



Terms of Reference (ToR)

Legal Advice on Labour Law & Taxation Law – Viet Nam July 2026

ORGANISATION: Humanity & Inclusion (HI) (Legal Name Handicap International)
TERM OF REFERENCE: Legal Advice on Labor Law & Taxation Law, Human Resources, Viet Nam
CONTRACT TYPE: Service

1. BACKGROUND

Handicap International, is a non-profit association organized in compliance with French law of July 1, 1901, domiciled at 138 Avenue des Frères Lumière 69008 Lyon, France ", registered in Viet Nam in the following address: 207-208, E3, Trung Tu Diplomatic Compound, 06 Dang Van Ngu, Kim Lien Ward, Hanoi, Viet Nam. Operating under the name of "Humanity & Inclusion- HI" and represented by Mr. Bruno LECLERCQ - Country Manager.

HI was opened in 1989 in Vietnam. Over the following years, at the request of its Vietnamese partners – in particular different government ministries and provincial institutions - HI provided technical advice on disability prevention and physical rehabilitation projects. Currently, there are 3 projects being implemented in the Hanoi capital, and central-southern provinces with 6 sub-award partners. Our main donors are USAID and EC. For further information about the association: www.hi.org

2. OBJECTIVE OF THE CONSULTANCY

The objective of this Request for Proposal (RFP) is to engage a qualified law firm to provide HI Viet Nam with expert legal advisory services on labour, employment, human resources, taxation, and other related legal matters. The selected law firm will support HI Viet Nam by providing practical legal advice, assisting with compliance with the applicable Vietnamese legal framework, identifying legal risks, and recommending appropriate solutions to strengthen HI Viet Nam's policies and practices.

HI Viet Nam invites proposals from qualified law firms interested in providing these legal advisory services in accordance with the Scope of Work set out below. The engagement will be under a Framework Agreement with fixed hourly rates for an initial period of twelve (12) months, with possible extension subject to the consultant's satisfactory performance and HI's continued operational needs. Fees shall be charged based on the agreed hourly rate and the actual time spent on each assignment.

3. SCOPE OF WORK

The Law Firm shall provide legal consultancy and advisory services to HI Viet Nam on matters relating to Vietnamese labour law, employment, human resources, and taxation. The services shall include, but not be limited to, the following:

- Review HI Viet Nam's Human Resources policies, internal rules, and employment conditions to ensure compliance with applicable Vietnamese labour laws and regulations.
- Provide legal advice on labour law, employment, taxation, social insurance, compulsory insurance, personal income tax (PIT), repatriation matters, employment of foreign nationals in Viet Nam, work permits, visas, and other statutory requirements relevant to HI's operations.
- Provide timely legal advice and respond promptly to HI's requests, queries, emails, and other communications relating to employment, HR, and taxation matters.
- Analyse the applicability of Vietnamese legal requirements and relevant international or organisational frameworks to HI Viet Nam's HR policies and practices, and recommend necessary amendments to ensure legal compliance.
- Review and advise on employment contracts, amendments to employment terms and conditions, termination agreement, its potential impacts, and other employment-related documentation to ensure compliance.
- Advise on the legal implications of proposed changes to employees' terms and conditions of employment, compensation and benefits, organisational structure, or HR policies, including potential legal risks and compliance requirements.
- Monitor changes to relevant Vietnamese laws, regulations, decrees, circulars, and government directives affecting labour, employment, taxation, immigration, social insurance, occupational safety and health, and other matters relevant to HI, and proactively inform HI of such changes and their potential impact.
- Provide legal advice and written legal opinions on labour disputes, disciplinary actions, grievances, redundancy, workforce restructuring, termination of employment, severance obligations, and other employment-related matters.
- Assist HI Vietnam in communications and negotiations with employees, employee representatives, labour authorities, tax authorities, and other competent government agencies where legal support is required.
- Represent or support HI Vietnam, where requested, during collective bargaining negotiations, labour dispute resolution, mediation proceedings, labour inspections, or meetings with relevant government authorities.
- Advise HI Vietnam on occupational safety and health requirements, including legal obligations relating to workplace safety and other statutory compliance requirements applicable to its operations.
- Provide practical recommendations to minimise legal and compliance risks in HR and employment practices.
- Maintain strict confidentiality of all information, documents, and data received from HI Vietnam and perform all services in accordance with applicable professional standards and legal ethics.

The above services are indicative and not exhaustive. The Law Firm shall provide additional legal advisory services relating to employment, labour, human resources, and taxation as may reasonably be requested by HI Vietnam during the term of the engagement.

4. FEES & CHARGES

- The Law Firm shall submit its financial proposal by providing a gross hourly rate in Vietnamese Dong (VND), inclusive of all applicable taxes, duties, fees, and other charges.
- The contract term shall be from **September 2026 to August 2027**. The contract does not guarantee any minimum volume of work or payment. Legal services shall be provided on an as-

needed basis upon HI's request. Fees shall be charged only for services requested and performed, based on the number of hours agreed by both parties for each assignment.

- The Law Firm shall invoice HI only for the legal services requested and delivered in accordance with the agreed hourly rate. Any additional work or costs must receive HI's prior written approval before they are incurred.
- HI shall not be liable for any fees, expenses, disbursements, or other charges that are not included in the Law Firm's approved financial proposal or that have not been approved in writing by HI in advance.

5. DELIVERABLES

The Law Firm shall provide the following deliverables and service levels:

- **Draft Legal Advice:** Submit a draft legal opinion, advice, or response to HI's request within a maximum of **five (5) working days** (or **one (1) week**) from receipt of the request, unless otherwise agreed for urgent or complex matters.
- **Review by HI:** HI shall review the draft and provide any comments, questions, or requests for clarification within **one (1) week** of receiving the draft response.
- **Final Legal Advice:** The Law Firm shall submit the final legal opinion or response within **one (1) week** of receiving HI's comments or requests for clarification.
- **Urgent Requests:** For matters identified by HI as urgent, the Law Firm shall use its best efforts to provide advice within a mutually agreed expedited timeframe.
- **Format of Deliverables:** All legal advice, opinions, and supporting documents shall be provided in English (unless otherwise requested by HI) in electronic format via email.

6. PROFILE OF THE LEGAL ADVISOR

Minimum profile:

- At least 10 years' professional experience providing legal advisory services in Vietnamese labour/employment law and taxation law, including matters relating to employment taxation and personal income tax.
- Demonstrated knowledge of the Vietnamese legal and regulatory framework, including labour, employment, taxation, social insurance, and related legal procedures.
- Excellent written and spoken communication skills in both English and Vietnamese.

Preferred:

- Demonstrated experience advising International Non-Governmental Organisations (INGOs) or other not-for-profit organisations operating in Viet Nam.
- Experience providing legal advice and/or representation on labour and employment matters, including employment contracts, disciplinary procedures, termination, dispute resolution, collective bargaining, and compliance with Vietnamese labour legislation.
- Strong understanding of the legal and regulatory requirements applicable to INGOs operating in Viet Nam, including registration, employment of foreign staff, taxation, and regulatory compliance.
- Ability to provide practical, risk-based legal advice with timely and responsive client support.

7. APPLICATION & SUBMISSION REQUIREMENTS

7.1 Proposal submission

Interested law firms shall submit a proposal comprising the following documents:

- A company profile, including an overview of the firm's qualifications, areas of expertise, and relevant experience.
- Curriculum vitae (CVs) of the proposed lead legal advisor and any other legal professionals who will be assigned to provide the services.
- Evidence that the proposed legal advisors are duly licensed and authorised to practise law in Viet Nam (e.g., practising certificates or bar membership).
- A copy of the firm's business registration certificate and any other applicable licences or registrations required to provide legal services in Viet Nam.
- A technical proposal describing the firm's understanding of the assignment, proposed approach and methodology, and how the services will be delivered.
- A financial proposal indicating the proposed gross hourly rate(s) in Vietnamese Dong (VND), inclusive of all applicable taxes, fees, and other costs.
- An indicative work plan or proposed service delivery arrangements, including expected response times and availability.
- Contact details for at least three (3) recent client references for whom similar legal advisory services have been provided, preferably international organisations, NGOs, or organisations of comparable size and complexity.

7.2 Evaluation of Proposals

Proposals will be evaluated by an evaluation committee in two (2) stages.

Stage 1 – Administrative Compliance

The proposal will be reviewed to verify that it:

- Has been submitted by the specified deadline.
- Includes all required documents as set out in Section 7.1.
- Meets the minimum qualification and eligibility requirements specified in these Terms of Reference.

Only proposals that successfully pass the administrative compliance stage will proceed to the technical and financial evaluation.

Stage 2 – Technical and Financial Evaluation

Eligible proposals will be evaluated based on the following weighted criteria:

No.	Evaluation Criteria	Weight
1	Relevant experience in providing legal advisory services on Vietnamese labour employment and taxation law.	30%
2	Relevant experience providing legal services to International NGOs, international organization or similar entities.	20%
3	Quality of the proposed approach, service delivery arrangements, responsiveness, and availability to meet the requirements of the TOR	10%
4	Financial proposal (hourly rates and overall value for money)	40%

HI reserves the right to invite shortlisted bidders to participate in an interview or clarification meeting (via Microsoft Teams) as part of the evaluation process. HI may also contact bidders to request additional information or clarification regarding their proposals. Such requests shall not alter the substance or pricing of the proposal.

HI is an equal opportunity employer. Women and people living with disabilities are strongly encouraged to apply. HI promotes and upholds the principles of equal opportunities and its policies (PSEAH, Child Protection etc). HI has a zero-tolerance approach to any harm to, or exploitation of, a vulnerable adult or a child by any of our staff, representatives or partners.

The deadline for submission of the proposal is **09 August, 2026, 5:00 PM local time.**

Proposals should be submitted to: procurement@vietnam.hi.org

The subject of the email must be “Legal advice – on labour law & taxation law”