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## **REVISED DIRECTIVE NO. 04 OF 2023**

### **MANDATORY NPO REGISTRATIONS WITH THE FINANCIAL INTELLIGENCE CENTRE**

**First Issued: 30 June 2023**

**Revised and Updated: 25 August 2023**

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*Safeguarding Financial Integrity*

# TABLE OF CONTENTS

- 1. INTRODUCTION ..... 3
- 2. SPECIFIC NPOs THAT MUST REGISTER ..... 4
- 3. DIRECTIVE TO REGISTER ..... 4
- 4. REGISTRATION REQUIREMENTS ..... 5
- 5. REGISTRATION PROCESS ..... 9
- 6. DETAILED GUIDANCE ON FIA COMPLIANCE ..... 9
- 7. NON-COMPLIANCE WITH THIS DIRECTIVE ..... 10
- ANNEXURE A ..... 11
- ANNEXURE B ..... 19
- ANNEXURE C ..... 22



## 1. INTRODUCTION

The Financial Intelligence Centre (FIC) is tasked with the coordination of Namibia's Anti-Money Laundering, Combatting the Financing of Terrorism and Proliferation (AML/CFT/CPF) activities. In furtherance of this mandate, the FIC's responsibility includes supervision of Non-Profit Organisations (NPOs). This Directive is issued in terms of section 35(A) and (B), 9(2)(c) read with 54(2) of the FIA<sup>1</sup> to help protect NPOs from potential abuse.

Supervision in terms of the FIA commences with FIC registration. There have been numerous activities undertaken to encourage FIC registration including nationwide outreach activities from 2020 to 2022, media publications, sectoral meetings etc. Directive 04 of 2020<sup>2</sup> and Directive 04 of 2023 are further examples of publications to encourage registrations with the FIC. This directive once more calls on all FBOs, religious and charitable NPOs to register with the FIC and submit Annual Returns by **no later than Friday, 29 September 2023**<sup>3</sup>. In line with the FIA, the FIC will enforce compliance by all non-complying NPOs post this deadline. Such sanctions may include fines, orders to cease operations and instructing financial service providers to deny non-complying NPOs access to designated services, in an effort to reduce further risk exposure to the financial system, amongst others.

The FIA, as per section 39(2) requires that only institutions supervised by the FIC registers with the FIC. On the other hand, Regulation 20(1) of the FIA requires all reports made to the FIC be made in the format specified by the FIC and be submitted electronically to the FIC by means of the internet-based reporting portal provided by the FIC for this purpose. To comply with such reporting requirement, persons and institutions should register their particulars, as directed herein, in order to be availed with access to such electronic information sharing system.

This directive replaces Directive 04 of 2020.

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<sup>1</sup> Financial Intelligence Act, 2012.

<sup>2</sup> Issued on 09 October 2020 and called for NPO registrations before 29 January 2021.

<sup>3</sup> The amended FIA in section 35(A)(2)(a) provides that after its passing, in late June 2023, NPOs will have 60 days with which to register their particulars with the FIC. Directive 04 of 2023 was first issued on 30 June 2023. The Directive called on NPOs to register by 31 July 2023.

## 2. SPECIFIC NPOs THAT MUST REGISTER

Not all NPOs are required to register with the FIC and comply with the FIA. NPOs must however engage the FIC to determine if they meet the registration criteria. The FIC can only make such determination after assessing the NPO's risk profile. This section explains the demarcation of subsets of NPOs which are highly vulnerable to abuse and which are therefore required to comply with the FIA.

NPOs play an important role in the local and global community. NPOs provide essential and valuable services to people (including the environment, nature etc.) in need, locally and globally. Despite such immense importance, financial controls within NPOs are open to abuse in the advancement of financial crimes, in particular Terrorism Financing (TF). The FIA, based on FATF Recommendation 8, calls for a risk based approach to guard against undue regulation and supervision which may hinder legitimate NPO activities. In furtherance of this, only NPOs that are determined to be highly vulnerable to TF risks are subject to supervision as per the FIA.

According to the 2020 National Risk Assessment (NRA), religious and Faith Based Organisations (FBOs) are the most vulnerable to TF risks. The 2023 NRA update further identified NPOs involved in charitable services as inherently vulnerable for TF abuse. Such charitable services include housing, healthcare, social services, education etc. Therefore, FBOs, religious bodies and charitable NPOs must comply with the FIA. FIA compliance starts with FIC registration, as explained herein.

## 3. DIRECTIVE TO REGISTER

The FIA, as per section 35(A)(2) requires such NPOs registered or operating in Namibia to ensure:

- a. **FIC Registration:** this should have been within 60 days of the June 2023 FIA amendments. To date, not many NPOs have accordingly registered with the FIC. In advancement of this requirement, FBOs, religious bodies and charitable NPOs need to see to it that:
  - i. they register with the FIC; or

- ii. **if previously registered**, update and verify their registration details and meet updated registration requirements (as contained herein) to ensure that the NPOs remain registered for the purpose for which they were initially registered.

**For NPOs not certain if they should register**, they are required to engage the FIC, as per section 35(A)(2)(b), for the FIC to assess whether such NPO meets the criteria to register. The FIC will provide a Clearance Certificate (*Annexure C of this Directive*) to all NPOs that need not comply with the FIA, as per such provision; and

- b. **Filing an Annual NPO Return:** FBOs, religious bodies and charitable NPOs are further required to individually file Annual Returns with the FIC. Such returns are obtainable from the FIC.

#### 4. REGISTRATION REQUIREMENTS

Upon registration, the NPO needs to demonstrate the following (requirements):

- a. identification details (passport/ID) and address<sup>4</sup> **details of the Founder(s)** of the NPO. Where founder(s) is a legal person or arrangement (e.g trust), present incorporation or registration details of such founding entity(ies);
- b. registration of the NPO as a **section 21 company**, where need be;
- c. if NPO is registered in other jurisdictions, **proof of such foreign registration**;
- d. list of the **NPO's branches both inside and outside Namibia**;
- e. proof of **authority or license to operate as a NPO**. For example, registration with the National Welfare Board, in terms of the National Welfare Act, 1965 (Act 79 of 1965). Foreign NPOs must demonstrate similar authority from relevant authorities;

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<sup>4</sup> where documents or service can be sent to the founder.

- f. **governing documents** such as a charter, constitution, memorandum of association or articles or other governing documents deemed relevant by the FIC governing the NPO's existence and operations. Such governing documents must specify, amongst others, the following information about the NPO:
- i. current **name and any previous name(s)** of the NPO;
  - ii. **address and contact details of the NPO** where NPO can be served documents. As per the FIA, a NPO must have a registered local office for all communications and service of legal proceedings;
  - iii. the **services, purpose and object** of the NPO;
  - iv. particulars of the **control/governance structure such as management, administration and operation frameworks**. Organograms are usually helpful;
  - v. the **functions and powers of the Board and/or Management Committee**;
  - vi. **procedures for the appointment** of Board and/or Management Committee members.
- g. **recruitment of senior management**: Depending on NPO risk profile, operations and governance structure, the FIC may further request for: (1) Identification and CVs of senior NPO employees; (2) procedures for the appointment of such senior employees; and (3) any other information such as police clearance certificates and ITC records;
- h. **identification (passport/ID), address and contact particulars** of the NPO's **Board and/or Management Committee** members;
- i. demonstration that **Board and/or Management Committee** Members are **fit and proper**. NPOs must present valid **police clearance certificates and ITC records** for such members. These certificates and ITC records may take time to source, **NPOs are therefore cautioned to apply for these documents as early as possible**. Depending on the NPO's risk profile, the FIC may **provisionally register NPOs with a lower risk profile** without such police clearance certificates and ITC records. In this regard, the FIC may direct such NPOs to obtain and present such information in a specified time while

provisionally registering the NPOs. Registration in such cases will remain provisional until all requirements are met in the given timeframe;

- j. state the **source(s) of funding of the NPO**, if not stated in any of the above. FIC may request for proof of such sources of funding or related information;
  
- k. **a policy document or standard operating procedures** to manage terrorism financing risks. NPOs must implement controls to reduce risks of abuse of its services or programs, finances and resources. The FIC helps with guidance in this regard, at no cost, when so requested. NPOs should be guided by Guidance Notes 12 and 13 of 2023 in this regard. These guidance notes are on the FIC website (<https://www.fic.na/index.php?page=2023-guidance-notes>). The said documents must, at a minimum, speak to the following:
  - i. **confirm the identity, credentials and good standing of donors and beneficial owners:** NPOs must have controls to gain reasonable assurance of a donor's good standing. This is necessary for the NPO to gain assurance that such persons are not involved, nor are they at risk of abusing the charitable causes, operations or funds to advance financial crimes such as tax evasion, dealing in prohibited substances, or influence NPO activities to support terrorist activities etc.;
  
  - ii. **managing risks of beneficiaries:** Where the NPO is involved in funding and/or resourcing other NPOs, arrangements, persons (or any other beneficiaries), the funding/donor or resourcing NPO has a responsibility to gain assurance that such funds or resources being availed are not to advance financial crimes and terrorist activities;
  
  - iii. **transparency around founders, donors, beneficiary information:** NPOs need to ensure that identification and relevant information of all their donors, beneficial owners and beneficiaries is publicly available or can be readily accessed by the public and competent authorities such as the FIC, Law Enforcement and licensing and registration bodies such as Government Ministries. Such records should be kept

for a minimum period of five years, unless instructed by competent authorities to retain same for longer periods;

- iv. **mandatory sanctions screening:** ensure to screen all donors, beneficiaries, beneficial owners and relevant stakeholders against the United Nations Security Council (UNSC) sanctions lists before any services are availed, for purposes of combatting the financing of Terrorism and the funding of Proliferation activities as per FIA section 24, FIA Regulations 1, 15 as well as section 25 of the Prevention and Combating of Terrorist and Proliferation Activities Act, 2014 (Act No. 4 of 2014). The updated sanctions lists can be found by accessing the following link: <https://www.un.org/securitycouncil/content/un-sc-consolidated-list> ;
  - v. **maintaining records:** this should be records of information on the activities, purpose and objective(s) of the NPO. The activities, purpose and objective(s) could be reflected on the founding or incorporation documents of the NPO. Such and all NPO records should be kept for a period of five years unless instructed to keep same longer. Such should be readily availed to competent and investigative authorities; and
  - vi. **accounting for all NPO resources, receipts and expenditure:** having appropriate controls in place to ensure that all resources and funds are fully accounted for and used in a manner that is consistent with the legitimate services, activities, purpose and objective(s) of the NPO. Funds should only be moved or transferred via regulated systems, such as banking systems, which leave an audit trail of the transaction. Moving/transferring funds through cash or informal mechanisms is high risk and should be limited to exceptional circumstances.
- i. nomination of one person (within the NPO's management) who will be the **Compliance Officer/Reporting Person**. This has to be someone with relevant seniority in the NPO and must be in a position to lead implementation of compliance systems within the NPO as explained herein. There may not always be a need to create a new position as the



duties of such officer can be assigned to an existing position/staff member. His or her contact details would need to be availed to the FIC upon registration and he/she will be the point of contact of the FIC.

The FIA Regulations further require that NPOs update the FIC should they make any changes to information supplied upon registration, **within 14 days** of making such changes.

## 5. REGISTRATION PROCESS

- a. The entity/company/person applying for NPO registration completes the registration application form, attached hereto and titled *Annexure A: NPO Registration Form*;
- b. The entity/company/person applying for NPO registration submits all required documentation to the FIC by emailing same to [register@fic.na](mailto:register@fic.na);
- c. If the registration submission complies with all requirements, the FIC will commence the process to register the applying NPO; and
- d. After all due diligence is completed, the FIC will send a Confirmation Letter to the registered entity through the Compliance officer/Reporting Person, as per the registration details provided.

Generally, if all registration requirements are met, **registration can be finalised within a few days**, depending on the number of applications undergoing registrations at the given time. It is important to avail accurate information upon registration as this information is equally used by the FIC to assess the risk profile of the NPO (as per *Annexure B* of this Directive).

## 6. DETAILED GUIDANCE ON FIA COMPLIANCE

As mentioned above, this directive replaced Directive 04 of 2020 and was initially issued along with two sectoral guidance notes for NPOs. Guidance Note 12 of 2023 speaks to understanding risks within NPOs while Guidance Note 13 of 2023 details how NPOs can implement risk based controls to mitigate identified risks. Such guidance notes can be accessed on the FIC website, under 'Publications' via the following link: <https://www.fic.na/index.php?page=2023-guidance-notes>.

## **7. NON-COMPLIANCE WITH THIS DIRECTIVE**

The consequence of failure to register with the FIC and effectively comply with the FIA undermines the ability to ensure effective supervision of NPOs in terms of the FIA. Such failure hampers the effective functioning of the national AML/CFT/CPF framework and may result in sanctions (criminal, administrative or both) against non-adhering NPOs, as per the FIA.

**DATE ISSUED: 25 AUGUST 2023**

**ACTING DIRECTOR: FINANCIAL INTELLIGENCE CENTRE**

### **FIC CONTACT DETAILS**

All correspondence and enquiries must be directed to:

The Director, Financial Intelligence Centre

P.O. Box 2882

No. 71 Robert Mugabe Avenue, Windhoek

[helpdesk@fic.na](mailto:helpdesk@fic.na)

## ANNEXURE A: NPO REGISTRATION FORM



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#### PART A: INTRODUCTION

Section 35(A)(2) of the Financial Intelligence Act 2012 (Act No.13 of 2012), herein referred to as the FIA, requires high risk NPOs to register their particulars with the Financial Intelligence Centre (FIC). This lays the foundation for supervision by the FIC as per the FIA. For registration to be completed, the FIC requests your good office to:

- a. complete the information herein;
- b. avail supporting information where such is required; and
- c. mail the completed form to [register@fic.na](mailto:register@fic.na) along with the supporting information required.

The FIC will, upon receipt of your registration application and supporting information review same and if requirements are met, a confirmation letter will be sent to your registered Compliance Officer or Reporting Person. Registrations takes a few working days to finalise if all requirements are met.

1. **Prior registration:** Is your organisation already registered with the FIC? Tick the appropriate box below.

	Tick		Tick
Yes	<input type="checkbox"/>	No	<input type="checkbox"/>

2. **Reason for registration:** If you indicated Yes above, kindly indicate the reason for registering. Tick the appropriate box below. If indicated No above, continue with point 3.

	Tick
Replacing the registered Compliance Officer/Reporting Person	
Additional reporting person	
Access to United Nations Security Council (UNSC) sanction screening platform	

**PART B: DUE DILIGENCE**

**3. Founder(s) of the NPO**

3.1 From the below options, select the type of persons who have founded the NPO:

	Tick
Natural person(s)	
Legal Person(s) / Company(ies)	
Trust(s)	
Others(s): Specify .....	

3.2 If the Founder(s) is/are **natural persons**, please indicate the founder’s details below (recreate this information on another page if founders are more than 2):

	Founder 1	Founder 2
a. Title		
b. First name		
c. Surname		
d. ID Number		
e. Nationality		
f. Email		
g. Source of funds Donated to NPO		
h. Contact number (office)		
i. Mobile number		
j. Residential Address		



**Recreate the above table on another table to additional information if founders are more than 2.**

3.3 If the Founder(s) is/are **Legal Persons**, please indicate the founder's details below.

	Founder 1	Founder 2
a. Previous Name, if any		
b. Current name		
c. Current registration number (please avail incorporation docs <sup>5</sup> )		
d. Jurisdiction of registration		
e. Residential address of entity		
f. Name of contact person in entity		
g. Email of contact person		
h. Contact number of contact person		
i. Source of funds Donated to NPO		

**Recreate the above table on another table to additional information if founders are more than 2.**

#### 4. Particulars of NPO:

a. Previous NPO Name, if any	
b. Current NPO name	
c. Is NPO licensed to operate (e.g by National Welfare Board)	Yes / No

<sup>5</sup> Governance or incorporation documents such as a charter, constitution, memorandum of association or articles.

d. Is NPO registered as a section 21 Company in Namibia?	Yes / No
e. If Yes above, provide company registration number  (Submit incorporation <sup>6</sup> documents)	
f. Is NPO registered as a trust or other arrangement/entity in Namibia?	
g. If Yes above, provide trust deed or such other entity incorporation/registration number  (Submit registration documents)	
h. Is NPO registered in other jurisdictions?	Yes / No
i. If Yes above, provide proof of such foreign registration	
j. Is the NPO a branch of an international partner/NPO?	Yes / No
k. If Yes above, name the main branch/head office and jurisdiction of such	
l. Does NPO receive donations/funds from outside the country?	
m. List all such source countries	
n. Does NPO provide funds or services to beneficiaries outside the country?	
o. List all such beneficiary/destination countries	

<sup>6</sup> Governance or incorporation documents such as a charter, constitution, memorandum of association or articles.

p. Contact Number of NPO	
q. Residential address of the NPO	
r. Postal Address of NPO	
s. State the primary objective or purpose of the NPO (can be on incorporation documents)	

**5. Fitness and Probity**

5.1 If any, what is the highest level of Governance and Accountability Framework in place?

	Tick
None whatsoever	
Board Level	
Management Committee or Executive Committee	
Other(s): specify .....	

5.2 Avail particulars of the NPO’s Board or Management Committee Members as per below:

**5.2.1 First two Members:**

	First Board or Management Committee Member	Second Board or Management Committee Member
a. Full names		
b. ID / Passport No		
c. Nationality		
d. Residential address		
e. Contact Number		
f. Is there a Police Clearance Certificate?	Yes / No	Yes / No
g. Does such certificate clear the Member?	Yes / No	Yes / No



h. Record of any other integrity breaches against member		
i. Record of ITC clearance		

### 5.2.2 Next Two Members:

	Third Board or Management Committee Member	Fourth Board or Management Committee Member
a. Full names		
b. ID / Passport No		
c. Nationality		
d. Residential address		
e. Contact Number		
f. Is there a Police Clearance Certificate?	Yes / No	Yes / No
g. Does such certificate clear the Member?	Yes / No	Yes / No
h. Record of any other integrity breaches against member		
i. Record of ITC clearance		

### 5.2.3 Next Two Members:

	Fifth Board or Management Committee Member	Sixth Board or Management Committee Member
a. Full names		
b. ID / Passport No		
c. Nationality		
d. Residential address		
e. Contact Number		



f. Is there a Police Clearance Certificate?	Yes / No	Yes / No
g. Does such certificate clear the Member?	Yes / No	Yes / No
h. Record of any other integrity breaches against member		
i. Record of ITC clearance		

Recreate similar tables to avail additional information if members are more than six.

## 6. Particulars of the Compliance Officer/Reporting Person

a. Title	
b. First name	
c. Surname	
d. ID Number	
e. Nationality	
f. Email	
g. Occupation/Position in the NPO	
h. Contact number (office)	
i. Mobile number	
j. Residential Address	

## 7. Risk Management Policies and Controls

### 7.1 Adequacy of Risk Management Framework

The NPO must submit a **risk management policy document or standard operating procedures**. Such **must**<sup>7</sup> demonstrate implementation of controls to reduce risks of abuse of its services or programs, finances and resources. The said document must, at a minimum, speak to the following:

<sup>7</sup> As per Directive 03 of 2020, all institutions applying for FIA registration are expected to submit a copy of their AML/CFT/CPF Compliance Programme, which has been duly approved by relevant management, as per FIA sections 39(3) and (4).

- a. **confirm the identity, credentials and good standing** of donors and beneficial owners;
- b. **managing risks** of beneficiaries;
- c. **Transparency** around founders, donors, beneficiary information;
- d. **Mandatory sanctions screening of** all donors, beneficiaries, beneficial owners and relevant stakeholders against the UNSC sanctions lists;
- e. **Maintaining records of all NPO** activities, purpose and objective(s) etc.;
- f. **Accounting for expenditure.**

**7.2 Additional Governance Information**

NPO must submit governance policies or procedures which outline the following:

- a. List the primary **functions** of the Board or Management Committee;
  - b. List the primary **powers** of the Board or Management Committee; and
  - c. List the primary **procedures that guide the appointment** of Board and/or Management Committee members.
- .....



## ANNEXURE B: FIC ASSESSMENT OF NPO REGISTRATION INFORMATION



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### 8. FOR FIC USE ONLY:

8.1 Does the NPO have any ties to high risk NPOs? Yes / No

8.2 If Yes, name such high risk NPOs: .....

8.3 Does the NPO have any ties to high risk jurisdictions? Yes / No

8.4 If Yes, name such high risk jurisdictions: .....

8.5 From registration information pertaining to several persons involved with the NPO, answer the following:

8.5.1 Are any of the Founders, Compliance Officer, Board or Management Committee members designated on any sanctions list?

	Tick		Tick
Yes	<input type="checkbox"/>	No	<input type="checkbox"/>

8.5.2 If Yes to the above, list the persons designated or listed on any sanctions list, state the type/name of list, the year and reasons for listing below:

	List/State/Describe
Person(s) listed	
Type/name of list	
Reasons for listing	
Year of listing	

8.6 Considering the fitness and probity information herein, what is the risk exposure level of overall fitness and probity of the Board and Management?



	Tick
High	
Medium High	
Medium	
Medium Low	
Low	

8.7 Did the NPO submit any risk management programs, procedures, policies etc? Yes / No

8.8 From reviewing the submitted risk management programs, policies or standard operating procedures, rate the adequacy of such with regards to the below controls:

Risk Management Policy, SOPs, etc.	Compliance Rating
Provision to confirm the identity, credentials and good standing of donors and beneficial owners	
Provision to identify and manage risks of beneficiaries	
Provisions for transparency around founders, donors, beneficiary information	
Provision for mandatory sanctions screening of all donors, beneficiaries, beneficial owners and relevant stakeholders against the UNSC sanctions lists	
Maintaining records of all NPO activities, purpose and objective(s) etc	
Accounting for all NPO expenditure	
<b>Additional Governance Frameworks that:</b>	
List the primary functions of the Board or Management Committee	
List the primary powers of the Board or Management Committee	
List the primary procedures that guide the appointment of Board and/or Management Committee members	

8.9 Overall consideration of registering NPO's TF risk level:

	Tick
High	
Medium High	
Medium	
Medium Low	
Low	

8.10 List of key vulnerability areas FIC should help NPO to enhance:



.....  
.....  
.....  
.....  
.....  
.....

Name of Analyst: .....

Date: .....

Signature: .....

Name of Reviewer: .....

Signature: .....

Date: .....



## ANNEXURE C: CLEARANCE FROM FIC REGISTRATION



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### TO WHOM IT MAY CONCERN

Dear Sir/Madam

Date: .....

### CLEARANCE CERTIFICATE: EXEMPTION FROM FIC REGISTRATION

All Non-Profit Organisations (NPOs) are required to engage the Financial Intelligence Centre (FIC) to ascertain if they fall within the category of NPOs that must register with the FIC and demonstrate compliance with the Financial Intelligence Act, 2012 (The FIA). The FIC reviews an NPO's profile as per section 35(A)(2)(b) of the FIA to determine if such NPO meets registration criteria.

This certificate confirms that the NPO referred to below does not meet such registration criteria:

NPO Name: .....

Entity registration or incorporation No (if any): .....

Residential address: .....

For any enquiries, please feel free to engage the FIC as per abovementioned contact details.

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**Acting Director: Financial Intelligence Centre**

