TERMS OF REFERENCE (TORS)
CONSULTANCY TO OFFER AUDITING SERVICES

1.0 INTRODUCTION AND BACKGROUND:

Food Rights Alliance (FRA) is a network of Food Rights Advocates dedicated to promoting the human right to adequate food For All. We focus on issues related to agriculture, food, and nutrition security at household, community, national, and cross-border. Driven by a world free from hunger and malnutrition as our vision, and a mission to promote sustainable access and consumption of adequate, safe, and nutritious food For All, we strive to create an enabling environment where nutritious food is accessible to all people. We pursue this by securing spaces, mobilizing voices and power of food producers and consumers to shape the food system.

2.0 RATIONALE FOR THE ASSIGNMENT:

Uganda's Non-Governmental Organizations Act, 2016 places a binding obligation on every registered organization to submit to the National Bureau for Non-Governmental Organizations "annual returns and a report of the audited books of accounts by a certified auditor" (Section 39(3)(a)). This obligation is reinforced under the Non-Governmental Organizations Regulations, 2017, which operationalize the Act's reporting and compliance requirements. As a legally registered coalition, FRA is bound by this statutory framework and is required to have its books of accounts independently audited by a certified auditor on an annual basis, and to file the resulting audited accounts with the Bureau as part of its annual returns.

Beyond this national regulatory obligation, FRA receives and manages funding from multiple institutional and development partners, each of whom requires assurance through independently audited financial statements that resources entrusted to the Alliance are managed with integrity, in accordance with grant agreements and donor financial guidelines. An annual independent audit therefore serves the dual purpose of fulfilling FRA's statutory compliance obligations under national law and meeting the accountability and transparency standards expected by its Board, membership, and funding partners.

FRA therefore seeks to engage a qualified, licensed audit firm to conduct independent external audits of its financial statements in fulfilment of this regulatory requirement, thereby strengthening institutional accountability and sustaining donor confidence in the Alliance's financial systems and controls.

OBJECTIVES OF THE ASSIGNMENT:

The overall objective of the assignment is to obtain an independent professional opinion on whether FRA's financial statements present a true and fair view of its financial position, in accordance with International Financial Reporting Standards (IFRS) and applicable donor requirements. Specifically, the audit firm will:

1. Examine and express an independent opinion on FRA's annual financial statements for each financial year under review.
2. Assess the adequacy and effectiveness of FRA's internal control systems, financial policies, and procedures, and recommend improvements where necessary.
3. Verify that funds received from donors and other sources were utilized for the intended purposes, in line with grant agreements and donor financial guidelines.
4. Assess compliance with relevant statutory, regulatory, and tax obligations under Ugandan law.
5. Issue a management letter highlighting audit findings, observations, and recommendations for strengthening financial management and governance.

SCOPE OF WORK

- The audit shall cover FRA's consolidated financial statements, including all project and donor-funded accounts, and shall, at a minimum, include:
- Review of the Statement of Financial Position, Statement of Financial Performance, Statement of Cash Flows, and accompanying notes.
- Verification of income, expenditure, assets, and liabilities against supporting documentation and donor budgets.
- Assessment of internal control and financial management systems, including procurement, payroll, and asset management.
- Review of statutory compliance, including tax remittances (URA), NSSF, and other regulatory obligations.
- Review of donor-specific financial reporting requirements, where applicable, for each active grant.

RESPONSIBILITIES OF THE SERVICE PROVIDER

The engaged audit firm shall be responsible for:

- Planning and conducting the audit in accordance with International Standards on Auditing (ISA) and applicable Ugandan auditing and accounting standards.
- Developing and sharing an audit plan and timeline with FRA prior to commencement of fieldwork.
- Conducting fieldwork, including document review, sampling, and interviews with

relevant FRA staff, in a manner that minimizes disruption to operations.

- Preparing and presenting audited financial statements and an accompanying management letter.
- Presenting audit findings to FRA's Management and, where required, the Board of Directors / Governing structures.
- Maintaining professional independence, objectivity, and confidentiality throughout the assignment.
- •Complying with all applicable Ugandan laws, including the Institute of Certified Public Accountants of Uganda (ICPAU) standards and the Uganda Companies Act, where relevant.

EXPECTED DELIVERABLES:

- An audit engagement plan and timeline, submitted prior to fieldwork.
- Audited financial statements (signed) for each financial year covered under the assignment.
- A management letter detailing audit findings, risks identified, and recommendations.
- A brief presentation of audit findings to FRA Management/Board, if requested.
- Both hard and electronic (PDF) copies of all final reports, delivered to FRA's Head of Systems.

TIME SPAN:

The Service Provider will be engaged on a three (3)-year framework contract, covering the audit of three (3) consecutive financial years. Each year's audit shall be conducted as a distinct assignment under the framework, with performance reviewed annually. FRA reserves the right to terminate the engagement, or decline renewal for a subsequent year, in the event of unsatisfactory performance.

TIME FRAME:

Submission of EOI	Review of EOI	Signing of Contract
14th August, 2026	19th August, 2026	20th August, 2026

INSTITUTIONAL ARRANGEMENTS:

- ➢ FRA will be responsible for commissioning and managing the consultant/s and contract and finalizing details of the work schedule.
- ➢ FRA will provide supervisory support to the consultant/s.

EXPERTISE:

Interested audit firms must demonstrate the following minimum qualifications and experience:

Firm-Level Requirements

- Registered and licensed to practice as a firm of Certified Public Accountants/Auditors in Uganda, and duly compliant with the requirements of the Institute of Certified Public Accountants of Uganda (ICPAU).
- A minimum of three (3) years' practical working experience conducting external audits, preferably including audits of non-governmental organizations, coalitions, or donor-funded projects.
- Demonstrated experience auditing organizations with multiple concurrent donor grants and diverse funding sources.
- A valid practicing certificate and tax compliance certificate from the Uganda Revenue Authority (URA).
- Sound understanding of donor financial compliance requirements (e.g. EU, UN agencies, or similar institutional donors) is an added advantage.

Team Composition

- A lead audit partner/manager who is a Certified Public Accountant (CPA) with relevant experience supervising NGO or donor-funded audits.
- Supporting audit staff with relevant professional qualifications and experience in financial statement audits.

CONTENTS OF THE BID:

Information that is needed while submitting an expression of interest includes;

- Letter of interest.
- Company profile, including certificate of incorporation and ICPAU practicing license.
- Curriculum vitae(s) of the lead auditor and key audit team members.
- At least three (3) reference audit clients from the last three (3) years, preferably NGOs or donor-funded organizations.
- A technical proposal outlining the proposed audit approach and methodology.
- A financial proposal / fee quotation for the assignment.
- Valid tax clearance certificate and any other statutory compliance documentation.

STATEMENT OF SAFEGUARDING:

According to FRA's organizational value of accountability, it is our policy to safeguard all individuals involved in FRA's work against risks of exploitation and abuse. FRA will not tolerate exploitative or abusive behaviors by anyone associated with the implementation of FRA's work.

SUBMISSION OF PROPOSAL

Interested consultants (firms) with experience in executing similar assignments are invited to submit their expression of interest/bids by 14th August 2026 with the subject field "**Expression of Interest-Audit**". Addressed to; **Executive Director** Email: fra@frauganda.org. Only complete bids submitted by mail will be considered.