

## **Registrar of Companies:-**

The Registrar of Companies (ROC) is responsible for all matters related to the incorporation and registration of all entities in DIFC.

The Registrar of Companies (ROC) is established under Article 6 of the Operating Law DIFC Law No. 7 of 2018 (Operating Law) as a statutorily created "corporation sole". The Operating Law also sets out the functions and powers of the ROC.

### **STRUCTURE AND MANAGEMENT**

The incumbent ROC, appointed by resolution of the DIFC President, His Highness Sheikh Maktoum Bin Mohammed Bin Rashid Al Maktoum, Deputy of Ruler of Dubai on 1st June 2010, is Khalid Al Zarouni. The function is staffed with and supported by a number of ROC staff in Registry Services and Inspection & Compliance.

### **THE ROLE AND FUNCTIONS OF DIFC REGISTRAR OF COMPANIES**

The role of the ROC staff is to advise on, receive, review and process all applications submitted by prospective DIFC registrants seeking to establish a presence in the DIFC in accordance with the Companies Law, the General Partnership Law, the Limited Liability Partnership Law, or the Limited Partnership Law, the Non Profit Incorporated Organisations Law or the Foundations Law, and the implementing regulations applicable thereto.

### **TYPES OF LEGAL ENTITIES**

Under the Companies Law, a prospective registrant may seek to establish the following companies limited by shares:

A Public Company (PLC);

A Private Company (LTD); or,

A branch office of a pre-existing foreign company (Recognised Company).

A party may also seek to transfer the incorporation of an existing company to the DIFC from another jurisdiction (Continued Company).

Under the Limited Liability Partnership Law a prospective registrant may seek to establish:

A Limited Liability Partnership (LLP); or

A Branch of a pre-existing foreign Limited Liability Partnership (RLLP).

Under the General Partnership Law, a prospective registrant may seek to establish:

A General Partnership (GP); or

A Branch of a pre-existing foreign general partnership (RP).

Under the Limited Partnership Law, a prospective registrant may seek to establish:

A Limited Partnership (LP); or

A Branch of pre-existing limited partnership (RLP); or

A party may also seek to transfer the existing limited partnership into DIFC from another jurisdiction (Continued LP).

Under the Non Profit Incorporated Organisations Law, a prospective registrant may seek to establish:

A Non Profit Incorporated Organisation (NPIO); or

A party may also seek to transfer an existing non profit incorporated organisation into DIFC from another jurisdiction (Continued NPIO).

Under the Foundations Law, a prospective registrant may seek to establish:

A Foundation;

A Branch of a pre-existing Foundation (Recognised Foundation); or

A party may also seek to transfer an existing foundation into DIFC from another jurisdiction (Continued Foundation).

An LTD or PLC, may be established in the DIFC by one or more natural persons or body corporates (jointly referred to as "Persons"). LLPs, GPs and LPs may be established by two or more Persons (provided that in the case of an LLP, a natural person is the "designated member" of the LLP).

The Recognised Company may only be set up by another corporate entity, while the Recognised Partnerships may only be set up by other existing partnerships.

While PLCs, LTDs, LLPs, LPs, NPIOs and Foundations are "incorporated" entities, having separate and independent legal status from their incorporator(s), the Recognised Companies, and Recognised Companies, Recognised Foundations and Recognised NPIOs are "registered" entities and, as such, are a mere extension (and, for purposes of legal authority and liability, is an inseparable part) of the foreign-incorporated company/partnership through whose head office it is registered in the DIFC.

A transfer of incorporation of a company, once completed, has the effect of establishing the transferred company in the DIFC as if it were incorporated under the Companies Law.

Similarly, a transfer of a limited partnership, foundation or non profit incorporated organisation once completed, has the effect of establishing the transferred partnership, foundation or non-profit organisation in the DIFC as if it was incorporated under the respective DIFC Law.

Upon the establishment of an LTD, LLC, LLP or LP, the ROC issues to the incorporator(s) a "Certificate of Incorporation".

Upon the establishment of a Recognised Company or Recognised Partnership/Recognised Limited Liability Partnership/Recognised Limited Partnership the ROC issues to the head office, partnership or foundation, respectively, a "Certificate of Registration".

Upon transfer of incorporation to the DIFC, the ROC issues a "Certificate of Continuation" to the transferred company. All documents bear the seal and signature of the ROC, the name and status of the incorporated, continued or registered entity, its registration number, and the date of issuance.

## **NON-REGULATED COMMERCIAL LICENSE**

According to DIFC Operating Regulations, simultaneously with the issuance of a certificate of incorporation, registration or continuation, the ROC issues a corresponding Commercial License.

The purpose of a Commercial License is to expedite contracting for municipal and commercial services essential to the establishment and operation of the licensee's premises and carrying out its on-going operations.

The application for a certificate of registration, incorporation or continuation is considered to also be an application for a Commercial License. The Commercial License sets out the license number as well as the licensee's name, operating name, legal status, address, permitted activities, authorized manager's name, and the issuance and expiry dates of the license.

The Commercial License does not authorize the licensee to undertake Financial Services requiring a DFSA license, which is conspicuously indicated on the Commercial License. The Commercial License is renewed annually, by payment of annual renewal fee to the ROC no later than thirty (30) days after the expiry date.

## **ENQUIRIES**

The first point of contact for all enquiries in the DIFC is the Business Development Department of the DIFC Authority. Relationship managers within the Business Development Department will advise you on the application and registration procedures and will be available to assist you throughout the process.