

# A Guide to Registering Foreign Companies' Branches and Trade Representation Offices in Iraq

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## **Introduction:**

As of February 29, 2004, the Iraqi Ministry of Trade (hereinafter "Ministry") issued revised instructions and an application form for registering the branches and trade representation offices of foreign companies operating in Iraq; the documents are available at [www.export.gov/iraq](http://www.export.gov/iraq). The revised instructions and application form implement the streamlined registration process set forth under Coalition Provisional Authority (CPA) Order No. 39 on "Foreign Investment", as amended by CPA Order No. 46 (Order No. 39). The revised instructions also indicate that the Ministry considers the previous special requirements for commercial agents of foreign companies nullified by Order No. 39.

## **Who is required to register?**

Foreign business entities wishing to establish themselves to conduct business in Iraq are subject to registration. Contractors shall register unless otherwise exempt under the laws and regulations of Iraq, including CPA orders.

## **Does a business need to register again if it is already registered in Iraq?**

Those that are already registered in Iraq under Regulation No. 5 of 1989 on "Branches and Offices of Foreign Companies and Economic Establishments" are considered registered under these new instructions. If the registered entity's information needs to be updated, corrections must be filed with the Ministry's Registrar of Companies (Registrar) no later than December 31 of each year, except address changes of the entity's principal Iraq office or its agent for service of process, which must be filed within seven (7) days of their occurrence.

**Where does a business register?**

The Registrar's office is located in the Food Stuff Company Building, across from the Iraqi National Museum, Area Allawi Hilla, Baghdad, Iraq, Military Grid Coordinate: MB42808774. The Director General for Company Registration at the Ministry of Trade is Kansaa Eskander; the Director of External Relations at the Ministry of Trade is Ahmad al-Mukhtar (1-914-360-7569); and the US Embassy's Iraq Reconstruction Management Office (IRMO) Senior Consultant to the Ministry of Trade is R. David Luft (luftrd@state.gov). In the future, additional registration information may be available at the Ministry of Trade website <http://www.motiraq.org/>.

**Do I have to go to Iraq to register my company?**

An application must be submitted to the Ministry of Trade located at the coordinates provided in the above response. The CPA does provide a list of Iraqi attorneys (<http://www.iraqcoalition.org/economy/attorneys.html>) that may be able to assist in the registration process.

**How does a business register?**

A foreign business entity must complete and file (either in English or Arabic) the following documents with the Registrar:

- (1) the Registrar's application with two (2) copies of the completed application (the application is available at [www.export.gov/iraq](http://www.export.gov/iraq));
- (2) an authorized and authenticated certificate of registration from the entity's country of origin, (in the United States, the state where the business entity is registered should provide a certificate of registration);
- (3) an authenticated copy of the charter or articles of incorporation from the entity's country of origin;
- (4) a letter on the entity's stationery, signed by an officer or director of the entity, authorizing the registration of the entity in Iraq, consenting to service of process (notification of a legal action), in Iraq, and identifying the chief management official in Iraq, the agent for service of legal process in Iraq, and the authorized representative for filings with the Registrar (all three must reside in Iraq).
- (5) financial statement for the last fiscal year, including a balance sheet and a profit and loss statement.
- (6) if the business is involved in retail sales in Iraq, a bank statement showing that U.S. \$100,000 has been deposited in a non-interest bearing account. This does not have to be submitted at the time of the application but must be furnished before actual sales activity begins.
- (7) at the time of filing, the authorized representative for filings shall bring both the original and copy of his/her passport (for a foreign citizen) or civilian id card (for Iraqi citizen).

**What is the cost to register?**

A single standard registration processing fee is two hundred thousand (200,000) dinars, approximately \$137 U.S., with half that amount due at the time of filing an application and the remaining one-half due when the application is approved. In the event the application is rejected, the portion paid is forfeited and the remaining fee is no longer due.

**How long will it take for an application to be approved?**

The Registrar must approve or reject an application within 10 business days from the date of its submission.

**How will a business know whether or not its application has been approved or rejected?**

The Registrar reviews the application for completeness; if incomplete, it will be returned without collecting a fee. If the application is complete, the Registrar will provide a signed checklist to the applicant showing that all required documentation has been received.

Upon approval, the applicant will promptly be issued a registration license with a permanent unique identification number. The Registrar must approve or reject an application within 10 business days from the date of its submission and it must promptly notify an applicant of a rejection in writing stating the reasons for its disapproval.

**What does a business do if its application is rejected?**

The applicant has the right to contest the disapproval to the Minister of Trade within thirty (30) days from the date of notification. The Minister must review the disapproval within thirty (30) days from the date of submission of the applicant's appeal. If the Ministry of Trade upholds the rejection, the applicant has the right to appeal to the competent court of law within thirty (30) days of the date of the Ministry's decision.

**What should a business do if information furnished on its application changes?**

If an entity's application information changes after registration, corrections must be filed with the Registrar's office no later than December 31 of each year. However, address changes of the entity's principal Iraq office or its agent for service of process must be filed within seven (7) days of their occurrence.

**Who do I contact with questions pertaining to the registration processes?**

For more information on the registration process, visit the Department of Commerce website [www.export.gov/iraq](http://www.export.gov/iraq), which provides the instructions and application form to implement the registration process. In the event these documents are unable to provide the necessary information, contact the Director General for Company Registration at the Ministry of Trade, Kansaa Eskander; the Director of External Relations at the Ministry of Trade, Ahmad al-Mukhtar (1-914-360-7569); or the IRMO Senior Consultant to the Ministry of Trade is R. David Luft

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