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*This project is supported by The Facility for Investment Ready Nature in Scotland (FIRNS). Delivered by NatureScot in collaboration with The Scottish Government and in partnership with the National Lottery Heritage Fund*

## INVITATION TO TENDER LEGAL CONSULTANCY

for:

**Project:** "Joint Ventures for Scalable Community Benefits from Rewilding"

**Company:** Highlands Rewilding Ltd

**Grant donors:** NatureScot & National Lottery Heritage Fund

**Commission:** Legal consultancy for 5 Community Joint Ventures

**Date:** 26/07/2024

## Overview

### Purpose and objectives of the contract

In 2023 Highlands Rewilding Ltd received funding from NatureScot and National Lottery Heritage Fund to develop 5 community joint ventures (CJVs) under the “Joint Ventures for Scalable Community Benefits from Rewilding” project. The key deliverables of this project are robust business models for all 5 CJVs.

The purpose of the legal consultancy work is to provide expert business development support to finalize the 5 CJVs business models.

The objectives of the legal consultancy work are to help us develop the following for each CJV idea:

- the most suitable CJV structure
- the necessary legal documents
- the drafts for the relevant shareholder or membership agreements

This needs to be done with the innovative and interdisciplinary nature of the CJVs at the core of the models.

All CJVs will share the following characteristics:

- Based in small rural communities
- Combine ecosystem services & natural capital with community prosperity approach

The legal consultancy work will overlap with business and financial modelling to allow cross-team consultations should they be needed and availability for these is an expected part of the tender .

### About Highlands Rewilding

[www.highlandsrewilding.co.uk](http://www.highlandsrewilding.co.uk)

Highlands Rewilding Ltd (HRL) is a UK rewilding company, based in the Highlands of Scotland. Our purpose is to enable nature recovery and community prosperity through rewilding taken to scale in Scotland and beyond.

HRL is a mass ownership company with no majority stakeholder and a diverse group of investors, many individuals and some from communities local to the estates.

We are dedicated to using nature-based solutions, grounded in science, to support ethically profitable land management and encourage community involvement in rewilding. It is a

progressive approach to nature conservation that revitalizes forest, peatlands and pastures, providing space for wildlife and flora to flourish and communities to thrive.

We believe local communities must be closely involved in nature recovery and are developing a progressive model for community involvement using innovative, ethical finance and investment models to bring local economic and social benefit. At the core of our work is the goal of community wealth building.

## **About the “Joint Ventures for Scalable Community Benefits from Rewilding” project**

### **1. The project**

The Community Joint Ventures project is an experimental project with funding from NatureScot and the National Lottery Heritage Fund. It seeks to develop collaborative enterprises with the local communities living adjacent to the lands that HRL manages, which benefit from ecosystem services and/or contribute to nature restoration. These could be businesses that directly deliver ecological land management on our or others’ estates through to schemes where we provide space for community groups to deliver services such as health and wellbeing support.

Currently there is no accepted blueprint for joint ventures between a for-profit company, such as HRL, and local communities working together on nature restoration. The project therefore includes funding for an interdisciplinary team working in rewilding, community engagement and business development, with resources for support from professional consultancies.

In the first phase of the project, we sourced ideas for ventures from across the communities local to our sites. Working with community partners to guide shortlisting, we then selected and developed a small number of ventures (5) across the 3 estates (Bunloit, Beldorney and Tayvallich). In this second phase, ventures will receive a range of business development support to create investible business plans; this includes market research, financial and business modelling, and legal advice.

### **2. What are Community Joint Ventures?**

For the purpose of this project, we use the following community joint venture definition. A CJV can be:

- A new business or not-for-profit enterprise (e.g. Scottish Charitable Incorporated Organisation, Community Interest Company) created jointly by Highlands Rewilding Ltd and individuals or groups from the communities local to the land we manage.

- OR a new offering, product or service. The joint venture could be set up with an existing business or community enterprise looking to expand or provide a new service. This could be done through developing a partnership agreement.

The requirements of this project are for the Community Joint Ventures to engage in trading activity and to be self-financing. Ventures may offer services which are free at point of delivery under contract to another body. Ventures developed can also utilise not-for-profit models (such as Community Interest Company, Scottish Charitable Incorporated Organisation).

Whether the ventures are for-profit or not-for-profit, they will be set up in a way that ensures benefit comes back to the community. We will establish a process which will ensure that the community derives benefits and secure the business assets in the community for the long term.

HRL's role can be anything from simply providing space for a community enterprise, or skills and advice, to more complex arrangements including a Service Level Agreement, partnership agreement or through to a separately constituted joint venture.

While we are not in a position to publicly confirm the final 5 community joint ventures we selected just yet for the benefit of this tendering process, we can share the business sectors where the community joint ventures ideas sit.

- Community growing/ horticulture
- Wellbeing in nature
- Skills training
- Eco-tourism
- Cultural heritage activities
- Game & food

All of the above share key characteristics. They are micro-enterprises or small-scale businesses / initiatives that meet the following criteria:

- Lead Person: A local person or organization willing to collaborate on the development and/or implementation of the venture
- Unmet Need: Meets an unmet identified community need or aspiration
- Nature restoration: Supports or derives benefit from nature restoration activity
- Feasibility (market demand, operational, financial)
- Readiness: Readiness for implementation; venture is discrete enough that it can be ready to move into delivery at the end of the project and once any necessary investment is secured (e.g. it won't require significant development beyond that timeframe, nor is heavily dependent on infrastructural/capital investments)

- Broad community benefit: Delivers broader benefit for communities (e.g. work opportunities/skills; resilient local economy; health and wellbeing)
- Consultancy Value Add: The idea will benefit from the consultancy support (e.g. some ideas may be too small or discrete to need this support)

# SPECIFICATIONS

## 1. Deliverables

The legal consultancy work for each CJV should be presented in separate reports.

The scope of the legal consultancy should include the following:

1. Assess the appropriate ownership structures

The 5 CJVs differ in the business/ idea development stage they are in, therefore some will require more input from the consultants while others might only require a high level overview.

Overall, however, we expect the consultancy to summarise different ownership structure options identifying their respective characteristics and advantages and disadvantages and making recommendations for the type of enterprise to which they would be most suited. Structures might include:

- Company limited by shares
- Community interest company (CIC)
- Community benefit society (CBS)
- Scottish Charitable Incorporated Organisation (SCIO)
- Mutual or cooperative society
- Or any other appropriate model

Relevant factors might include

- Ensuring the assets of the enterprise are locked into community benefit
- Ability to raise external funding / investment
- Ease of decision-making
- Ease of distributing profit
- Tax advantages

2. Provide templates for the structure and constitutional documents for each CJV

Set out all the tasks required to set up the structure of each type of entity, including incorporating and/or registering the organisation, and drafting Memorandum and Articles of association, or equivalent constitutional documents.

3. Identify key areas of decision and negotiation for any shareholders or members agreements for each CJV explaining the role and responsibilities of each party, the financial and resource inputs, and how profits could be shared.

The following outputs will be required:

- A comparative table of each of the ownership structure options, including advantages, disadvantages and
- Template structure and constitutional documentation for each of the CJVs selected
- Template shareholder or members agreements for each of the CJVs selected

The deadline for all CJV documents is the end of January 2025.

This cut-off date is critical to the delivery timeline of the entire project.

### *Existing information on local communities and business modelling*

The HRL team has undertaken initial stakeholder mapping on each estate. The information gathered by our team on the local context and selected CJVs will be available for the consultancy to use and build on. The legal advice follows the market research and business and financial modelling stages of the project. Our intention is to allow the business and financial modelling consultants to consult with the legal team should any questions arise from the previous stages of business development. We expect the legal consultants to build in time for this liaison in the proposal.

### Project timeline and delivery timetable

The project started in October 2023 and will close at the end of March 2025.

We plan to have the legal consultancy work start in September 2024 and run until the end of January 2025.

Given that the legal consultancy work will overlap with the business and financial modelling work, we suggest the following work delivery plan:

- Contracting: 3<sup>rd</sup> week of September
- Consultations with the business and financial modelling team to address any questions regarding the most suitable business model for each CJV: 1<sup>st</sup> - 18<sup>th</sup> October
- First batch of legal consulting (2-3 CJVs): 21<sup>th</sup> October - 6<sup>th</sup> December
- First batch deliverables due by 13<sup>th</sup> December
- Second batch of legal consulting (2-3 CJVs): 9<sup>th</sup> December - 31<sup>st</sup> January 2025
- Second batch of legal consulting due 31<sup>st</sup> January 2025
- Meetings with idea owners: as the business development of the CJVs is a co-designing process with the communities, we would like to hold up to 1-2 meetings with each idea owner to ensure any feedback is taken into consideration.

We would like to organize up to 1-2 meetings with each idea owner to discuss the progress of the work and an overview of the final reports.

The detailed plan of consultancy delivery is presented in the Gantt chart below.

July	Aug	Sept	Oct	Nov	Dec	Jan
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**PHASE 3**

15th

<b>1st batch of MR</b>							<b>2nd batch of MR</b>						
Opening meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Closing meeting

*Update meetings with IOs - frequency to be set by consultants*

<b>1st BM batch</b>							<b>2nd BM batch</b>						
Opening meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Closing meeting

*Update meetings with IOs - frequency to be set by consultants*

<b>Consulting BM with legal</b>				<b>1st batch of legal</b>				<b>2nd batch of legal</b>								
Opening meeting	<i>Liason with Business &amp; Financial Modelling</i>			Opening meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Opening meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Weekly progress meeting	Closing meeting

*Update meetings with IOs - frequency to be set by consultants*



## **2. Methodology**

“Joint Ventures for Scalable Community Benefits from Rewilding” is an experimental project, and so we do not have a precise methodology for the legal consultancy work.

However, we would like the work to recognise the following aspects of our project:

- Innovative nature of the CJVs
- Interdisciplinarity of the CJVs: ecosystem services; community engagement; community prosperity

## **3. Required experience**

Given the above, our priority is to engage with a consultancy, practice or a qualified freelancer with experience in:

- small-scale businesses & micro-businesses
- start-ups and/ or innovative interdisciplinary ventures
- local community projects
- rural economies & Scottish rural context
- ecosystem services (e.g. agriculture, forestry) & natural capital ventures (e.g. soil carbon credits)
- community engagement & community prosperity

The proposal should demonstrate clearly how these requirements are met by your suggested team of experts. Please include the experts' profiles and CVs in the tender documentation.

## **CONTRACT MANAGEMENT**

### **1. Budget**

- consultation with business and financial modelling team: £1,000
- assessment of correct CJV structure: £2,500
- drawing up the legal documents: 5 x £3,000
- drawing up shareholder or membership agreements 5 x £3,200

Total: £34,500.00 (exclusive of VAT)

### **Payment schedule**

Payments will be released in two batches upon completion of Legal Consulting Batch 1 and Legal Consulting Batch 2 (unless the consultancy presents a different and suitable work delivery plan).

### **2. Project management**

“Joint Ventures for Scalable Community Benefits from Rewilding” is coordinated by our dedicated team. The project coordinator will be responsible for day-to-day communications with the consultancy on HRL's behalf. Should there be a need for wider consultations with HRL on specific aspects of the business and financial modelling, the project coordinator will manage liaison, including organising any meetings with the wider team.

## Our team

Project Coordinator: Zofia Dziewanowska-Stefanczyk

Community Engagement Coordinators: Annabel Davidson & Dr Katherine Hill

Business Development Director: Dr Hannah Rudman

Co-Chief Scientist: Dr Calum Brown

Marine Rewilding Lead: Dr David Smyth

### **3. Contract terms**

We will award the contract on either (a) a suitable letter of engagement from a regulated professional firm or (b) the attached terms and letter of appointment adapted as appropriate. If you have any issues with the terms please highlight them in your response.

## **AWARD CRITERIA**

### Proposal content

The tender proposals should include the following information:

- experience of legal advice to community business enterprises in the context of the rural economy of the Scottish Highlands
- outline of internal responsibilities and liaisons (including project manager/lead contact)
- details of staff allocated to the project, including corresponding experience and CVs
- availability to start
- timescale for carrying out the project (e.g. a Gantt chart)
- overall cost of the work

### Grading criteria

- degree of understanding of the issues demonstrated by HRL
- degree of fulfilment of the criteria listed in the Specifications section
- appropriateness of the proposed methodology and methods
- degree of experience to complete the work demonstrated by the bidder
- how well the bidder has structured a team to successfully manage the contract and deliver the work to the budget and timetable required

## TENDER SUBMISSION

Submission: Please send your questions and proposals to:  
[zofia.dziewanowska@highlandsrewilding.co.uk](mailto:zofia.dziewanowska@highlandsrewilding.co.uk)

Submission deadline: **11<sup>th</sup>** September 2024

Selecting the consultancy & interviews (remote): **13<sup>th</sup> - 17<sup>th</sup>** September

Contracting: **18<sup>th</sup> - 20<sup>th</sup>** September

Queries:

Should you have any questions, do not hesitate to contact us. The deadline for submitting questions is **6<sup>th</sup> September**.

### **Annexes:**

1. Draft Contract Terms
2. Draft Letter of appointment