

TERMS OF REFERENCE (ToR) - Legal Services

1. Background and Objectives

Welthungerhilfe (WHH) is one of the largest private and non-profit aid organizations in Germany; politically independent and non-denominational. Welthungerhilfe (WHH) provides emergency relief as well as long-term development aid to people in need worldwide. It is fighting for "Zero Hunger by 2030".

In Iraq, WHH has supported displaced populations, returnees, and vulnerable rural communities since 2014 through integrated programming that links climate-smart agriculture, water management, renewable energy, market development, and community governance focusing more on the development and recover sectors.

WHH's footprint spans multiple governorates and is anchored in strong relationships with local authorities, civil society, and private sector actors, Welthungerhilfe (WHH) is seeking a qualified, licensed legal and administrative service provider at the capacity of a Lw Firm or a Freelancer to deliver comprehensive legal representation, administrative management, government liaison, and statutory compliance services where WHH is registered within both Kurdistan region and Federal Iraq.

The primary objective of this engagement is to ensure full compliance of WHH operations with the statutory frameworks, labor laws, tax codes, and NGO regulatory guidelines established by the Government of Iraq (GoI) and the Kurdistan Regional Government (KRG).

Additionally, the selected entity, will proactively manage all required registrations, visas, residency permits, official clearances, tax filings, document authentications, and legal advisories to guarantee uninterrupted humanitarian operations.

The initial duration of the agreement is for (12 month) with the possibility of extension.

WHH is currently working in Iraq with a team of 10 -15 employees.

2- Instructions to Suppliers

1. Read through all information provided in this document including the tasks description.
2. Ensure that you can comply with all requirements prior to starting work on your bid.
3. Submit all documents requested as part of your bid - Your updated CV for freelance lawyers or Company profile for firms. Valid Practice license for lawyers & Valid registration documents for firms.
4. Your pricing submission should be in the currency of IQD and should be inclusive of Value Added Tax (VAT) and any other applicable taxes.
5. Your whole bid must be completed in the English language or Arabic, based on your capacity.
6. WHH is not bound to accept the lowest offer or any offer.
7. The bid is designed in Two natures:
 - a. **Option A** - Cost per task: Requirements are detailed by the task in the Pricing Schedule below, and the bidder can indicate the cost per each of these tasks, and WHH shall process and pay upon deliverables and per task.
 - b. **Option B** - Monthly Retainer: An agreed monthly retainer (fixed) shall be automatically processed and paid to the winning bidder to cover the entire set of tasks. We expect this to be a reasonable price considering the size of WHH and the small work it might require (more in the pricing schedule below).

Any other legal fees to any government parties will be reimbursable by WHH in the condition of the presence of supported payment receipts.

Right of Selection: WHH reserves the right to accept either option at its sole discretion.

9. Suppliers will be excluded from participation in procurement if:
 - a. They are bankrupt or being wound up, are having their affairs administered by the courts, have entered into an arrangement with creditors, have suspended business activities, are the subject of proceedings concerning

those matters, or are in an analogous situation arising from a similar procedure provided for in national legislation or regulations they have been convicted of an offence concerning their professional conduct by a judgement that has the force of res judicata.

b. They have been guilty of grave professional misconduct proven by any means that WHH can justify.

10. A contract shall not be awarded to any Supplier, during the procurement procedure for this contract:

a. are subject to a conflict of interest.

b. are guilty of misrepresentation in supplying the information required by the contracting authority as a condition of participation in the procurement procedure or fail to supply this information

c. find themselves in one of the situations of exclusion for this procurement procedure as listed above.

11. Prior to the award of the contract, the winning bidder will be required to provide company and key personnel information to enable anti-terrorism checks to be conducted by WHH. Information requested may include any different trading names of the company as well as names, dates of birth, and passport/identification numbers for key personnel such as the chief executive, finance director, trustees, majority owner, and key staff working on the contract. The winning bidder must pass these anti-terrorism checks before the contract is awarded.

12. After approval from WHH, donors have the right to access all procurement documentation held by both WHH and the Supplier to verify that the correct procedures have been followed.

3. Scope of Work and Key Responsibilities

The Legal Contractor shall provide legal representation, administrative processing, and legal advisory across both Erbil and Baghdad, liaising directly with key line ministries and public authorities, including but not limited to: Directorate of NGOs (DNGO), Ministry of Interior (MoI), Residency Office, Joint Crisis Coordination Centre (JCC), Department of Foreign Relations (DFR), Ministry of Foreign Affairs (MoFA), Traffic Police Directorate, General Tax

Authority / Tax Office, Syndicate of Legal Accountants, Ministry of Justice (MoJ), Airport Authorities, and Essayish.

3.1 Regional Operational Breakdown:

A. Erbil (Kurdistan Region of Iraq - KRI)

- **NGO Registration & Admin Orders:** Represent WHH in DNGO Erbil for the renewal of NGO registration, Administrative Orders, and Country Director change approvals.
- **Visas & Residency (Iqama):** Complete management of entry e-visas, visa extensions, exit visas, and residency permits (Iqama). Includes secondment of a designated lawyer to function as official WHH representative at Mol and the Residency Office for code updates and renewals.
- **Tax & Financial Compliance:** General correspondence with the Tax Office, preparation and timely submission of quarterly and annual tax forms, facilitation of annual financial report approvals via legal accountants, and securing official Tax Clearance letters.
- **Vehicle & Administrative Support:** Processing Traffic Police documentation for organizational vehicle registration/renewal, PoA management, legal translations, and opening local bank accounts as required.

B. Baghdad (Federal Iraq - Gol)

- **DNGO & Central Representation:** Full representation and coordination with the Directorate of NGOs in Baghdad, including the Country Director legal status updates, and presence during official DNGO office inspections.
- **Visas & Foreign Affairs:** Processing multiple entry visas for international staff, single entry visitor visas, visa extensions, and exit visas. Coordination with MoFA and DFR for document attestation and clearance.
- **Financial & Legal Filings:** Submission of annual financial reports to Federal DNGO in coordination with legal accountants and the Syndicate of Legal Accountants.

3.2 Specialized Legal & Advisory Services

- **Legal Opinions & Advisory:** Provide expert legal opinions and context-specific advice on Iraqi Labor Law, NGO regulations, tax liabilities, social security schemes, travel/airport protocols, and operational compliance.
- **Contractual & HR Review:** Review and draft HR contracts, memos, national staff terms of employment, terminations, vendor/supplier procurement agreements, and partner MoUs to ensure legal enforceability and alignment with national legislation.
- **Document Authentication & Translation:** Facilitate certified legal translations (Arabic/Kurdish/English) and execute multi-step document authentications across DNGO, DFR, MoFA, and the Ministry of Justice (MoJ).

4. Key Deliverables & Service Standards

All tasks shall be executed strictly within standard administrative timelines and in full compliance with applicable statutory procedures. Bidders should propose an all-inclusive price, or per-task cost structure, or submit offers for both options. WHH reserves the right to decide which pricing model to accept. The summary table below outlines the core service categories and unit benchmarks.

Service / Task Description	Unit / Basis	Price per task
Admin Order Renewal / Country Director Change (Erbil)	Per Process	for Option A
Country Director Change Process (Baghdad)	Per Process	
Iqama (Residency Permit) - Full Processing per Person	Per Person	
E-Visa Application & Code Activation	Per Visa	
IQ Visa (Federal Iraq Approval & Portal Submission)	Per Visa	
Visa Extension / Exit Visa Processing	Per Process	
Tax Form Submission (Quarterly / Seasonal)	Seasonal	
Document Authentication (DNGO / DFR / MoFA / MoJ)	Per Document	
Car Registration / Buying and selling procedures (Erbil Traffic Office)	Per Vehicle	
Written Legal Opinion / Advisory Brief	Per Case	
General Information Sharing & Regulatory Updates	Ongoing	
JCC Access Letters & Movement Permits	Per Request	
Any other Request to authorities	Per request	

5. Operational Requirements & Availability

Working Days & Hours: Sunday through Thursday, 08:00 AM – 05:00 PM (Local Iraq Time)

Office & Field Presence: The Legal Contractor shall maintain designated lawyers and government liaison officers available for in-person attendance at government ministries in Erbil, Baghdad, or any other governorate in Iraq, as well as meetings at WHH offices when required.

Filing & Archiving: The Legal Contractor must establish and maintain a complete, up-to-date filing system (both hard copy and electronic archives) for all WHH legal records, approvals, visas, and tax receipts.

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6. Qualification Requirements & Selection Criteria

Legal Registration: Fully registered legal firm or consultancy licensed to practice in both Federal Iraq and the Kurdistan Region of Iraq.

Professional Experience: Minimum of 8 years of demonstrated experience providing legal representation, tax advice, and government liaison for international non-governmental organizations (INGOs) in Iraq.

Key Personnel: Licensed attorneys admitted to the Iraqi Bar Association and KRI Lawyers Syndicate, with proven histories in DNGO, Mol, and Tax Directorate affairs.

7. Application and deadline:

a. You may Apply your application with below requirements to ahmed.omar@welthungerhilfe.de and for any clarification you can reach me via WhatsApp (0751 067 0660), not later that 7th SEP 2026 at 11:59 pm.

b. Documents to apply.

- Detailed CV. (with supporting documents such as registration/ Licenses and indication of experiences with other entities)
- Quotation Summery (price Offer – Annex Attached).
- Supplier Declaration (Annex Attached).
- Term of References (Attached)