



Annex 1. Terms of Reference

Framework Agreement with Lawyer in Tunisia

INTRODUCTION OF ACTED

ACTED (Agency for Technical Cooperation and Development) is an international non-governmental organization (NGO) committed since 1993 to humanitarian aid and development. Operating in more than 40 countries, ACTED responds to crises, supports vulnerable populations, and promotes sustainable development.

ACTED's mission is to support populations affected by crises, conflicts, natural disasters, and poverty by providing immediate humanitarian assistance and implementing long-term solutions to strengthen resilience. ACTED has been operational in the Tunisia since 2012. With the support of a team based in Tunis, ACTED provides humanitarian aid and deploys programs to support economic actors and civil society in Libya, helping to strengthen local governance. Projects are managed and monitored across the country from ACTED offices in Tripoli, Benghazi, Derna and Sabha with the support of a dedicated team in Tunis. The NGO intervenes in response to the humanitarian challenges facing the country and supports the displaced populations, who are particularly vulnerable in the current context. On site, ACTED's teams set up projects to respond to emergencies and build community resilience by supporting civil society, local governance and social enterprises.

RATIONAL

ACTED is an international organization with a branch in the Tunisia who employs national and expatriates staffs on project basis. ACTED is accredited by most of all the administration.

Given the complexity and the lack of clarity of the Tunisia administrative processes, and as ACTED aims to be compliant with the Tunisia laws, rules and regulations, ACTED is looking to enter in a framework agreement with a Lawyer to be solicited on ad hoc basis for legal and advice or to take charge other administrative tasks arising upon needs.

ASSIGNMENT

The /Lawyer has the responsibility:

- To provide legal advice or to perform legal / administrative tasks to ensure that ACTED is in compliance with existing laws, rules and regulations in the Tunisia and their potential updates, and treaties to which ACTED may be subjected to, concerning its internal system and/or policies in terms of finance, accreditation, customs and administration.
- To act as the direct liaison between ACTED (all relevant departments including Finance, HR, Compliance, Logistics, etc.) and relevant governmental agencies, facilitating the successful communication, representation, application and registration to such bodies.



FUNCTIONS

- **Residency and Work Permits**

- Manage the process of obtaining residency and work permits for new expatriate staff or renewing existing visas.

- **Legal Support for Registration and Renewals**

- Provide legal advice and assistance to ensure ACTED Tunisia remains fully registered with all required government departments.
- Provide ACTED Tunisia with the documents needed for the registration or for the modification in the RNE.
- Ensure the renewal process of the RNE, in case of the modification of the country director, location of the office, and offer legal guidance on any registration-related issues.

Legal Advice for Internal or External Conflicts

- Provide legal counsel in cases of internal or external disputes, including contract terminations and other conflicts.
- Offer written or verbal legal advice on matters requiring clarification or interpretation, particularly in labor disputes.
- Review ACTED Tunisia terms and conditions of employment for national staff and advise/recommend necessary changes.
- Regularly advise/update ACTED Tunisia on applicable laws and regulations in the country.
- Provide guidance to ensure that ACTED is in full regulatory compliance with all relevant laws, rules or regulations imposed by concerned government agency.
- Regularly update ACTED Tunisia on labor and property laws that may have a direct or indirect impact on the organization operations in Tunisia or impact on international Non-Governmental Organizations in general.

- **Compliance with Labor Laws and Regulations**

- Ensure ACTED Tunisia remains fully compliant with all relevant labor laws, rules, and regulations.
- Inform ACTED of any changes in labor laws, policies, or legal requirements.

- **Contract Review**

- Review contracts with government agencies and provide legal insight into business operations and management policies.
- Whenever required, conduct a review of contracts and letters (staff contract, disciplinary letter and any document related to administrative document).



- **Administrative Investigations**
 - Oversee and monitor administrative investigations when endorsed by ACTED.
- **Legal and Compliance Advisory**
 - Provide analysis and opinions on legal, policy, and compliance matters, including both external regulatory and internal requirements.
- **Tax-Related Applications and Registrations**
 - Assist ACTED in liaising with government agencies for tax-related applications, registrations, licensing, and accreditation.
- **Tax Advisory Services**
 - Provide expert advice on tax-related matters, including but not limited to insurance, procurement, payroll, and employee benefits.
- **Regulatory Notices and Audits**
 - Respond to notices from regulatory bodies (e.g., BIR) and lead efforts to fulfill audit
- **VAT Exemption Advisory**
 - Provide legal guidance on the VAT exemption process and ensure compliance with applicable regulations.

Deliverables:

Item #	Deliverable	Specification
1	Residency and Work Permits	Manage the process of obtaining residency and work permits for new expatriate staff or renewing existing visas.
2	Legal Support for Registration and Renewals	Provide legal advice and assistance to ensure ACTED Tunisia remains fully registered with all required government departments. Support the renewal process as needed and offer legal guidance on any registration-related issues.
3	Legal Advice for Internal or External Conflicts	Provide legal counsel in cases of internal or external disputes, including contract terminations and other conflicts. Offer written or verbal legal advice on matters requiring clarification or interpretation, particularly in labor disputes.
4	Compliance with Labor Laws and Regulations	Ensure ACTED Tunisia remains fully compliant with all relevant labor laws, rules, and regulations. Inform ACTED of any changes in labor laws, policies, or legal requirements.
5	Contract Review	Review contracts with government agencies and provide legal insight into business operations and management policies
6	Administrative Investigations	Oversee and monitor administrative investigations when endorsed by ACTED.
7	External regulatory and internal requirements	Provide analysis and opinions on legal, policy, and compliance matters – external regulatory and internal requirements



8	Tax-Related Applications and Registrations	Assist ACTED in liaising with government agencies for tax-related applications, registrations, licensing, and accreditation
9	Tax Advisory Services	Provide expert advice on tax-related matters, including but not limited to insurance, procurement, payroll, and employee benefits
10	Regulatory Notices and Audits	Respond to notices from regulatory bodies (e.g., BIR) and lead efforts to fulfill audit requirements
11	VAT Exemption Advisory	Provide legal guidance on the VAT exemption process and ensure compliance with applicable regulations

Qualifications:

- Registered Member of the Tunisian Order of Lawyers.
- Minimum of Five (5) Years of Experience in legal and accounting/audit services.
- Strong Knowledge of tax laws, tax accounting, tax computation and returns, BIR regulations, customs procedures, and other relevant legal and administrative processes.
- Ability to Maintain Confidentiality and handle sensitive information with discretion.
- Experience in Liaising with Government Agencies for regulatory compliance and administrative processes.
- Preferred Experience in handling visa-related matters.

Required Documents:

Interested candidates or firms should submit the following documents:

1. **Company Profile** – Including relevant experience, key personnel, and previous engagements.
2. **Copy of Registration Certificate** – Proof of registration with the Tunisian Order of Lawyers.
3. **Tax Registration Certificate** – Proof of tax compliance and registration.
4. **Proof of Experience** – At least five (5) years of working experience in legal and accounting/audit services (e.g., reference letters, previous contracts, or portfolio of past work).
5. **Financial Offer** – Detailed pricing proposal for the requested services. (Please see the request for quotation attached)
6. **CVs of Key Personnel** – For individual consultants or firms, providing qualifications and expertise.
7. **Legal References** – Any relevant case studies, legal opinions, or past advisory work related to tax, labor law, and regulatory compliance.
8. **National ID or Passport Copy** – For individual applicants.