

COALITION PROVISIONAL AUTHORITY ORDER NUMBER 45

NON-GOVERNMENTAL ORGANIZATIONS

Pursuant to my authority as Administrator of the Coalition Provisional Authority (CPA) and under the laws and usages of war, and consistent with relevant U.N. Security Council resolutions, including Resolutions 1483 and 1511(2003),

Recognizing the CPA's obligation to provide for the effective administration of Iraq, and to ensure the well being of the Iraqi people,

Noting the need for a centralized method of registering non-governmental organizations, and the need to take measures to coordinate their activities,

Determined to ensure the security of the Iraqi people and prevent the misuse of non-governmental organizations for fraudulent or illegal purposes,

I hereby promulgate the following:

Section 1

Definition of Terms

1) *"Non-Governmental Organization"* ("NGO") means any organization or foundation that is organized to undertake one or more of the following as its principal activities: humanitarian assistance and relief projects; human rights advocacy and awareness; community rehabilitation and resettlement; charitable works; educational, health, and cultural activities; conservation; environmental protection; economic reconstruction and development; promotion of democratic practices; development of civil society; promotion of gender equality; or any other non-profit activity that serves the public interest. (Unless otherwise specified, the term "NGO" in this Order refers to both Domestic and Foreign NGOs.)

2) *"Domestic NGO"* means an NGO that is established with its registered office or headquarters inside Iraq.

3) *"Foreign NGO"* means an NGO that is established with its registered office or headquarters outside Iraq.

4) *"Minister"* means the Minister of Planning and Development Cooperation.

5) *"Ministry"* means the Ministry of Planning and Development Cooperation.

6) *“The Office”* means the NGO Assistance Office within the Ministry of Planning and Development Cooperation.

7) *“Relevant Ministry”* means the ministry with which an NGO plans and/or implements part or all of its entire program in Iraq.

8) *“International Organization”* means an organization that (a) is created by an international agreement or other formal constitutive document, (b) established under international law, (c) has international legal identity, (d) performs functions of a genuinely international character, and (e) has an organ with independent decision-making. Such term includes, but is not limited to, the United Nations (including its agencies), the Arab League, and the International Monetary Fund, and the World Bank.

Section 2

Registration Requirements

1) NGOs wishing to operate programs in Iraq must be registered.

2) International Organizations shall be accredited by the Minister of Foreign Affairs, or his or her designee, and are not required to register as NGOs.

3) NGOs that are not registered are not legally entitled to operate programs in Iraq.

4) An NGO registers by filing the following with the NGO Assistance Office, or with a regional registration representative designated by the Ministry:

a) A copy of its articles of association, constitution, or other document stating its aims, objectives, governing structure, and sources of funding.

b) An application that shall include the following information:

i) Full name of the organization.

ii) Full address of the NGO's headquarters and contact person(s) outside of Iraq by name, title, phone number, and email address.

- iii) Full address of the NGO in Iraq.
- iv) Date of arrival of the NGO's representative(s) in Iraq (if the application is made inside Iraq).
- v) Complete list of any previous visits to or activities in Iraq.
- vi) Complete statement of revenue and expenses and assets and liabilities for the current year and the previous 3 years (or the years the organization has existed, if less than 4).
- vii) If the applicant has existed for less than one year, it must give financial data for the current year and projected budget for the next two years.
- viii) List of any members of the governing body of the NGO who are also public officials or employees of any government or governmental entity.
- ix) Domestic NGOs must provide the names and addresses of all members of the board of directors of the NGO, and Foreign NGOs must provide the name of the head of mission in Iraq and the name of the worldwide head of the NGO.
- x) List of any organizations or individuals that effectively control, or any organizations that are effectively controlled by, the NGO. (For example, an NGO is effectively controlled by an organization to which it is required to report, or that provides the NGO with directives or policies that the NGO is required to follow. An organization or NGO is effectively controlled if more than 50% of the voting power (or percentage of ownership, if applicable) is controlled (directly or through another entity) by another organization or by another individual or group of individuals acting in concert.)
- xi) List of names and addresses of any substantial contributors to the NGO (including, but not limited to, governments, governmental entities, and private foundations making grants to the NGO), amount of the substantial contribution, and relationship of the contributor to the organization. A contribution is substantial if it was received in the current year or any of the previous 3 years, and it is both valued at over 10,000,000 Iraqi dinar and is over 10% of the total revenue for the organization for the year in which it was received.
- xii) List of loans to the NGO other than from banks or other lending institutions in excess of both 10,000,000 Iraqi dinar and 10% of its total revenues. Identify the amount of the loan and the lender.

c) A notarized copy of registration or other proof that a Foreign NGO is a legal entity in a foreign country.

d) Certificate or other proof that the Foreign NGO is registered as a not-for-profit entity in its jurisdiction of organization.

e) Written statement by an authorized representative of the NGO's headquarters stating:

i) Activities that the organization is planning to carry out in Iraq.

ii) Name and address and other contact information of the individual or individuals in Iraq authorized to represent the organization and to receive official notices and inquiries.

iii) That the organization is non-political, non-profit making, non-governmental and does not discriminate on the basis of race, religion, or national or ethnic origin.

iv) Sources of its funding for the activities being undertaken within Iraq.

f) A report on its proposed program prepared with consultation with the Relevant Ministry and budget for the first year of its activities.

4) If an NGO is unable to provide the information required or needs additional time to provide the information required, it may request a waiver or extension of time, as appropriate. In filing a request for waiver or extension of time, the NGO shall provide as much of the required information as possible, and shall provide an explanation as to why it is unable to provide all the required information or why it needs additional time. The Office may, in its discretion, grant or deny the request for a waiver.

5) An NGO operating programs in Iraq shall:

a) Submit quarterly activity reports to the Office.

b) Submit all documents, to include those described in Section 2(3), above, in Arabic, Kurdish or English.

c) Observe and abide by the Orders, Regulations, and Memoranda promulgated by the Coalition Provisional Authority, and the laws of Iraq.

Section 3

Processing Applications for Registration

1) If the application contains all required information, the Office shall issue to the NGO a registration certificate or written decision granting or denying registration within 45 business days of receiving an application to register. If the Office requests in writing further information or clarification in connection with the application, the 45-day period within which the Office must make a decision shall start from the date of receiving the requested information by the Office.

2) The Office may deny a certificate if:

a) The registration documents do not comply with the requirements of this Order.

b) The NGO's constitution, conduct, or proposed activities would violate the laws of Iraq or would otherwise constitute a threat to the public order, safety, stability or security of Iraq.

3) The NGO shall have temporary legal status in Iraq upon receipt of the application by the Office in accordance with this Order. This legal status shall be evidenced by (i) a copy of the application; and (ii) proof of filing of the application provided by the Office or proof of mailing provided by a national or international delivery service. Temporary legal status shall entitle the NGO to operate programs in Iraq pending approval of the application. Temporary legal status shall terminate upon the granting or denial of registration.

4) The NGO shall have legal status upon the granting of registration, which shall be evidenced by a registration certificate. Such legal status shall allow an NGO to operate programs in Iraq until such status lapses, or is suspended or revoked.

5) An NGO may in addition to its main office, open other local offices upon prior notification to the Office.

6) The Office may suspend or revoke a registration of an NGO if the NGO violates any provision of this Order.

- 7) If the NGO has its registration suspended, it may not operate in Iraq for the duration of the suspension.

- 8) If the NGO has its registration revoked, it may not operate in Iraq.

- 9) An NGO that has its registration suspended or revoked has sixty days to remedy the situation, and may apply for restoration of its registration with the Office.

- 10) The Office shall maintain a register of NGOs. The register shall state the name, address, organizational form, and purposes of each NGO. The register shall also include the name, address and other contact information of its authorized representative(s) in Iraq. The Office shall provide such information in the register to each Relevant Ministry and to Coalition Forces and to the CPA as is necessary to carry out the laws of Iraq, including promulgations of the CPA, and to enable Coalition Forces and the CPA to carry out their responsibilities under international law.

Section 4

Dissolution and Cessation of Operations

- 1) The registration of an NGO shall lapse upon its dissolution or cessation of operations.
 - a) An NGO shall be deemed to have dissolved or to have decided to cease operations if a decision to this effect is issued by the NGO's governing body.

 - b) An NGO shall be deemed to have ceased operations if it does not commence operations in Iraq within one year of registration, unless a reasonable justification for the delay is provided to the Office. In such case, forty-five days prior to the expiration of one year from the date of registration, the Office shall send written, facsimile, or electronic notice to the NGO stating that its registration will lapse, and provide the NGO fourteen days from the date of the sending of the facsimile or electronic notice or forty-five days from the date of the mailing of the written notice, in which to respond. If after this time no response is received, the NGO's registration will lapse. If a response is received, the Office will make a determination within thirty days of receiving the response as to whether the delay is reasonably justified. If the delay is reasonably justified, the NGO shall have an additional year in which to commence operations. If it is not, the registration shall lapse.

- 2) In the event of a decision to dissolve or to cease operations, the NGO shall give a written, facsimile, or electronic notice to the Office thirty days prior to the date of decision to dissolve. If the NGO does not notify the Office within this time, the NGO will not be deemed to have taken the decision to dissolve until

thirty days after the date of the electronic mail, facsimile, or the postmark of the envelope containing the notice.

- 3) An NGO that decides to dissolve or cease operations shall submit a report to the Office, stating:
 - a) The date of dissolution or cessation of operations.
 - b) The provisions made for terminating its affairs including arrangements for satisfactory completion of its ongoing projects in Iraq.
 - c) The amount of assets, if any, remaining after discharge of liabilities.
 - d) The disposition or intended disposition of those assets, if any.
 - e) How the determination to dispose of those assets, if any, was made.
- 4) The Office shall remove the NGO that has dissolved or ceased operations from the register of active NGOs in Iraq.

Section 5

Audit and Review

- 1) The Office may conduct audits and reviews of NGOs at such times and places in Iraq as it may determine to ensure that NGOs are in compliance with this Order.
- 2) The Office may request that an NGO supply such documentation to the Office as it determines necessary or appropriate to ensure that the NGO is in compliance with this Order. Such requests may be made electronically, by facsimile, or in writing mailed to the most recent e-mail address or postal address provided by the NGO to the Office. If, after 14 days from the date of the sending of the electronic request or the facsimile request or 45 days from the date of the mailing of the written request, the NGO has not responded, the Office may draw such conclusions as it deems appropriate.

3) If the Office determines, as a result of an audit, review, or document request, that the NGO is not in compliance with this Order, it may (i) provide guidance to the NGO to assist it in complying with the provisions of this Order; (ii) or if the conduct is grossly negligent, fraudulent, criminal, or a threat to security (a) suspend the registration of the NGO for a defined period of time; or (b) revoke the registration of the NGO.

4) If the Office determines, as a result of an audit, review, or document request, that the NGO is engaged in conduct that is grossly negligent, fraudulent, criminal, or a threat to public order, safety, stability or security, it may (a) suspend the registration of the NGO for a defined period of time; or (b) revoke the registration of the NGO.

Section 6

Penalties

If an NGO found to be operating programs after the suspension or revocation of its registration, the Administrator may, in his discretion, close the operation, confiscate the property, and seal the premises of the NGO.

Section 7

Economic Activities

1) An NGO may engage in raising funds for sustaining its programs through income generation projects within Iraq.

2) An NGO may own property, or manage property without possessing it, for the accomplishment of its purposes. Notwithstanding the foregoing, Foreign NGOs are not permitted to purchase or own real property, either directly or through an entity.

3) An NGO shall not distribute any net earnings or profits to any person. The assets, earnings, and profits of an NGO shall be used to support the not-for-profit purposes of the NGO and shall not be used to provide benefits, directly or indirectly, to any founder, director, officer, member, employee, or donor of the NGO or to any individual who is a spouse, child, grandchild, parent, grandparent, or sibling of any of the aforesaid, or majority owner of an entity that is a member of the NGO. This section does not preclude the payment of reasonable compensation and provision of reasonable employee benefits to such persons for work performed for the organization. The NGO may provide such individuals and entities with benefits that are generally available to the public.

- 4) No part of the income or property of an NGO may be paid to or for the benefit of any political party or for the benefit of any candidate or group of candidates for public office.

Section 8

Partnership Arrangements with Other Agencies and Local NGOs

- 1) An NGO shall inform the Office and the Relevant Ministry of its intention to enter into a joint venture or other contractual arrangement (an "Arrangement") with one or more foreign entities or international organizations, if such an Arrangement is related to the NGO's operations in Iraq.
- 2) If an NGO intends to enter into an Arrangement with a local NGO, it is required to inform the Office of its proposed program, including budget, with the local NGO.

Section 9

General Provision

- 1) The Minister may delegate to Ministry officials any authority conferred under this Order.
- 2) The NGO shall submit to the Office an annual activity and financial report for the previous financial year.
- 3) Two or more NGOs may voluntarily merge in accordance with their constitutions and Iraqi law.
- 4) An NGO shall inform the Office within thirty business days of any material change with respect to documents submitted for registration.
- 5) The NGO shall submit a list of all foreign staff stating their qualifications and responsibilities within 90 days of approval of registration. The list shall be updated when the quarterly activity reports are submitted to the Office.
- 6) This Order supersedes any inconsistent provision of Iraqi law, including statutes, rules, resolutions, and judicial interpretations thereof, which relate to the registration and operation of Foreign NGOs in Iraq, including but not limited to, inconsistent provisions contained in Law Number 34 of 1962, and Law Number 13 of 2000.
- 7) All NGOs operating within Iraq prior to this Order shall comply with its provisions within 90 days of the date this Order entered into force.

8) The Minister may issue Administrative Instructions as necessary to implement this Order.

9) An NGO should attend government coordination meetings as appropriate in order to ensure the effective delivery of assistance.

10) This Order shall terminate and be of no force and effect when the CPA transfers all governmental authority to the transitional Iraqi administration and recognizes the full sovereignty of that administration.

Section 10

Entry into Force

This Order shall enter into force on the date of signature.

L. Paul Bremer, Administrator

Coalition Provisional Authority

http://www.iraqcoalition.org/government/NGO_Assistance_Office/order_45.htm