the Zambian Registered architectural firm/s of the one part and .....

(hereinafter called the foreign registered architectural firm of the other part.

Whereas the two parties are proposing to form a joint venture for the purposes of .....

at .....

(hereinafter called “the joint venture project”)

### **NOW THIS AGREEMENT WITNESSES AND IT IS AGREED BETWEEN THE PARTIES AS FOLLOWS:**

1. It is a requirement under the Zambia Institute of Architects Act, No. 36 of 1995 Chapter 442 of the Laws of Zambia that all Foreign Registered Architects providing Services on Zambian developmental projects must enter into joint venture agreements with a Zambian Registered Architectural Practice.
2. The Act further gives mandate to the Zambia Institute of Architects (ZIA) to govern the architectural profession in Zambia.
3. The Joint Venture Rules arise from Section 28 (2) of the ZIA Act, Chapter 442 of the Laws of Zambia and shall apply to all entities intending to undertake developmental projects in Zambia, where a Foreign Architectural Firm is involved
4. Any foreign registered Architectural Firm wishing to operate or execute architectural commissions in Zambia shall be in Joint Venture with a registered Zambian firm owned by Zambian citizens registered by the registrar of the Zambia Institute of Architects
5. The application for the Joint Venture should be lodged to the registrar or Honorary Secretary using Form No. Z.I.A – 005 by the Zambian firm upon payment of the prescribed application fee.
6. A Memorandum of Agreement for the Joint Venture should be lodged together with the application otherwise the application will not be considered
7. Upon approval or rejection of the Joint Venture application by Council, the parties to the Joint Venture, through the Zambian registered partner, shall be informed in writing by the registrar or Honorary Secretary within (14) fourteen days of the approval or rejection. In the case of the application being rejected, reasons shall be given. In the case of an approval being granted, the Institute will issue a temporary Registration Certificate, specific to the project, within Twenty-eight working days. The registration shall be for the duration of the project only.

8. The Joint Venture, upon approval for registration by Council, will be required to pay the recommended Registration Fee within Twenty- eight (28) days of the notification of the approval. A fresh application will be required should the twenty- eight days payment period elapse.
9. The foreign registered architectural firm seeking partnership with a Zambian registered architectural firm must provide proof that the firm is registered with the respective architectural institute or association in the country of origin and that the firm, its proprietor/s or partners are of good standing in their own architectural institutes or associations.
10. Only Zambian Registered Architectural Practices / Firms are allowed to form Joint Ventures with Foreign Registered Architectural Practices.
11. No Zambian registered Architects as individuals are allowed to form Joint Ventures with Foreign Registered Architects or Architectural Practices. A Foreign Architect cannot form a JV in his individual capacity.
12. Only Foreign Registered Architects (Not Technicians, Technologists, or Draftspersons) will be allowed to work on projects from the foreign companies. Proof of registration with the professional bodies or institution will be required from the foreign architects.
13. Any Local Architectural Firm that allows their Foreign Joint Venture partner not to Honour the amounts due to ZIA as the work continues, will not have the Practice license renewed till all amounts due to ZIA are paid
14. All Local Firms working with foreign architects and not having the JV registered with ZIA will be subject to Disciplinary Inquiry.
15. All Foreign firms working on a project or projects in Zambia without registered JVs with ZIA will be barred from working / operating in Zambia for a period of 10 years when discovered. The institute / professional body for the foreign Architectural practice will be notified
16. The JV registration is project specific and only encompasses development on a single titled and specified site for a development period not exceeding 10 years. In the case of an additional site acquisition and project expansion a further JV registration will be required. The 10 year JV timeframe commences on the day of registration and may not be extended.
17. A JV registration is not transferable. Where a foreign registered architect is replaced by another foreign registered architect a new JV application will be required. This shall also apply whenever a Local Architect is replaced. In circumstances where the services of the JV foreign architect are terminated during the project, the Zambian registered architect will be required to inform ZIA in writing, of this development.
18. JV fees are not refundable once the registration has been approved by ZIA.
19. Only Zambian registered architects may submit development projects to local authorities for approval. In the case of a JV project the foreign JV partner should be identified on all relevant submission documents and the authority should be provided with the ZIA JV approval number and a JV Certificate
20. The JV professional fee and work split allocation shall be no less than 50%: 50%, between the Zambian and the foreign registered practices. The architectural fee is to be calculated according to Zambian law.
21. All Developers, Clients, individuals are required to engage a Local Architectural Practice before advancing with the concept plans. Participation is required from both Local and foreign firms.
22. Separate JVs are required to be registered if there are more than one Foreign Architectural Firms working on one particular site.
23. The ZIA Project Board should reflect both Lead Architectural Firm (Local) and Foreign Architectural Firm
- 24. The Penalty Fee for late Registration will be calculated at 100% of the Joint Venture Registration Fee and 200% of the application fee**
25. JV approval consideration By ZIA may also involve
  - Interview the Zambian and foreign firms
  - Inspect the office of the Local Firm and take note of staff numbers.
  - Register people working on the project (both local and Foreign).
  - Both Local and Foreign architects to be Registered and paid up with their respective institutions or Professional Bodies
  - Professional Indemnity cover should be in place for both Local & Foreign Firms
  - Work on site should not commence unless the JV has been registered and approved by ZIA, and the JV paid for by both Local and Foreign Architectural firms.
  - The Foreign firm to provide total staff numbers in the company with all names.

This document is provided by ZIA as a guide for all development projects making use of foreign registered architects. Additional advice should be sought from ZIA to ensure compliance.

**JOINT VENTURE  
APPLICATION FORM  
ZAMBIA INSTITUTE OF ARCHITECTS  
(CONSTITUTED UNDER CAP. 442 OF THE LAWS OF ZAMBIA)**

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**PART A**

**DETAILS OF ZAMBIAN ARCHITECTURAL FIRM/S**

NAME OF FIRM/S .....  
PHYSICAL ADDRESS .....  
E-MAIL. .... FAX. .... TEL. ....

CURRENT PRACTICE LEVY RECEIPT NO. .... ZRA VAT REGISTRATION NO. ....

**DETAILS OF PARTNERS/ DIRECTORS**

| NAME             | ZIA REG. NO.   | CURRENT YEAR'S SUBSCRIPTION<br>RECEIPT NO. |
|------------------|----------------|--------------------------------------------|
| 1. ....          | .....          | .....                                      |
| 2 .....<br>..... | .....<br>..... | .....<br>.....                             |

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**PART B**

**DETAILS OF FOREIGN REGISTERED ARCHITECTURAL FIRM/S**

NAME OF FIRM/S .....

PHYSICAL ADDRESS IN COUNTRY OF ORIGIN .....

E-MAIL. .... FAX. .... TEL. ....

NATIONAL REGISTRATION BODY .....

E-MAIL. .... FAX. .... TEL. ....

**DETAILS OF PARTNERS/ DIRECTORS**

| NAME             | PROFESSIONAL<br>INSTITUTE/ ASSOCIATION | REGISTRATION. NO |
|------------------|----------------------------------------|------------------|
| 1. ....          | .....                                  | .....            |
| 2 .....<br>..... | .....<br>.....                         | .....<br>.....   |

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**PART C: JOINT VENTURE FEES**

**1. APPLICATION FEE**

(PAID BY ZAMBIAN ARCHITECTURAL FIRM/S AT  
SUBMISSION OF THIS FORM)  
**United States Dollars (US\$) 100.00**

**2. REGISTRATION FEE**

(PAID BY FOREIGN ARCHITECTURAL FIRM /CLIENT  
ON APPLICATION OF JOINT VENTURE)  
**United States Dollars (US\$) 7,500.00**

RECEIPT NO. .... RECEIPT NO. ....

3. LATE REGISTRATION FEE  
PAID BY THE ARCHITECTS  
AFTER APPROVAL OF THE PROJECT  
**200% OF APPLICATION FEE AND 100% OF APPLICABLE JOINT VENTURE FEE**

RECEIPT NO. ....

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**PART D: MAIN TERMS OF JOINT VENTURE**

PROJECT NAME .....

PHYSICAL ADDRESS: .....

CONTRACT PERIOD .....

**LOCAL ARCHITECTECTURAL FIRM**

**FOREIGN ARCHITECTURAL FIRM**

NAME: ..... NAME OF REPRESENTATIVE: .....

SIGNATURE: ..... SIGNATURE: .....

DATE: ..... DATE: .....

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**PART E: FOR OFFICIAL USE ONLY**

APPROVED/ DISAPPROVED .....

REGISTRAR'S SIGNATURE .....

SECRETARY'S SIGNATURE .....

COUNCIL DECISION DATE .....

ZIA STAMP/ SEAL

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**FOOTNOTES**

1. The memorandum of agreement between/ amongst the firms must be attached
3. Please attach evidence of registration, i.e. registration certificates
5. Works in different physical locations shall be applied for separately
7. The minimum percentage due to the Zambian registered firm shall be 50 %  
Or more of the total fees.

2. As for ordinary local practices, the annual practice levy shall apply.
4. The project's contact address shall be that of the local partner.
6. This form shall be filled in duplicate.
8. Penalty for late Registration is 100% of the Joint Venture Fee