

## **Terms of Reference (ToR)**

### **Provision of Legal Services in Somalia**

#### **1.0. Introduction**

Trócaire is an International Non-Governmental Organization (INGO) working in Somalia in partnership with local organizations to support vulnerable communities through humanitarian response, governance, resilience, and sustainable development programmes. Guided by Catholic Social Teaching and its core values of Solidarity, Courage, Participation, Perseverance, and Accountability, Trócaire is committed to promoting human dignity, justice, and equitable development across its operations in Somalia.

Trócaire's Somalia Country Office operates within a complex and evolving legal and regulatory environment, requiring strict adherence to national and federal member state laws, as well as donor and international INGO compliance standards. To strengthen its compliance, risk management, and operational integrity, Trócaire seeks to engage a qualified and experienced legal firm based in Somalia to provide comprehensive and ongoing legal services that ensure all organizational activities are fully compliant with the laws of the Federal Government of Somalia (FGS) and Federal Member States (FMS).

The selected firm will play a key role in providing legal advisory and representation services, offering expert guidance on areas such as employment and labour law, contract management, registration and licensing, taxation, regulatory compliance, partnership agreements, dispute resolution, and organizational governance. The firm will also support Trócaire in interpreting and applying new or amended Somali legislation relevant to INGOs and in navigating diverse legal frameworks across federal and state levels.

This engagement aims to safeguard Trócaire's legal, operational, and reputational interests in Somalia by ensuring that:

- All institutional policies, employment practices, and contracts comply with Somali laws and international INGO standards;
- Trócaire's rights, assets, and personnel are legally protected at all times;
- The organization remains informed and responsive to legal and regulatory developments affecting NGO operations in Somalia; and
- Legal risks are identified early, managed proactively, and mitigated through effective legal advice, compliance monitoring, and representation.

#### **2.0. Objectives of the Assignment**

The overall objective of this assignment is to provide comprehensive and continuous legal support to Trócaire's operations in Somalia, ensuring that all institutional, programmatic, and administrative activities are fully compliant with Somali national laws, Federal Member State (FMS) regulations, and relevant international INGO and donor compliance standards.

This engagement aims to strengthen Trócaire's governance, compliance, and legal risk management systems by delivering timely, practical, and context-specific legal advice that enhances the organization's ability to operate lawfully and effectively within Somalia's dynamic legal and regulatory environment.

**Specifically, the legal firm will:**

**2.1. Ensure Legal and Regulatory Compliance**

Provide expert legal advice to ensure Trócaire's operations, contracts, employment practices, and partnerships comply with Federal Government of Somalia (FGS) and FMS legal frameworks, including laws governing NGOs, taxation, labour, procurement, and corporate governance. Guide Trócaire in interpreting and applying evolving legislation and administrative directives relevant to INGOs, ensuring adherence to regulatory and reporting requirements across different jurisdictions.

**2.2. Support Organizational Registration, Governance, and Statutory Reporting**

Advise on the registration, renewal, and licensing of Trócaire as an INGO with relevant authorities, such as the Ministry of Planning, Investment and Economic Development and Ministry of Interior. Ensure compliance with all governance and reporting obligations, including annual returns, MoUs, and statutory filings required by national and regional authorities. Maintain oversight of legal documentation, certifications, and official records to ensure Trócaire's continued lawful operation in Somalia.

**2.3. Advise on Employment and Labour Relations**

Provide legal advice on recruitment, employment contracts, disciplinary procedures, terminations, and redundancy processes in accordance with the Somali Labour Code and applicable regional labour provisions. Review and update Trócaire's HR policies and employment templates to ensure compliance with national labour, tax, and social security obligations. Support the organization in resolving workplace grievances or disputes lawfully, promoting fair and transparent employment practices.

**2.4. Provide Taxation and Financial Compliance Support**

Offer legal guidance on taxation frameworks applicable to INGOs, including withholding taxes, VAT, payroll deductions, and exemptions under Somali law. Support Trócaire in ensuring compliance with tax reporting and remittance obligations to the Somali Federal Inland Revenue Department (FIRD) and relevant FMS tax authorities. Advise on financial compliance matters related to donor regulations, procurement processes, and statutory audits.

**2.5. Strengthen Contract and Partnership Management**

Draft, review, and provide legal opinions on contracts, partnership agreements, MoUs, supplier and consultancy agreements, and lease contracts, ensuring legal soundness, enforceability, and alignment with Somali law.

Advise on contractual dispute resolution mechanisms, jurisdictional issues, and enforcement procedures under the Somali legal system.

## **2.6. Legal Risk Management and Dispute Resolution**

Identify potential legal risks associated with Trócaire's programmes and operations and recommend mitigation strategies.

Provide representation or advisory support in labour disputes, contractual claims, or regulatory proceedings, including mediation or arbitration as appropriate.

Develop and maintain a legal risk register to track issues and ensure proactive management of emerging risks.

## **2.7. Legal Advisory, Monitoring, and Capacity Support**

Deliver timely legal opinions, briefs, and guidance on issues affecting Trócaire's operations, partnerships, and compliance obligations.

Monitor and report on changes in Somali laws, policies, and regulations affecting NGOs and share quarterly legal updates summarizing key developments.

Facilitate staff training and legal awareness sessions on relevant legal topics such as employment law, contract management, compliance, and dispute resolution.

The selected firm will thus serve as Trócaire's primary legal advisor and representative in Somalia, ensuring that all organizational policies, contracts, and operations are fully compliant with Somali national and federal legal frameworks and aligned with international INGO and donor standards.

## **3.0. Scope of Work**

The selected legal firm will provide comprehensive legal services to support Trócaire's operations in Somalia. The firm will ensure that all activities, contracts, employment practices, and compliance procedures adhere to applicable Somali national and Federal Member State (FMS) laws, relevant INGO regulations, and donor accountability standards. The assignment will cover, but not be limited to, the following thematic areas:

### **3.1. Labour and Employment Law**

Review and advise on Trócaire's HR Handbook, employment contracts, consultancy agreements, and disciplinary procedures to ensure full compliance with the Somali Labour Code and applicable FMS regulations.

Provide guidance on recruitment, termination, redundancy, suspension, and grievance processes in accordance with Somali employment law and good HR practice.

Advise on statutory employee benefits, including social security, taxation, insurance, and health contributions, ensuring consistency with current labour provisions.

Support Trócaire in handling labour disputes, employee grievances, and mediation before competent authorities or through informal resolution mechanisms.

Conduct periodic reviews of employment policies and provide training sessions for HR and management staff on compliance and fair labour practices.

### **3.2. Contractual and Corporate Law**

Draft, review, and provide legal opinions on partnership agreements, MoUs, supplier and consultancy contracts, and lease agreements, ensuring legal enforceability and alignment with Somali law.

Ensure all agreements contain clear provisions on liabilities, obligations, dispute resolution mechanisms, and termination clauses.

Advise on organizational governance documents, including registration certificates, constitutions, and board resolutions, ensuring continued validity under relevant laws.

Provide strategic legal advice on Trócaire's representation and operations in Somalia, including compliance with the legal framework governing INGOs and international entities.

Support the negotiation, drafting, and interpretation of donor agreements and sub-grant arrangements, ensuring legal consistency with Trócaire's internal policies and compliance framework.

### **3.3. Regulatory Compliance and Governance**

Ensure that Trócaire's registration, licensing, and operations remain compliant with Somali and FMS-level NGO regulations.

Provide legal support on registration renewals, annual reporting, and compliance submissions to relevant ministries, including the Ministry of Planning, Interior, and Labour.

Advise on data protection, information management, and privacy obligations applicable under Somali law and relevant donor frameworks.

Support compliance with anti-terrorism financing, anti-corruption, and sanctions regulations, ensuring due diligence across all partnership and procurement processes.

Liaise with government authorities and regulators on behalf of Trócaire to facilitate approvals, resolve queries, and maintain good standing.

### **3.4. Taxation and Financial Legal Advisory**

Provide legal guidance on taxation frameworks applicable to INGOs, including withholding taxes, VAT exemptions, and payroll obligations under Somali law.

Liaise with the Somali Federal Inland Revenue Department (FIRD) and relevant state-level tax authorities to clarify Trócaire's obligations and entitlements.

Advise on customs and import duties related to humanitarian goods, program supplies, or equipment imported for official use.

Ensure Trócaire's financial and procurement practices comply with national tax laws and donor reporting requirements.

### **3.5. Litigation, Mediation, and Dispute Resolution**

Represent or advise Trócaire in labour, contractual, or regulatory disputes before competent courts, commissions, or tribunals in Somalia.

Provide timely and accurate legal counsel on potential liabilities, costs, and dispute implications.

Facilitate Alternative Dispute Resolution (ADR) processes, including mediation, arbitration, or negotiation, to achieve amicable settlements while protecting Trócaire's interests.

Maintain confidentiality and professionalism in all legal proceedings and interactions with third parties.

### **3.6. Legislative Monitoring, Research, and Advisory**

Monitor and analyze changes in national and regional laws, policies, and administrative directives affecting NGO operations in Somalia.

Prepare quarterly legal briefs summarizing key legislative updates and compliance implications.

Conduct targeted legal research on emerging topics such as NGO regulation, land use, taxation, or labour frameworks within Federal Member States.

Advise Trócaire on necessary adjustments to internal policies or procedures in response to new legal requirements.

### **3.7. Institutional Capacity Building and Legal Awareness**

Develop and deliver training sessions and legal awareness workshops for Trócaire staff on compliance, labour law, contracts, and dispute resolution.

Produce practical guidance materials, such as compliance checklists, legal toolkits, or contract templates tailored to the Somali context.

Support the embedding of a compliance and accountability culture across all operational levels within the Somalia Country Office.

### **3.8. Ad Hoc Legal Support and Strategic Advice**



Provide on-call legal advisory services for emerging issues requiring immediate attention.

Support due diligence and legal risk assessments for new partnerships, grants, or programmatic expansions.

Offer expert advice on jurisdictional or inter-agency collaboration matters involving Somali government entities or INGOs.

Assist with internal investigations or compliance reviews where legal input is required.

The firm will therefore serve as Trócaire's primary legal advisor and representative in Somalia, ensuring continuous legal compliance, risk mitigation, and institutional protection across all aspects of the organization's operations

#### **4.0. Expected Deliverables**

The selected legal firm shall provide timely, accurate, and practical legal deliverables to support Trócaire's Somalia Country Office. All outputs must be submitted in English, include clear legal references, and offer actionable recommendations aligned with Somali national laws, Federal Member State (FMS) regulations, and international INGO standards.

The expected deliverables include, but are not limited to, the following:

##### **4.1. Legal Opinions, Reports, and Advisory Notes**

Provide written legal opinions and advisory notes on matters arising from Trócaire's operations, including employment, contracts, taxation, NGO registration, and compliance.

Each opinion shall include a concise analysis of relevant Somali legal provisions, interpretation, potential risks, and recommended actions.

Submit formal legal reports or memos in response to specific queries from Trócaire's management or programme teams.

Prepare case briefs and incident summaries where legal disputes, claims, or compliance issues arise, outlining findings, implications, and next steps.

##### **4.2. Policy and Document Review**

Review Trócaire's HR Handbook, operational manuals, partner agreements, and internal policies to ensure compliance with the Somali Labour Code, NGO regulations, and donor requirements.

Provide tracked-change versions of reviewed documents and a summary matrix outlining key changes and justifications.

Conduct annual compliance reviews to ensure policies remain up to date with evolving legal and regulatory standards.

Recommend policy improvements and highlight gaps in alignment with Somali labour, tax, and governance laws.

#### **4.3. Contractual and Legal Documentation**

Draft, review, or revise contracts, MoUs, partnership and consultancy agreements, supplier contracts, and lease documents, ensuring they are legally enforceable under Somali law.

Provide standardized templates and guidance notes for consistent use across Trócaire's operations and partnerships.

Offer advisory support on contract execution, renewal, and termination processes, including risk identification and mitigation.

Develop a contract management reference guide to help staff understand key legal obligations and safeguards.

#### **4.4. Compliance and Regulatory Reporting**

Provide quarterly legal compliance updates summarizing regulatory developments, NGO registration requirements, or administrative directives affecting INGOs.

Submit a compliance status report outlining Trócaire's statutory obligations, renewal deadlines, and pending filings with relevant ministries.

Maintain a compliance tracker documenting all official registrations, renewals, and interactions with government agencies.

Support Trócaire in preparing and submitting required documentation to the Ministry of Planning, Ministry of Interior, or FMS authorities.

#### **4.5. Litigation, Dispute Resolution, and Representation**

Represent or provide legal support to Trócaire in labour disputes, contractual claims, or regulatory proceedings before Somali courts or administrative bodies.

Prepare case progress reports summarizing filings, hearings, outcomes, and recommended next steps.

Support or lead Alternative Dispute Resolution (ADR) efforts, including mediation and arbitration, to achieve efficient and amicable settlements.

Ensure full compliance with Trócaire's safeguarding, ethics, and confidentiality standards in all legal engagements.

#### **4.6. Legislative Monitoring and Legal Briefings**

Continuously monitor changes in Somali and FMS laws, policies, and directives that may impact Trócaire's operations.

Provide quarterly legal briefs summarizing key developments in NGO regulation, labour, taxation, and governance, with practical implications and recommended actions.

Issue ad hoc legal alerts on urgent legislative or regulatory changes requiring immediate attention.

#### **4.7. Capacity Building and Legal Awareness**

Deliver at least two (2) legal awareness or compliance training sessions annually for Trócaire staff and management.

Topics may include employment law, NGO compliance, contract management, data protection, and dispute resolution.

Prepare and share training materials, presentations, and handouts customized to the Somali context.

Submit post-training reports summarizing attendance, key learnings, and areas for follow-up support.

#### **4.8. Documentation and Reporting Standards**

All deliverables must:

Be written in clear, professional English with proper legal referencing;

Include executive summaries and action-oriented recommendations;

Cite relevant Somali laws, regulations, and precedents;

Be submitted in editable (Word) and finalized (PDF) versions with annexes or supporting documents where applicable;

Be delivered within agreed timelines and approved by Trócaire's designated focal point prior to payment or contract closure.

These deliverables are designed to ensure that Trócaire's Somalia Country Office receives continuous, high-quality, and practical legal support that strengthens compliance, institutional accountability, and protection of the organization's interests within the Somali legal framework.

#### **5.0. Duration and Level of Effort**

The engagement will be structured as a retainer-based legal services agreement supplemented by ad hoc assignments as required by Trócaire's Somalia Country Office. The initial contract period shall be twelve (12) months, commencing upon signature of the agreement, and may be renewed annually based on satisfactory performance, continued need, and availability of funding.

Under this arrangement, the legal firm will provide ongoing legal advisory support, including participation in regular consultations, policy reviews, and compliance monitoring. Specific assignments or casework - such as contract drafting, dispute resolution, or representation - will be initiated through formal task orders or service requests issued by Trócaire.

The firm is expected to demonstrate responsiveness and flexibility, ensuring the timely delivery of advice and documentation, including short-turnaround requests on urgent legal or compliance matters. For strategic or specialized assignments, the firm may be required to deploy representatives for in-person consultations or proceedings in Mogadishu or Federal Member States, as applicable.

Trócaire reserves the right to review and adjust the scope, frequency, or duration of the engagement based on evolving operational priorities or legal requirements.

## **6.0. Required Qualifications and Experience**

The legal firm must be a duly registered and licensed entity in Somalia, in good standing with the Somali Bar Association, and authorized to represent clients before national and state-level courts and authorities. It should have at least ten (10) years of experience providing legal services, including a minimum of five (5) years in employment, contract, NGO, and administrative law, with proven experience supporting INGOs, UN agencies, or development organizations in Somalia. The firm must demonstrate strong expertise in Somali federal and member state legal frameworks, contract drafting, compliance, and dispute resolution, supported by a multidisciplinary team of qualified advocates, including a senior partner with over 10 years' experience and access to specialists in employment, tax, and NGO regulation. Excellent written and spoken English and Somali are essential, alongside the ability to deliver clear, practical legal advice to non-legal staff. The firm should demonstrate strong institutional capacity, confidentiality, and ethical standards, with commitment to Trócaire's Code of Conduct, Safeguarding, and Anti-Fraud policies. Experience in donor compliance, INGO registration, and humanitarian law will be an added advantage.

## **7.0. Reporting and Coordination**

The legal firm will operate under the strategic oversight of Trócaire's Somalia Country Representative or their designate (e.g., Operations Manager, Finance and Administration Manager, or HR Manager), ensuring effective coordination, accountability, and timely delivery of services. The firm shall appoint a Lead Counsel or Senior Partner as the primary point of contact, responsible for managing communications, ensuring quality assurance, and supervising all assignments, with a designated backup to ensure continuity of service.

All legal opinions, reports, and correspondence shall be submitted in writing to Trócaire's authorized focal point and shared with relevant management staff for record-keeping. Communication will be conducted primarily through email, telephone, or virtual meetings (e.g., Zoom or Teams), with in-person consultations arranged in Mogadishu or Federal Member States as needed.

Regular coordination meetings, held monthly or quarterly depending on workload, will review ongoing assignments, address emerging legal issues, and align priorities. The firm may also be invited to attend programme, compliance, or management meetings to provide legal input. A

quarterly progress report summarizing assignments completed, disputes handled, key legal developments, and recommendations for improvement shall be submitted to Trócaire.

The firm's performance will be reviewed by Trócaire based on responsiveness, accuracy, quality, and timeliness of deliverables. Continuous feedback will be provided to ensure alignment with organizational needs and improvement of service quality. Any concerns regarding performance or conduct will be addressed through formal reporting channels in line with Trócaire's professional and ethical standards.

#### **8.0. Payment and Invoicing**

The legal firm will be remunerated in accordance with Trócaire's procurement and financial policies, ensuring transparency, accountability, and value for money consistent with INGO and donor standards. The firm shall propose a comprehensive fee schedule comprising a monthly retainer fee for general advisory and compliance support, and ad hoc hourly or daily rates for specialized services such as representation, contract drafting, or litigation. All fees must be cost-effective and exclusive of applicable taxes, which shall be clearly itemized in all financial proposals and invoices in line with Somali taxation laws.

Invoices must be itemized and submitted electronically (in PDF format) to the designated Trócaire contact person, detailing the assignment reference, services provided, delivery dates, applicable rates, taxes, and total amount due, supported by relevant documentation such as task orders or deliverable confirmations. Payment will be made within thirty (30) calendar days of receipt and approval of a valid invoice, subject to satisfactory completion of deliverables. All payments shall be processed through bank transfer in USD or Somali Shillings, as stipulated in the contract. Disputed invoices will be addressed within ten (10) working days for amicable resolution, and no advance payments will be made unless expressly approved in writing by Trócaire's authorized representative.

Continued payments under the retainer will depend on the firm's performance, responsiveness, quality of outputs, and adherence to timelines. Trócaire reserves the right to withhold or adjust payments for substandard or incomplete deliverables. The firm must maintain accurate and auditable records of all services rendered and ensure compliance with Trócaire's Anti-Fraud, Anti-Bribery, and Ethical Conduct Policies, as well as Somali financial and tax regulations.

#### **9.0. Confidentiality and Ethics**

The legal firm shall uphold the highest standards of confidentiality, ethics, and professional integrity in all dealings with Trócaire, ensuring that all information, documents, and communications accessed during the engagement are treated as strictly confidential and not disclosed to any third party without prior written consent. The firm must comply with applicable data protection laws in Somalia and Kenya, as well as Trócaire's Data Protection, Safeguarding, Anti-Fraud, and Code of Conduct policies, and maintain secure handling of all sensitive information. All lawyers and staff involved must adhere to professional codes of ethics, avoid conflicts of interest, and conduct themselves with independence, impartiality, and accountability. The firm shall not use Trócaire's name, logo, or materials for publicity or represent parties adverse to Trócaire's interests, and must promptly report any suspected unethical conduct or corruption. Any breach of confidentiality, integrity, or ethical standards shall constitute grounds for immediate termination of the contract and possible disciplinary or legal action under applicable Somali and Kenyan laws.

## 10.0. Evaluation Criteria

Proposals will be evaluated based on the following:

#	Criteria	Weight
1	Relevant experience and qualifications	30%
2	Understanding of NGO/UN operations and Somali context	25%
3	Methodology and responsiveness	20%
4	Cost effectiveness and value for money	20%
5	References and past performance	5%

## 11.0. Governing Law

This engagement shall be governed by and construed in accordance with the laws of the Federal Republic of Somalia, and any disputes arising from or in connection with this agreement shall be subject to the exclusive jurisdiction of the competent courts of Somalia.

Interested and qualified legal firms based in Somalia and meeting the above requirements are invited to submit a Proposal to provide legal services to Trócaire’s Somalia Country Office.

## 12.0. The application should include:

A technical proposal outlining the firm’s understanding of the assignment, proposed methodology, and capacity to deliver the required services;

A financial proposal clearly indicating the proposed retainer and ad hoc rates, both inclusive and exclusive of applicable taxes;

Profiles and qualifications of key legal personnel who will be assigned to the engagement;

Copies of the firm’s registration certificate, practicing license, and tax compliance certificate; and

At least three (3) recent references from INGOs, UN agencies, or corporate clients for similar legal services provided in Somalia.

## 13.0. Submission of Applications (Re-Tendering)

This is a re-tendering process for the provision of legal services for the Trócaire Somalia Country Office.

All completed tender submissions must be submitted electronically via email to:

[tenders\\_som@trocaire.org](mailto:tenders_som@trocaire.org)

The email subject line must clearly state: **“Provision of Legal Services – Somalia Country Office”**

This re-tendering process opens on **29 December 2025**, and the deadline for submission is **14 January 2026 at 5:00 PM (EAT)**.

Late submissions and/or incomplete applications will not be considered.

Applicants who submitted proposals in the previous round of tendering are not required to apply again. However, should such applicants wish to submit additional or updated information, they are welcome to resubmit their proposals for consideration under this re-tendering process.

Any requests for clarification regarding this re-tendering should be submitted in writing via email to:



[procurement-som@trocaire.org](mailto:procurement-som@trocaire.org) within the submission period.

Only firms meeting the minimum evaluation criteria and requirements will be contacted for further evaluation and/or interviews.

**14.0. Evaluation and Award**

Trócaire will award the contract to the firm that achieves the highest combined score following the technical and financial evaluation.

Trócaire is not obliged to award the contract to the lowest-priced bidder, nor to any bidder, and reserves the right to accept or reject any or all submissions, in whole or in part, without incurring any liability.