



SOLICITATION OF QUALIFICATION (SOQ)

PART 1 - GENERAL INFORMATION & RESPONDENT INSTRUCTIONS

1.1 Introduction

- a) This Solicitation of Qualification (SOQ) is being issued by Citizenship and Immigration Canada (CIC)
- b) The objective of this SOQ is to identify qualified service providers to be included on CIC's website to provide due diligence services to applicants under the CIC Immigrant Investor Venture Capital (IIVC) Pilot Program.
- c) This SOQ will not result in any Contract(s) for services between qualified service providers and the Crown.

1.2 Parts of the SOQ

Part 1 General Information & Respondent Instructions: provides an overview of the IIVC Pilot Project requirements, the instructions, and clauses and conditions applicable to the SOQ;

Part 2 Response Preparation Instructions: provides Respondents with instructions on how to prepare their response to the SOQ;

Part 3 Overview of Qualification Process: provides Respondents with an overview of the phases of the qualification process;

Part 4 Evaluation Procedures and Selection of Qualified Respondants: indicates how the evaluation of SOQ responses will be conducted, the evaluation criteria, and the basis of selecting the Due Diligence Service Providers under the CIC Immigrant Investor Venture Capital Pilot Program and

Part 5 Certifications: includes the certifications to be provided as part of the SOQ response.

The following annexes are also included:

- Annex A: SOQ Submission Form & Chief Executive Officer (CEO) Certification
- Annex B - Mandatory Criteria
- Annex C - Process - Post Qualification Phase
- Annex D - Definitions
- Annex E - SOW
- Annex F - Standard Instructions - Competitive Requirements



1.3 Overview of the IIVC Pilot Project

Canada is introducing an Immigrant Investor Venture Capital (IIVC) pilot program in relation to which persons seeking to apply would be required to obtain a due diligence report from a qualified third party that screens and validates the individual's Wealth and Business Profile. Such services will be performed by a Service provider identified as a result of this SOQ process. Applicants selected for processing under the IIVC Pilot Program will engage a qualified Service Provider to perform such due diligence, and the applicants will pay a service charge(s) directly to the Service Provider for the services to be provided including the development of a Due Diligence Report (Report). The applicant will submit the Report in support of their application. The Report will be used by CIC when processing applications for permanent residence under the IIVC Pilot Program. This SOQ will not result in any Contract(s) for services between qualified service providers and the Crown.

The IIVC will be implemented using Ministerial Instructions (MI) authorities based on s. 14.1 of the *Immigration and Refugee Protection Act* (IRPA), which were created to test innovative economic immigration program designs. The IIVC will target high-net worth business immigrants who will make an at-risk investment to fill key financing gaps in the economy in support of promising Canadian entrepreneurs. In addition to making an investment, immigrant investors will be required to demonstrate human capital attributes and a certain level of net worth that was obtained through business endeavours and/or investment activity.

1.4 Standard Instructions, Clauses and Conditions

- a) Respondents who submit a response agree to be bound by the instructions, clauses and conditions of the SOQ.
- b) Annex "G", Standard Instructions – Competitive Requirements are incorporated by reference into and form part of this Solicitation of Qualification, except that:
 - i) Section 03 (4), which discusses a validity period, does not apply, given that this SOQ invites Respondents simply to qualify. Canada will assume that all Respondents who submit a response continue to wish to qualify unless they advise the SOQ Authority that they wish to withdraw their response.

If there is a conflict between the provisions of Annex "G", Standard Instructions - Competitive Requirements and this document, this document prevails.

1.5 Submission of Responses

- a) Responses must be submitted only to Citizenship and Immigration Canada by the date, time and place indicated on page 1 of the SOQ.
- b) Responses received after the date, time and place indicated on page 1 of the SOQ will be accepted.
- c) Canada requests that responses are sent electronically to BRU@cic.gc.ca
- d) Due to the nature of the SOQ, responses transmitted by facsimile to Citizenship and Immigration Canada will not be accepted.

1.6 SOQ Authority

Jerry Menihardt
Team Leader, Procurement
BRU@cic.gc.ca



1.7 Enquiries During the SOQ Response Period

All enquiries must be submitted in writing to the SOQ Authority no later than 5 calendar days before the response closing date. Enquiries received after that time and before SOQ closing date may not be answered. Respondents should reference as accurately as possible the numbered item of the SOQ to which the enquiry relates. Care should be taken by Respondents to explain each question in sufficient detail in order to enable Canada to provide an accurate answer. Technical enquiries that are of a proprietary nature must be clearly marked "proprietary" at each relevant item. Items identified as "proprietary" will be treated as such except where Canada determines that the enquiry is not of a proprietary nature. Canada may edit the questions or may request that the Respondent do so, so that the proprietary nature of the question is eliminated, and the enquiry can be answered with copies to all Respondents. Enquiries not submitted in a form that can be distributed to all Respondents may not be answered by Canada.

1.8 Composition of Core Team

(a) Canada requires that each Respondent submitting a response to the SOQ indicate in the table at Annex A: SOQ Submission Form & Chief Executive Officer (CEO) Certification (by inserting the relevant company and / or organisation name) the composition of its Core Team. Only the capabilities and experience of the Core Team will be considered when evaluating the response submitted to this SOQ.

(b) The Core Team may be comprised of a maximum of the Respondent and any additional firms deemed necessary by the Respondent (Core Team Members). The structure can either be prime (Respondent) and subcontractors or a joint venture of two or more of the members identified as the Core Team, if applicable.

(c) Once a Respondent has identified itself as the Respondent, it must remain the Respondent and cannot switch roles with any member of its Core Team for the duration of the IIVC Pilot Program.

(d) After qualification of service providers, changes to the Core Team may only be made following receipt of written approval from the SOQ Authority. Failure to maintain the Core Team throughout the IIVC Pilot Program, at the discretion of Canada, will result in the Respondent becoming ineligible as a due diligence service provider under the IIVC Pilot Program.

(e) Respondents must, in their SOQ Response, identify what role each member of their Core Team will play in delivery of this requirement.

1.9 Applicable Laws

A Respondent may, at its discretion, substitute the applicable laws of a Canadian province or territory of its choice without affecting the validity of its response, by inserting the name of the Canadian province or territory of its choice in the SOQ Submission Form and CEO Certification included as Annex A. If no other province or territory is specified, the Respondent acknowledges that the laws of Ontario are acceptable to it.

1.10 Debriefings

After notification of Canada's determination of non-responsiveness, Respondents may request a debriefing on the results of the SOQ. Respondents should make the request to the SOQ Authority within 15 working days of receipt of notification that their response was unsuccessful. The debriefing may be provided in writing, by telephone or in person.



PART 2 - RESPONSE PREPARATION INSTRUCTIONS

2.1.1 Preparation Instructions

- a) Canada requests that Respondents provide 1 electronic copy of their complete response. If there is a discrepancy between the wording of the master copy and any other copy, the wording of the master will have priority.
- b) Canada requests that Respondents use 8.5 x 11 inch paper and a numbering system that corresponds to the SOQ. Respondents are also requested to include a title page at the front of the response that includes the title, date, document number, Respondent's name and address and contact information.

2.2 Contents of Response

- a) A complete response consists of the following:
 - i) SOQ Submission Form: Respondents should include the information contained in the SOQ Submission Form (Annex A) with their responses. Annex A provides a common form in which Respondents can provide information required for evaluation, such as contact names, etc. Using the form to provide this information is not mandatory, but it is recommended. If the information requested is not provided with the SOQ response, it will be mandatory upon request.
 - ii) Certifications: All Certifications specified in Part 5 of this SOQ are requested at SOQ closing; however they are mandatory upon request.
 - iii) Responses, including supporting documentation, where required, to all mandatory criteria.
- b) Pricing Information for the IIVC Pilot Project requirement is not required in the response to the SOQ.



PART 3 - OVERVIEW OF THE QUALIFICATION PROCESS

- 1) Issue SOQ on the Government Electronic Tendering Service (GETS)
- 2) To demonstrate understanding of this solicitation, the Respondent must clearly and concisely respond to each of the requirements corresponding to the mandatory criteria set out in Annex B, as well as provide supporting documentation, where required.
- 3) The Respondent is responsible to submit a complete response to this SOQ. Where, upon review by CIC, it is evident that one or more mandatory requirements have not been addressed; CIC will notify the Respondent and provide the Respondent two (2) days to address all missing components.
- 4) CIC will evaluate SOQ responses, and may communicate with the Respondent for clarification and verification, as required.
- 5) Respondents must meet all mandatory criteria.
- 6) CIC will communicate with Respondents indicating whether they have qualified as a Provider of due diligence services for the purpose of the IIVC and their details will be posted on CIC's website.



PART 4 - EVALUATION PROCEDURES AND SELECTION OF QUALIFIED RESPONDANTS

4.1 Contents of Response

- a) Responses will be assessed in accordance with the entire requirement of the SOQ.
- b) An evaluation team composed of Government of Canada (GC) representatives will evaluate the SOQ responses on behalf of Canada.
- c) In addition to any other time periods established in the SOQ, if Canada seeks clarification or verification from the Respondent about its response, the Respondent will have 2 working days (or a longer period if specified in writing by the SOQ Authority) to provide the necessary information to Canada. Failure to meet this deadline will result in the response being declared non-responsive and not considered further. If additional time is required by the Respondent, the SOQ Authority may, following receipt of a written request from the Respondent, grant an extension in his or her sole discretion.
- d) Respondents are requested not to include brochures and promotional materials in their responses except to the extent required to demonstrate that the Respondent is qualified in relation to the specific elements described in this SOQ.
- e) Unless otherwise indicated, when responding to Mandatory Requirements where a Respondent is requested to provide a Reference Project for the purpose of evaluating a certain type of experience that is relevant to the requirements of this SOQ, the experience gained through the identified Reference Project may be that of:
 - i) The Respondent itself; or
 - ii) A member of the Core Team that the Respondent proposes to use to deliver any part of the work that might result from this solicitation process, provided that the work of the proposed Core Team member will be the same as the work carried out by that Core Team member in the Reference Project submitted for evaluation.
- f) Where the Respondent uses references, within any part of their response, to information contained in other documents contained in the response; then any such reference included in a response must be to the specific location of the referenced information within the document and should include the following details:
 - i) Response Part # (if applicable);
 - ii) Document name;
 - iii) Document Section name and Number (if applicable); and
 - iv) Document Page Number.
- g) Any reference to a URL that requires Canada to download information from an Internet site to validate any Mandatory requirement will not be accepted and will render the response non-responsive.
- h) Statements explaining how each Mandatory requirement are met and relevant narrative and/or documentation to support the validation must be included in the Respondent's response.
- i) Responses to each Mandatory requirement of the SOQ will be evaluated using the criteria stipulated. It is imperative that the Respondent address each requirement in sufficient depth to permit the evaluation team to evaluate the compliance of the response in accordance with the stated criteria. Therefore, the Respondent should provide any additional information that it considers pertinent to support the evaluation of the response to an individual requirement.
- j) The experience of a corporate predecessor will be evaluated as experience of a member of the Respondent's Core Team where:
 - i) the corporate predecessor amalgamated with another corporation to form the Respondent Core Team member; and
 - ii) all or substantially all the assets of the corporate predecessor were acquired by the Respondent Core Team member, the majority of the corporate predecessor employees became employees of the Respondent Core Team member, and both the corporate predecessor and the Respondent carry on essentially the same business.



4.2 Basis of Selection

- a) The SOQ evaluation process is divided into the following 2 steps:
 - i) Step 1: Evaluation of Compliance with Mandatory Requirements;
 - ii) Step 2: Selection of Qualified Respondents.

4.3 Step 1: Evaluation of Compliance with Mandatory Requirements

- a) All elements of the SOQ that are mandatory requirements are identified specifically with the words “must” or “mandatory”. Mandatory requirements are evaluated on a simple pass/fail basis.
- b) The Respondent’s response must address all mandatory submission requirements specified in Annex B of this SOQ. The Respondent responses that do not comply with each and every mandatory requirement will be declared non-responsive and will be eliminated from further consideration.

4.4 Step 2: Selection of Qualified Respondents

- a) Each Respondent with a response that complies with all mandatory requirements will be qualified to provide due diligence services for the purpose of the IIVC pilot program.



PART 5 – CERTIFICATIONS

The following certification requirements apply to this SOQ. The Applicant must complete, sign and include the certification below in its response.

Certification of Professional Conduct

By submitting a response to this SOQ, the Respondent certifies its compliance with governing licensure requirements (ie. Provincial, State or International) or professional standards with accounting professional groups by providing related certifications. These certifications will meet the Crown's standard for professionalism.

If the firm is not licensed, or a member of a governing professional group, the respondent's authorized individual will agree by signature to the Crown's code of conduct below in performing the work. The authorized individual must be a certified member in compliance with governing licensure requirements (ie. Provincial, State or International) or professional standards with accounting professional groups by providing related certifications.

The respondent's authorized individuals who will be signing off on the due diligence reports must comply with the above certification.



Certification of Conduct of the Work

1. The Respondent represents and warrants that:
 1. it is competent to perform the Work;
 2. it has everything necessary to perform the Work, including the resources, facilities, labour, technology, equipment, and materials; and
 3. it has the necessary qualifications, including knowledge, skill, know-how and experience, and the ability to use them effectively to perform the Work.
2. The Respondent must:
 1. perform the Work diligently and efficiently;
 2. except for Government Property, supply everything necessary to perform the Work;
 3. use, as a minimum, quality assurance procedures, inspections and controls generally used and recognized by the industry to ensure the degree of quality required;
 4. select and employ a sufficient number of qualified people;
 5. provide effective and efficient supervision to ensure that the quality of workmanship meets the requirements of this SOQ.
3. The Work must not be performed by any person who, in the opinion of Canada, is incompetent, unsuitable or has conducted himself/herself improperly.
4. The Respondent must provide any information that Canada may reasonably require from time to time including verifying the authenticity of the Report(s) submitted by Applicants. .
5. The Respondent is fully responsible for performing the Work.

Signature of Respondent

Date

Name (Printed)

Title (Authorized Representative or Officer)

Origin of Designation



Certification of Understanding

The Respondent certifies that all parts of this SOQ have been reviewed in detail and are completely understood in order to make the proposal submission.

The Respondent further certifies that all statements made with regard to the qualifications and experience of the organization and the managers responsible for supervising and verifying the due diligence screening process are accurate and factual, and that the Applicant is aware that CIC reserves the right to verify any information provided in this regard.

Should verification by CIC disclose untrue statements, CIC shall have the right to treat any proposal submission as non-responsive or any qualified Service Provider of due diligence services resulting from this proposal submission as being in default and to terminate it accordingly.

Signature of Respondent

Date

Name (Printed)

Title (Authorized Representative or Officer)



Annex A: SOQ Submission Form & Chief Executive Officer (CEO) Certification

| RESPONSE SUBMISSION FORM | |
|--|---|
| Respondent full legal name | |
| Authorized Representative of Respondent for evaluation purposes (e.g., clarifications) | Name: |
| | Title: |
| | Address: |
| | Telephone #: |
| | Fax #: |
| | Email: |
| Core Team Member 2 full legal name | |
| | Address: |
| Core Team Member 3 full legal name | |
| | Address: |
| Canada's Official Language in which the Respondent will communicate with Canada during any subsequent process - indicate either English or French | |
| Applicable Jurisdiction: in lieu of the laws of the Province of Ontario we select the laws of the Province of: | Canadian Province: |
| As the Chief Executive Officer (CEO) of the Respondent, by signing below, I confirm that I have read and understood the entire SOQ including the documents incorporated by reference into the SOQ and the entire Response, and I certify that all the information provided in the SOQ Response is complete, true and accurate. | |
| Signature of CEO | Name: Address: Phone: Email: Signature: |



Annex B - Mandatory Criteria

Respondents must demonstrate that they meet all requirements of the mandatory criteria with statements, narrative and supporting documentation, where applicable.

| <u>Mandatory Criteria</u> | <u>Required Supporting Information</u> |
|---|--|
| <p>Mandatory Criterion #1: Expertise in conducting integrity and due diligence checks on individuals</p> <p>The Respondent must demonstrate expertise in the verification of individuals' Wealth and Business Profile (regardless of the country/region it is based in), including verifying whether the subject:</p> <ol style="list-style-type: none"> 1) owns the assets he/she claims to own; 2) has valued his/her assets fairly and accurately; 3) has the business experience he/she claims to have, including but not limited to verifying any declared business holdings and/or employment in a business; 4) has amassed his/her wealth through legal business activities and does not have a history of illicit business or other activities; 5) is a politically exposed person; 6) is subject to any international sanctions | <ol style="list-style-type: none"> a) The Respondent must provide supporting documentation that includes: <ol style="list-style-type: none"> i. a description of the type of organization it is ii. its mandate, governance structure, and the length of time it has been operating its due diligence service iii. a job description for the position of the resource(s) who will be undertaking the due diligence work b) The Respondent must confirm and describe the tools and methodology that it uses to demonstrate its expertise in conducting integrity and due diligence checks on individuals and provide examples of the type of Clientele they currently provide these services for. c) The Respondent must describe what steps it takes to conduct due diligence checks when the methods described under b) are not sufficient or available. |
| <p>Mandatory Criterion #2: Expertise in accounting (including forensic) and business/asset valuation</p> <p>The Respondent must demonstrate expertise in analysing financial documents to:</p> <ol style="list-style-type: none"> 1) determine their authenticity; 2) verify that they were prepared in accordance with prescribed accounting norms and standards (including International Financial Reporting Standards or Generally Accepted Accounting Principles); 3) assess the fairness/accuracy of business/asset valuations | <ol style="list-style-type: none"> a) The Respondent must explain their capabilities and provide documentation demonstrating qualifications in forensic accounting and valuations. b) The Respondent must indicate what financial documentation and any other documentation is required from the Applicant applying for permanent residence to Canada under the IIVC in order to verify his/her Wealth and Business Profile (e.g. financial and other assets, business ownership, etc). c) The Respondent must provide process flows and/or steps including any regulatory bodies that will be consulted in preparing applicant's financial and other documents in accordance with prescribed accounting norms and standards as well as authenticating and assessing the fairness/accuracy of the applicant's valuation of business(es)/assets. |



| | |
|---|---|
| <p><u>Mandatory Criterion #3: Ability to provide services globally</u></p> <p>The Respondent must have global operations or be part of a network operating globally under common standards from which the Respondent can draw resources and local expertise for the purpose of conducting due diligence on an Applicant irrespective of his/her country of origin or location of asset holdings and business operations.</p> | <ul style="list-style-type: none"> a) The Respondent must provide an organizational structure. This structure must be able to provide services globally, and provide any formal or informal arrangements or agreements that exist between the Respondent and other organizations in order to meet international requirements. b) The Respondent must confirm that it is able to conduct due diligence on Applicants, regardless of where the Applicant or his/her business interest resides or where his/her assets are held. If this confirmation is not possible, the Respondent must provide an explanation as to what circumstance would prevent it from undertaking this work for some Applicants. In these cases, an alternative proposal to a typical due diligence check must be presented. c) The Respondent must confirm how it ensures the integrity of the resources or expertise it relies upon to conduct due diligence when it must go beyond its own operations or expertise and rely on its global network to conduct some or all aspects of due diligence verifications. |
| <p><u>Mandatory Criterion #4: Ability to meet CIC operational requirements</u></p> <p>The Respondent must confirm and demonstrate that it has the ability and commitment to collaborate with CIC to meet operational needs.</p> | <p><u>Due Diligence Report</u></p> <ul style="list-style-type: none"> a) The Respondent must confirm it has the ability to provide a due diligence report as described in the Statement of Work (Annex E). b) The Respondent must submit two samples of due diligence report they have prepared. <p><u>Communication with CIC</u></p> <ul style="list-style-type: none"> a) The Respondent must identify a process for CIC to verify information contained within the report prepared by the Respondent and provided by the Applicant to CIC and indicate what documents would be shared. <p><u>Timelines</u></p> <ul style="list-style-type: none"> a) The Respondent must illustrate how they will be able to produce a due diligence report in three weeks (15 business days) in cases where all required documentation is provided by the Applicant and no subsequent information is required by the Applicant to complete the report. |



Annex C - Post Qualification Phase

Respondents who are able to demonstrate that they meet all mandatory criteria described in Annex A will be identified as qualified to provide due diligence services for the purpose of the IIVC. Qualified Respondents will receive confirmation in writing from CIC and their name and contact details will be listed on CIC's website. Applicants requiring a due diligence report for the purpose of their application to the IIVC pilot program will be directed to the list of qualified Service Providers to obtain a due diligence report. The selection of a Service Provider from the CIC website is at the sole discretion of the applicant.

Qualified Respondents cannot publically distribute or advertise their qualification as a due diligence service provider under IIVC program, including information included in Respondent websites without the prior approval of the SOQ Authority.



Annex D - Definitions

1. “Due Diligence Service Provider” as identified by CIC, means an entity that is able to:
 - a. scrutinize financial and other documents relating to a Applicant’s wealth and business experience regardless of country of origin
 - b. provide facts on the Applicant’s net worth and business experience
 - c. identify any areas for concern relating to illegal business activities or fraud
 - d. provide these services globally
2. “Service” shall mean all activities described in Annex E (the Statement of Work).
3. “Applicant” shall mean a foreign national seeking to apply for permanent resident status under the IIVC pilot program and required to obtain a due diligence report concerning his/her Wealth and Business Profile, in support of his/her immigration application under the IIVC.
4. “Wealth and Business Profile” shall mean the value and source of the applicant’s net worth and legitimacy of his/her business experience.



Annex E – SOW

1. Background

The Due Diligence Service Provider (“Service Provider”) is qualified to provide services to persons (“Applicants”) seeking to apply for permanent residence under the Immigrant Investor Venture Capital (IIVC) pilot program, pursuant to the Immigration and Refugee Protection Act, S.C. 2001, c. 27 (“IRPA”), its regulations or ministerial instructions made under it. These Services would be provided in fulfillment of a IIVC pilot program requirement for the verification of a Applicant’s business history and value and source of wealth by a qualified Service Provider.

2. Scope

The Service Provider must undertake the Services as described in this Statement of Work which will entail the verification of Applicant’s business experience and source of wealth; and the provision of a due diligence report to the Applicant. The Service must be available for use by Applicants by January 1, 2015.

3. Tasks

The service provider must conduct the following tasks:

- Due diligence services for Applicant’s wishing to apply for permanent residence under the IIVC. The Service Provider must verify the Applicant’s Wealth and Business Profile to determine whether the Applicant:
 - i. owns the assets he/she claims to own;
 - ii. has valued his/her assets fairly and accurately;
 - iii. has the business experience he/she claims to have, including business holdings and/or employment in a business;
 - iv. has amassed his/her wealth through legal business activities and does not have a history of illicit business or other activities;
 - v. is a politically exposed person; and
 - vi. is subject to any international sanctions
- Respond to CIC requests to verify information contained within the Due Diligence Report within two business days.

4. Deliverables

The service provider must provide the following deliverables:

- A hard-bound Due Diligence report provided to the Applicant in three weeks (15 business days) in cases where all required documentation is provided by the Applicant.
- The Due Diligence Report must be presented on official letterhead and must include the following information:
 1. Identifying information about the Service Provider and Applicant
 - a. Name of the Service Provider and contact information (e.g. official letterhead)
 - b. Date of report
 - c. Reference/file number
 - d. Name of Applicant
 - e. Applicant’s date of birth
 2. Information on document authentication
 - a. Types of documents that will be reviewed showing ownership and value of assets and business history/experience of Applicants.
 - b. Sources/methods used to verify/validate information provided in the documentation.
 - c. Explanation of what was verifiable, what was not verifiable and any discrepancies in information provided by the Applicant and what was uncovered by the Service Provider.



3. Due Diligence Report statement
 - a. For CIC's purpose of determining the Applicant's eligibility under the IIVC, the Service Provider must clearly state the following:
 - i. Statement on the validity of the Applicant's ownership claims to assets and business(es).
 - ii. Statement on the fairness and accuracy of the value of assets and business holdings presented by the Applicant.
 - iii. Statement of how the Applicant's wealth was accumulated.
 - iv. Statement on the Applicant's business experience, including his/her business holding or employment in a business.
 - v. Statement indicating any areas of concern related to the Applicant's involvement in litigation, illicit business or other activities.
 - vi. Statement explaining whether or not the Applicant is a politically exposed person.
 - vii. Statement explaining whether or not the Applicant is subject to any international sanctions.

5. Constraints

Total volumes for permanent residence applications under the IIVC will depend on the number of applications required to fill the IIVC fund. Similarly, the rate at which Applicants will take up this Service with a Service Provider is unknown since the due diligence report would be a new requirement under the IIVC and the distribution of Applicants among Service Providers is unknown. For these reasons, CIC cannot guarantee, provide any assurance of, or information regarding the future volume of due diligence report applications to the Service Provider. No matter what the ultimate volume of Applicants availing themselves of the Service of the Service Provider, no payment or subsidy will be made by CIC.

6. Language

The due diligence report must be written in English or French, as determined by the applicant.



Annex F – Standard Instructions - Competitive Requirements

01 Code of Conduct and Certifications – Response

1. The respondents must a) respond to this SOQ in an honest, fair and comprehensive manner, b) accurately reflect their capacity to satisfy the requirements stipulated in the SOQ.
2. Respondents further understand that, to ensure fairness, openness and transparency in the SOQ process, the commission of certain acts or offences will render them ineligible. Canada will declare non-responsive any response in respect of which the information herein requested is missing or inaccurate, or in respect of which the information contained in the certifications specified hereinafter is found to be untrue, in any respect, by Canada. If it is determined, that the Respondent made a false declaration, Canada will have the right to terminate. The Respondent will be required to diligently maintain up-to-date the information herein requested. The Respondent and any of the Respondent's parent companies, subsidiaries and affiliates, will also be required to remain free and clear of any acts or convictions specified herein. Canada may verify the information provided by the Respondent, including the information relating to the acts or convictions specified herein, through independent research, use of any government resources or by contacting third parties.
3. For the purpose of this section, business concerns, organizations and individuals are Respondent's affiliates if:
 1. directly or indirectly either one controls or has the power to control the other, or
 2. a third party has the power to control both.Indicia of control, include, but are not limited to, interlocking management or ownership, identity of interests among family members, shared facilities and equipment, common use of employees, or a business entity created following the acts or convictions specified in this section which has the same or similar management, ownership, or principal employees, as the case may be.
4. By submitting a response, the Respondent certifies to be aware, and that its parent companies, subsidiaries and affiliates are aware, that Canada may verify the information provided by the Respondent, including the information relating to the acts or convictions specified herein, through independent research, use of any government resources or by contacting third parties.
5. By submitting a response, the Respondent certifies that neither the Respondent nor any of the Respondent's parent companies, subsidiaries or affiliates have directly or indirectly, paid or agreed to pay, and will not, directly or indirectly, pay a contingency fee to any individual for the solicitation or negotiation if the payment of the fee would require the individual to file a return under section 5 of the Lobbying Act.
6. By submitting a response, the Respondent certifies that except for those offences where a criminal pardon or a record suspension has been obtained, capacities restored by the Governor in Council, or leniency granted as further described in subsection 7 herein, neither the Respondent nor any of the Respondent's parent companies, subsidiaries or affiliates has ever been convicted of an offence under any of the following provisions:
 1. section 45 (*Conspiracies, agreements or arrangements between competitors*), 46 (*Foreign directives*) 47 (*Bid rigging*), 49 (*Agreements or arrangements of federal financial institutions*), 52 (*False or misleading representation*), 53 (*Deceptive notice of winning a prize*) under the Competition Act, or
 2. section 121 (*Frauds on the government and Contractor subscribing to election fund*), section 124 (*Selling or Purchasing Office*), section 380 (*Fraud*) for fraud committed against Her Majesty or section 418 (*Selling defective stores to Her Majesty*), section 462.31 (*Laundering proceeds of crime*) or sections 467.11 to 467.13 (*Participation in activities of criminal organization*) of the Criminal Code of Canada, or
 3. paragraph 80(1)(d) (*False entry, certificate or return*), subsection 80(2) (*Fraud against Her Majesty*) or section 154.01 (*Fraud against Her Majesty*) of the Financial Administration Act, or
 4. section 239 (*False or deceptive statements*) of the Income Tax Act, or
 5. section 327 (*False or deceptive statements*) of the Excise Tax Act, or
 6. section 3 (*Bribing a foreign public official*) of the Corruption of Foreign Public Officials Act, or
 7. section 5 (*Trafficking in substance*), section 6 (*Importing and exporting*), or section 7 (*Production of substance*) of the Controlled Drugs and Substance Act.



7. In circumstances where a criminal pardon or a record suspension has been obtained, capacities restored by the Governor in Council, or leniency granted pursuant to a formal program (similar to the Competition Bureau's Leniency Program) for offences other than sections 121, 124, 380 for fraud committed against Her Majesty and 418 of the Criminal Code of Canada or offences under the Financial Administration Act, the Respondent must provide with its response a certified copy of confirming documentation from an official source.

02 Definition of Respondent

"Respondent" means the person or entity (or, in the case of a joint venture, the persons or entities) submitting a response for goods, services or both. It does not include the parent, subsidiaries or other affiliates of the Respondent, or its subcontractors.

03 Submission of Responses

1. Canada requires that each response, at closing date and time or upon request from the SOQ Authority, be signed by the Respondent or by an authorized representative of the Respondent. If a response is submitted by a joint venture, it must be in accordance with section 10.
2. It is the Respondent's responsibility to:
 1. obtain clarification of the requirements contained in the SOQ, if necessary, before submitting a response;
 2. prepare its response in accordance with the instructions contained in the SOQ;
 3. submit by closing date and time a complete response;
 4. send its response only to the address specified in the SOQ; and
 5. provide a comprehensible and sufficiently detailed response that will permit a complete evaluation in accordance with the criteria set out in the SOQ.
3. If Canada has provided respondents with multiple formats of a document (for example, a document may be downloaded through the Government Electronic Tendering Service (GETS) but may also be made available on CD-ROM through GETS), the format downloaded through GETS will take precedence. If Canada posts an amendment to the SOQ revising any documents provided to respondents in multiple formats, Canada will not necessarily update all formats to reflect these revisions. It is the Respondent's responsibility to ensure that revisions made through any SOQ amendment issued through GETS are taken into account in the alternate formats it uses of SOQ documents.
4. Responses will remain open for acceptance for a period of **not less than ninety (90) days from the closing date of the SOQ**, unless specified otherwise in the SOQ. Canada reserves the right to seek an extension of the response validity period from all responsive respondents in writing, within a minimum of three (3) days before the end of the response validity period. If the extension is accepted by all responsive respondents, Canada will continue with the evaluation of the responses. If the extension is not accepted by all responsive respondents, Canada will, at its sole discretion, either continue with the evaluation of the responses of those who have accepted the extension or cancel the solicitation.
5. Response documents and supporting information may be submitted in either English or French.
6. Responses received on or before the stipulated SOQ closing date and time will become the property of Canada and will not be returned. All responses will be treated as confidential, subject to the provisions of the Access to Information Act (R.S. 1985, c. A-1) and the Privacy Act (R.S., 1985, c. P-21).
7. Unless specified otherwise in the SOQ, Canada will evaluate only the documentation provided with a respondent's response. Canada will not evaluate information such as references to Web site addresses where additional information can be found, or technical manuals or brochures not submitted with the response.
8. A response cannot be assigned or transferred in whole or in part.



04 Legal Capacity

The Respondent must have legal capacity. If the Respondent is a sole proprietorship, a partnership or a corporate body, the Respondent must provide, if requested by the SOQ Authority, a statement and any requested supporting documentation indicating the laws under which it is registered or incorporated together with the registered or corporate name and place of business. This also applies to respondents submitting a response as a joint venture.

05 Rights of Canada

1. Canada reserves the right to:
 1. cancel the SOQ at any time; and
 2. reissue the SOQ

06 Rejection of Response

1. Canada may reject a response where any of the following circumstances is present:
 1. the Respondent is bankrupt or where, for whatever reason, its activities are rendered inoperable for an extended period;
 2. evidence, satisfactory to Canada, of fraud, bribery, fraudulent misrepresentation or failure to comply with any law protecting individuals against any manner of discrimination, has been received with respect to the Respondent, any of its employees or any subcontractor included as part of the response;
 3. evidence satisfactory to Canada that based on past conduct or behavior, the Respondent, a subcontractor or a person who is to perform the Work is unsuitable or has conducted himself/herself improperly; and
 4. with respect to current or prior transactions with the Government of Canada:
 1. Canada has exercised its contractual remedies of suspension or termination for default with respect to a contract with the Respondent, any of its employees or any subcontractor included as part of the response; and/or
 2. Canada determines that the Respondent's performance on other contracts, including the efficiency and workmanship as well as the extent to which the Respondent performed the Work in accordance with contractual clauses and conditions, is sufficiently poor to jeopardize the successful completion of the requirement being response on.
2. Where Canada intends to reject a response pursuant to a provision of subsection 1. (d), the SOQ Authority will so inform the Respondent and provide the Respondent ten (10) days within which to make representations, before making a final decision on the response rejection.
3. Canada reserves the right to apply additional scrutiny, in particular, when multiple responses are received in response to a SOQ from a single respondent or a joint venture. Canada reserves the right to:
 1. reject any or all of the responses submitted by a single respondent or joint venture if their inclusion in the evaluation has the effect of prejudicing the integrity and fairness of the process, or;
 2. reject any or all of the responses submitted by a single respondent or joint venture if their inclusion in the procurement process would distort the solicitation evaluation, and would cause a result that would not reasonably have been expected under prevailing market conditions and/or would not provide good value to Canada.



07 Communications - Solicitation Period

To ensure the integrity of the competitive response process, enquiries and other communications regarding the SOQ must be directed only to the SOQ Authority identified in the SOQ. Failure to comply with this requirement may result in the response being declared non-responsive.

To ensure consistency and quality of information provided to respondents, significant enquiries received and the replies to such enquiries will be provided simultaneously to respondents to which the SOQ has been sent, without revealing the sources of the enquiries.

08 Response Costs

No payment will be made for costs incurred in the preparation and submission of a response in response to the SOQ. Costs associated with preparing and submitting a response, as well as any costs incurred by the Respondent associated with the evaluation of the response, are the sole responsibility of the Respondent.

09 Conduct of Evaluation

1. In conducting its evaluation of the responses, Canada may, but will have no obligation to, do the following:
 1. seek clarification or verification from respondents regarding any or all information provided by them with respect to the SOQ;
 2. contact any or all references supplied by respondents to verify and validate any information submitted by them;
 3. conduct a survey of respondents' facilities and/or examine their technical, managerial, and financial capabilities to determine if they are adequate to meet the requirements of the SOQ;
 4. verify any information provided by respondents through independent research, use of any government resources or by contacting third parties; and/or
 5. interview, at the sole costs of respondents, any respondent and/or any or all of the resources proposed by respondents to fulfill the requirement of the SOQ.
2. Respondents will have the number of days specified in the request by the SOQ Authority to comply with any request related to any of the above items. Failure to comply with the request may result in the response being declared non-responsive.

10 Joint Venture

1. A joint venture is an association of two or more parties who combine their money, property, knowledge, expertise or other resources in a single joint business enterprise, sometimes referred as a consortium, to respond together on a requirement. Respondents who responds as a joint venture must indicate clearly that it is a joint venture and provide the following information:
 1. the name of each member of the joint venture;
 2. the name of the representative of the joint venture, i.e. the member chosen by the other members to act on their behalf, if applicable;
 3. the name of the joint venture, if applicable.
2. If the information is not clearly provided in the response, the Respondent must provide the information on request from the SOQ Authority.
3. The response must be signed by all the members of the joint venture unless one member has been appointed to act on behalf of all members of the joint venture. The SOQ Authority may, at any time, require each member of the joint venture to confirm that the representative has been appointed with full authority to act as its representative for the purposes of the SOQ.



11 Conflict of Interest - Unfair Advantage

1. In order to protect the integrity of the procurement process, respondents are advised that Canada may reject a response in the following circumstances:
 1. if the Respondent, any of its subcontractors, any of their respective employees or former employees was involved in any manner in the preparation of the SOQ or in any situation of conflict of interest or appearance of conflict of interest;
 2. if the Respondent, any of its subcontractors, any of their respective employees or former employees had access to information related to the SOQ that was not available to other respondents and that would, in Canada's opinion, give or appear to give the Respondent an unfair advantage.
2. The experience acquired by a respondent who is providing or has provided the goods and services described in the SOQ (or similar goods or services) will not, in itself, be considered by Canada as conferring an unfair advantage or creating a conflict of interest. This respondent remains however subject to the criteria established above.
3. Where Canada intends to reject a response under this section, the SOQ Authority will inform the Respondent and provide the Respondent an opportunity to make representations before making a final decision. Respondents who are in doubt about a particular situation should contact the SOQ Authority before response closing. By submitting a response, the Respondent represents that it does not consider itself to be in conflict of interest nor to have an unfair advantage. The Respondent acknowledges that it is within Canada's sole discretion to determine whether a conflict of interest, unfair advantage or an appearance of conflict of interest or unfair advantage exists.

12 Entire Requirement

The SOQ documents contain all the requirements relating to the SOQ. Any other information or documentation provided to or obtained by a respondent from any source are not relevant. Respondents should not assume that practices used under previous works will continue, unless they are described in the SOQ. Respondents should also not assume that their existing capabilities meet the requirements of the SOQ simply because they have met previous requirements.

13 Further Information

1. For further information, respondents may contact the SOQ Authority identified in the SOQ.
2. For SOQs issued out of Citizenship and Immigration Canada, enquiries concerning receipt of responses may be addressed to the SOQ Authority identified in the SOQ document.