



OPERATING LAW

DIFC LAW NO. 7 OF 2018

Consolidated Version
(March 2022)

As amended by
DIFC Laws Amendment Law
DIFC Law No. 2 of 2022

CONTENTS

Part 1 : GENERAL.....	1
1. Title	1
2. Legislative authority.....	1
3. Application of this Law	1
4. Date of enactment and commencement.....	1
5. Schedules.....	1
Part 2 : THE APPOINTMENT OF AND ROLE OF THE REGISTRAR	2
6. Appointment of the Registrar	2
7. The objectives, functions and powers of the Registrar	2
Part 3 : CONDUCT OF BUSINESS IN THE DIFC	5
8. Prohibition against conduct of business	5
9. Licences, Permissions and Exemptions.....	5
10. Names.....	6
11. Change of name.....	7
12. Power to require change of name	7
13. Registered office	7
14. Particulars in communications	8
15. Change in Registered Details of a Registered Person	8
16. Confirmation Statement	8
17. Records and registers.....	8
Part 4 : AUDITORS	10
18. Qualification and registration of auditors.....	10
19. Register of auditors	10
20. Obligation of disclosure to the Registrar	10
21. Court orders.....	11
Part 5 : POWERS AND REMEDIES	12
CHAPTER 1 – POWERS OF INSPECTION AND INVESTIGATION	12
22. Application and Interpretation of this Part	12
23. Appointment of Inspectors	12
24. Powers of Inspectors to obtain information and Documents.....	12
25. Use and effect of Documents and information obtained for investigations.....	14
26. Obstruction of the Inspectors	15
27. Inspectors’ reports	15
28. Powers of Registrar to apply to Court	15
CHAPTER 2 – OTHER POWERS OF THE REGISTRAR.....	16
29. Direction to comply with this Law or other Legislation administered by the Registrar	16
30. General power to obtain information.....	17
31. Compliance with a direction or requirement of the Registrar	17
32. Powers to strike off names of Registered Persons from the Public Register.....	17
33. Restoration of a Registered Person.....	20
CHAPTER 3 – GENERAL CONTRAVENTIONS	21
34. General contraventions provision.....	21
35. Involvement in contraventions	21

CHAPTER 4 – ENFORCEMENT	22
36. Enforceable undertakings	22
37. Administrative Censures	22
38. Imposition of fines	22
CHAPTER 5 – APPLICATIONS TO COURT	23
39. Application to Court in relation to decision of the Registrar	23
40. Orders for compensation	23
41. Compulsory winding up	23
42. Appointment of a receiver	24
43. Power of Court to grant relief in certain cases	24
44. Effect of provisions	25
Part 6 : GENERAL PROVISIONS	26
CHAPTER 1 – THE BOARD OF DIRECTORS OF THE DIFCA	26
45. The powers and functions of the Board of Directors of the DIFCA	26
46. Power to make Regulations	26
47. Publication of draft Regulations	27
CHAPTER 2 - THE REGISTRAR	27
48. Reporting by the Registrar	27
49. Record keeping	28
50. Conflicts of interest	28
51. Confidential information	28
52. Financial year	28
53. The annual budget of the Registrar	29
54. Funding and fees	29
55. Accounts	30
56. Audit	30
57. Taxation	30
58. Liability	31
59. Independent review of the Registrar	31
CHAPTER 3 – MISCELLANEOUS	31
60. Waivers and modification of this Law or the Regulations	31
61. Obligation to identify and disclose beneficial ownership information	32
62. Obligation of disclosure to the Registrar	32
63. Disclosures to the Registrar	33
64. Whistleblower Protection	33
65. Irregularities	34
66. False or misleading information	34
67. Publication by the Registrar	35
68. Public Registers	35
69. Language	35
Schedule 1	36
Schedule 2	40

PART 1: GENERAL

1. Title

- (1) This Law may be cited as the “Operating Law 2018” or “this Law”.
- (2) This Law together with the Companies Law DIFC Law No. 5 of 2018 repeals and replaces the Previous Law as it was in force immediately prior to the commencement of this Law.
- (3) Unless otherwise provided, any reference to this Law includes a reference to the Regulations made under this Law.

2. Legislative authority

This Law is made by the Ruler.

3. Application of this Law

- (1) This Law applies in the jurisdiction of the DIFC.
- (2) This Law applies to any person who operates, conducts or attempts to operate or conduct business in or from the DIFC.
- (3) To the extent that this Law or the Regulations apply to any person to whom any provision of the DFSA administered Legislation also applies, this Law and the Regulations shall not exempt such person from any requirement applicable to that person under the DFSA administered Legislation.

4. Date of enactment and commencement

- (1) This Law is enacted on the date specified in the Enactment Notice in respect of this Law.
- (2) This Law comes into force on the date specified in the Enactment Notice in respect of this Law.

5. Schedules

- (1) Schedule 1 contains:
 - (a) interpretative provisions which apply to this Law; and
 - (b) a list of defined terms used in this Law.
- (2) Schedule 2 contains prescribed fines for contraventions of this Law.

PART 2: THE APPOINTMENT OF AND ROLE OF THE REGISTRAR

6. Appointment of the Registrar

- (1) The office of the Registrar of Companies under the Previous Law is continued as a corporation sole under this Law.
- (2) The Board of Directors of the DIFCA shall appoint an individual to serve as the Registrar and may dismiss such a person from the office of Registrar.
- (3) The Board of Directors of the DIFCA shall consult the President prior to appointing or dismissing the Registrar.
- (4) In exercising the Registrar's powers and performing the Registrar's functions, the Registrar shall act in an independent manner, notwithstanding that the Registrar is an agency of the government of the Emirate of Dubai.

7. The objectives, functions and powers of the Registrar

- (1) In performing the Registrar's functions and exercising the Registrar's powers, the Registrar shall pursue the following objectives:
 - (a) to promote good practices and observance of the requirements of this Law and the other Legislation administered by the Registrar;
 - (b) to administer this Law and the other Legislation administered by the Registrar in an effective and transparent manner;
 - (c) to prevent, detect and restrain conduct which is, or may be, in contravention of this Law and the other Legislation administered by the Registrar;
 - (d) to maintain reliable and up-to-date Public Registers and, to provide access to the public of those Public Registers, in accordance with this Law and the other Legislation administered by the Registrar; and
 - (e) to comply and to promote compliance by Registered Persons with applicable laws relating to exchange of information, anti-money laundering and counter-terrorism financing, unlawful organisations and sanctions compliance.
- (2) The Registrar has such powers and functions as may be conferred, or expressed to be conferred, on the Registrar:
 - (a) by or under this Law or any other Legislation administered by the Registrar; and
 - (b) by or under any other law, decree or direction made by the Ruler,and shall exercise such powers, and perform such functions, only in pursuit of the Registrar's objectives under those laws, regulations, decrees and directions, as applicable.
- (3) Without limiting the generality of Article 7(2), such powers and functions of the Registrar shall include, so far as is reasonably practicable:
 - (a) preparing or causing to be prepared in a timely and efficient manner:
 - (i) draft Regulations to be adopted pursuant to this Law and the other Legislation administered by the Registrar;
 - (ii) draft standards or codes of practice; and

- (iii) Guidance,
reasonably required to enable the Registrar to perform the Registrar's statutory functions;
- (b) submitting such draft Regulations and draft standards or codes of practice to the Board of Directors of the DIFCA for approval and advising the Board of Directors of the DIFCA of any Guidance that has been issued;
- (c) issuing or prescribing forms to be used for any of the purposes of this Law or any other Legislation administered by the Registrar;
- (d) issuing or prescribing procedures and requirements relating to this Law or any other Legislation administered by the Registrar, including for regulation relating to the exchange of information, anti-money laundering and terrorism financing, unlawful organisations and sanctions compliance applicable to persons regulated under the Legislation administered by the Registrar;
- (e) where the Registrar considers it appropriate to do so:
 - (i) exempting a person from the obligation under Article 9(2) to hold a Licence;
 - (ii) issuing a Licence to a person:
 - (A) for any period less than the period specified in Article 9(9)(a); or
 - (B) subject to any conditions or restrictions; or
 - (iii) issuing a Permission to a person to undertake a specified activity in the DIFC;
- (f) acquiring, holding and disposing of property of any description;
- (g) making contracts and other agreements;
- (h) with the prior written consent of the President and the Board of Directors of the DIFCA, borrowing monies and providing security for such borrowings;
- (i) employing or appointing persons on such terms as the Registrar considers appropriate to assist the Registrar in the exercise and performance of its powers and functions;
- (j) where the Registrar considers it appropriate to do so, delegating such of the Registrar's functions and powers as may more efficiently and effectively be performed, either generally or in relation to any particular matter, by the Registrar's officers or the DIFCA employees:
 - (i) to such officers or employees; or
 - (ii) with the approval of the Board of Directors of the DIFCA, to any such other person.
- (k) specifying the method of delivery of Documents pursuant to this Law or any other Legislation administered by the Registrar, whether by electronic means or by any other means; and
- (l) exercising and performing such other powers and functions as may be delegated to the Registrar by the Board of Directors of the DIFCA pursuant to the provisions of this Law or any other Legislation administered by the Registrar.

- (4) The Registrar may permit or require the use of an electronic or computer based system for the filing, delivery or deposit of Documents or information required under or governed by this Law or any other Legislation administered by the Registrar and may specify the circumstances in which persons shall be deemed to have signed or certified Documents on an electronic or computer-based system for any purpose under this Law, the Regulations or any other Legislation administered by the Registrar.
- (5) The Registrar shall assist the United Arab Emirates in complying with its obligations under any international treaty or other agreement to which the United Arab Emirates is a party through the exercise of the Registrars' powers and functions.
- (6) The Registrar has the power to do whatever the Registrar deems necessary, for or in connection with, or reasonably incidental to, the exercise and performance of his powers and functions, inclusive of the power of delegation, subject to the applicable Decision Making Procedures.
- (7) Subject to Article 7(8), neither the Registrar nor any delegate or agent of the Registrar can be held liable for anything done or omitted to be done in the performance or purported performance of the functions of the Registrar (including any function delegated to the Registrar) or in the exercise or purported exercise of any power or discretion of the Registrar (including any power delegated to the Registrar).
- (8) Article 7(7) does not apply if the act or omission is shown to have been in bad faith.

PART 3: CONDUCT OF BUSINESS IN THE DIFC

8. Prohibition against conduct of business

- (1) No person shall operate or conduct business in or from the DIFC unless that person is incorporated, registered or continued under a Prescribed Law or any other Legislation administered by the Registrar.
- (2) The prohibition in Article 8(1) does not apply to a person if that person:
 - (a) is prescribed as an exempt person under Regulations;
 - (b) is exempted from the requirement to hold a Licence by the Registrar pursuant to Article 7(3)(e)(i); or
 - (c) holds a Permission.
- (3) A person who fails to comply with the requirements in Article 8(1) is liable to a fine, as set out in Schedule 2.

9. Licences, Permissions and Exemptions

- (1) The Registrar may issue Licences, Permissions and exemptions as provided in this Law and prescribed in the Regulations.
- (2) A Registered Person and any other person who operates or conducts business in or from the DIFC to whom a Licence has been issued, shall maintain, at all times, a valid Licence as prescribed in the Regulations.
- (3) The Registrar may issue a Permission as prescribed in the Regulations to a person who is not a Registered Person to do any act or thing in or from the DIFC, which a Registered Person holding a Licence could lawfully do.
- (4) The Registrar may exempt any person, whether or not a Registered Person, from the requirement to hold a Licence.
- (5) A person referred to in Articles 9(2) or 9(3) shall only conduct the activities that are permitted under that person's Licence or Permission. A person who fails to comply with this requirement is liable to a fine, as set out in Schedule 2.
- (6) The Registrar may revoke, suspend, or vary the terms of, any Licence, Permission or exemption issued to a person.
- (7) Upon deciding to exercise the Registrar's powers under Article 9(6), the Registrar shall inform the person holding a Licence in writing of:
 - (a) its decision; and
 - (b) the date on which the decision shall be deemed to take effect (not being a date earlier than that of the notice).
- (8) If the Registrar decides to exercise the powers under Article 9(6) on the Registrar's own initiative, the Registrar shall only do so:
 - (a) if the Registrar:
 - (i) is satisfied that the person holding the Licence or Permission or any of its employees, Officers or agents has breached, is contravening or is likely to contravene, any DIFC laws, rules or regulations; or

- (ii) considers that the exercise of the power is necessary or desirable in the interests of the DIFC; and
 - (b) in accordance with the Decision Making Procedures.
- (9) A Licence shall have effect for:
 - (a) a period of twelve (12) months from the date of its issue by the Registrar; or
 - (b) such other period for which such a licence has been issued by the Registrar under Article 7(3)(e)(ii)(A).
- (10) A person referred to in Article 9(2) shall, make an application to the Registrar for the renewal of its Licence in the manner prescribed in the Regulations along with the relevant fee, unless it has:
 - (a) ceased to carry on business in the DIFC; and
 - (b) given to the Registrar the notification prescribed in Regulations.
- (11) Subject to Article 9(12), a person who fails to comply with Article 9(10) is liable to an automatic fine, as set out in Schedule 2.
- (12) The Registrar may grant a late application for renewal of the Licence and waive the applicable fine as prescribed in the Regulations.
- (13) A person referred to in Article 7(3)(e)(ii) to whom a Licence has been issued may only apply to the Registrar for renewal of its licence as prescribed in the Regulations.

10. Names

- (1) A Registered Person shall comply with the requirements of this Law, the Regulations and its Prescribed Law in relation to its name.
- (2) A Registered Person shall not use a name which, by virtue of any fact, matter or circumstance, is, or is reasonably likely to become, misleading, deceptive or conflicting with another name, including an existing name of another Registered Person, or a name that is otherwise undesirable.
- (3) A Registered Person shall, within thirty (30) days or such other time as agreed to by the Registrar, change its name if, by virtue of any fact, matter or circumstance, its name is, has become, or is reasonably likely to become, misleading, deceptive or conflicting with another name, including an existing name of another Registered Person.
- (4) For the purposes of Articles 10(2) and 10(3), a Registered Person is deemed to be aware of the fact, matter or circumstance which causes its name to be, or become, misleading, deceptive or conflicting with another name, including an existing name of another Registered Person, if it is reasonably likely to be aware of that fact, matter or circumstance.
- (5) A Registered Person which fails to comply with the requirements in Articles 10(1), 10(2) and 10(3) is liable to a fine, as set out in Schedule 2.

11. Change of name

- (1) A Registered Person may change its name in the manner required by this Law, the Regulations and its Prescribed Law, provided that the new name is acceptable to the Registrar. A Registered Person which fails to comply with this requirement is liable to a fine, as set out in Schedule 2.
- (2) A Registered Person shall file a notification of change of name in the form prescribed by the Registrar and provide such other information or Documents required by the Registrar within thirty (30) days of the date of the change of name.
- (3) Where a Registered Person has complied with the requirement under Article 11(1) and the name is acceptable to the Registrar, the Registrar shall, as soon as practicable:
 - (a) enter the new name on the Public Register applicable to that Registered Person in place of the former name; and
 - (b) issue a certificate of name change showing the previous name and the new name of the Registered Person.
- (4) The change of name shall take effect from the date on which the Registrar issues the certificate of name change.
- (5) A change of name by a Registered Person under Article 11(1) does not:
 - (a) affect any rights or obligations of the Registered Person; or
 - (b) render defective any legal proceedings by or against it; and
- (6) any legal proceedings that might have been commenced or continued against it under its former name may be commenced or continued against it under its new name.

12. Power to require change of name

- (1) Without prejudice to the requirements in Article 10, if, in the opinion of the Registrar, the name by which a Registered Person is registered is, has become or is reasonably likely to become, misleading, deceptive or conflicting with another name (including an existing name of another Registered Person), or otherwise undesirable, the Registrar may direct the Registered Person to change it. The Registrar shall follow the Decision Making Procedures when giving a direction under this Article.
- (2) A Registered Person shall comply with a direction given by the Registrar under Article 12(1) within thirty (30) days from the date specified in the direction unless a longer period has been allowed by the Registrar.
- (3) A Registered Person which fails to comply with a direction given by the Registrar under this Article is liable to a fine, as set out in Schedule 2.

13. Registered office

- (1) A Registered Person shall, at all times, have a registered office in the DIFC to which all communications and notices to the Registered Person may be addressed. A Registered Person which fails to comply with this requirement is liable to a fine, as set out in Schedule 2.
- (2) A Document may be served on a Registered Person by leaving it at, or sending it by post to, the registered office of the Registered Person.
- (3) A Registered Person shall carry on its principal business activity in the DIFC, unless the Registrar otherwise permits. A Registered Person which fails to comply with this requirement is liable to a fine, as set out in Schedule 2.

14. Particulars in communications

- (1) The name of a Registered Person, and the address of its registered office, shall appear in legible characters in all its business letters and order forms.
- (2) A Registered Person shall not include any misleading or deceptive information in its communications, including in the Registered Person's stationery and order forms.
- (3) Without limiting the generality of the obligation in Article 14(2), a Registered Person shall not include in its letterheads, receipts, order forms and other correspondence any Registered Details of the Registered Person where such information is inaccurate, false or misleading. Any reference to the amount of share capital of a Registered Person included in such correspondence shall only be to the Registered Person's fully Paid Up share capital.
- (4) A Registered Person which fails to comply with the requirements in Article 14(3) is liable to a fine, as set out in Schedule 2.

15. Change in Registered Details of a Registered Person

- (1) If there is a change to:
 - (a) any of the Registered Details contained in the Public Register relating to a Registered Person;
 - (b) the constitutional documents of a Registered Person; or
 - (c) where applicable, the person authorised to accept service of any Document on behalf of the Registered Person,

as specified in this Law or its Prescribed Law, the Registered Person shall notify the Registrar in writing of such change within thirty (30) days of the change and comply with the requirements set out in the Regulations in this regard.

- (2) A Registered Person which fails to comply with the requirements in Article 15(1) is liable to a fine, as set out in Schedule 2.

16. Confirmation Statement

- (1) Every Registered Person shall, at the same time as it applies for renewal of its Licence under Article 9(10), file with the Registrar, a Confirmation Statement containing such information and declarations as prescribed by Regulations.
- (2) The Confirmation Statement shall be accompanied by the filing fee prescribed in the Regulations.
- (3) A Registered Person which fails to file a Confirmation Statement in accordance with Article 16(1) is liable to an automatic fine, as set out in Schedule 2.
- (4) A Registered Person which provides incorrect or misleading information in its Confirmation Statement is liable to a fine, as set out in Schedule 2.

17. Records and registers

- (1) Subject to any specific requirement of the Law, a Prescribed Law or Regulations made thereunder, any register or Records that a Registered Person is required by a Prescribed Law to keep or maintain, shall be kept at the registered office of the Registered Person or at such other place determined by the Registered Person.

- (2) A Record of the decision of the Registered Person referred to in Article 17(1) to keep registers or Records at a place other than the registered office of the Registered Person shall:
 - (a) specify the place where the registers or Records shall be maintained;
 - (b) be kept at the registered office of the Registered Person; and
 - (c) be filed with the Registrar within thirty (30) days of the decision.
- (3) Where any registers referred to in Article 17(1) are located outside the DIFC, the Registered Person shall maintain a copy of the registers at its registered office in the DIFC and, shall update the copy of the registers to reflect any changes to the information contained in the register within fourteen (14) days of the relevant change.
- (4) The Records and registers which a Registered Person is required by a Prescribed Law or Regulations made thereunder to keep, may be kept in the form of a bound or loose-leaf book, photographic film, or may be entered or recorded by a system of mechanical or electronic data processing or any other medium that is capable of reproducing any required information in intelligible written form within a reasonable time.
- (5) A Registered Person shall take reasonable precautions to:
 - (a) prevent the loss or destruction of;
 - (b) prevent the falsification of entries in; and
 - (c) facilitate the detection and correction of inaccuracies in,the Records and registers required to be kept under this Law or a Prescribed Law.
- (6) If any Record or register referred to in this Article is kept otherwise than in intelligible written form, any duty imposed on the Registered Person by any law to allow inspection and copying of, or to require the giving or production of, information or Documents shall be treated as a duty to provide such information or Documents in intelligible written form.

PART 4: AUDITORS

18. Qualification and registration of auditors

- (1) In this Part, unless otherwise provided, a reference to an auditor is a reference to a person registered by the Registrar as an auditor in accordance with the requirements in this Part 4.
- (2) The Board of Directors of the DIFCA shall make Regulations setting out criteria that a person must meet to be registered, and to maintain registration, as an auditor. Such Regulations may include requirements relating to the qualifications, experience and fitness and propriety of applicants.
- (3) The Board of Directors of the DIFCA may make Regulations providing for such requirements referred to in Article 18(2) to be varied in cases where an application is made by a firm that is, at the time of application, regulated in a jurisdiction other than the DIFC.
- (4) The Registrar may:
 - (a) grant or refuse to grant an application for registration as an auditor; and
 - (b) impose any restrictions or conditions upon granting registration.
- (5) Upon granting or refusing to grant registration, the Registrar shall inform the applicant of that fact and whether there are any restrictions or conditions imposed upon the registration.
- (6) An auditor shall act within the scope of the relevant registration and comply with any restrictions and conditions imposed upon such registration.
- (7) The Registrar may, on its own initiative or at the request of an auditor, at any time, by written notice issued to an auditor:
 - (a) impose restrictions or conditions on the registration of the auditor;
 - (b) vary or withdraw any restrictions or conditions imposed on such registration; or
 - (c) suspend or withdraw a registration.
- (8) The Decision Making Procedures which are prescribed by Regulations shall apply to a decision of the Registrar under this Article to refuse to grant an application for registration, or to impose or vary conditions or restrictions on any registration, and the suspension or withdrawal of registration.

19. Register of auditors

- (1) The Registrar shall publish and maintain a register of current and past registrations, including any restrictions and conditions applicable to registration, of auditors in such manner as may be prescribed in the Regulations.
- (2) The Registrar shall make a current version of any registers maintained under this Article freely available for viewing by the public.

20. Obligation of disclosure to the Registrar

- (1) An auditor is subject to the obligations of disclosure under Article 62.
- (2) Without limiting the application of any other provision of this Law or the Regulations, an auditor does not contravene any duty to which the auditor is subject merely because the auditor gives to the Registrar:

- (a) a notification as required under Article 62; or
- (b) any other information or opinion in relation to any such matter,

if the auditor is acting in good faith and reasonably believes that the notification, information or opinion is relevant to any functions of the Registrar.

21. Court orders

- (1) The Court may, on application of the Registrar, and upon being satisfied that an auditor:
 - (a) has contravened a provision of this Law, the Regulations, or other Legislation administered by the Registrar;
 - (b) has failed, whether within or outside the DIFC, to carry out or perform duties or functions adequately or properly; or
 - (c) is otherwise not a fit and proper person to remain registered as an auditor,make one (1) or more of the following orders:
 - (d) an order that the Registrar cancel, or suspend for a specified period, the registration of the auditor;
 - (e) an order imposing conditions or restrictions on the future conduct of the auditor;
 - (f) an order requiring the auditor to do, or refrain from doing, any act or thing; or
 - (g) any other order as the Court sees fit.
- (2) Nothing in this Article affects the powers that any person or the Court may have apart from this Article.

PART 5: POWERS AND REMEDIES

CHAPTER 1– POWERS OF INSPECTION AND INVESTIGATION

22. Application and Interpretation of this Part

Without limiting the generality of the powers available to the Registrar, the Registrar may exercise any powers conferred upon the Registrar under this Law, the Regulations or any other Legislation administered by the Registrar, in respect of a Registered Person, or an Officer or Employee of a Registered Person or a former Registered Person which has been removed from the Public Register, at any time up to a period of three (3) years from the date on which the Registrar becomes aware of an act or omission which gives rise to the right to exercise the relevant power. For the purposes of this Article, the Registrar becomes aware of a contravention if it has information from which the contravention can reasonably be inferred.

23. Appointment of Inspectors

- (1) The Registrar may, if the Registrar considers it necessary or desirable in the pursuit of the Registrar’s objectives, appoint one (1) or more Inspectors to investigate the affairs of a Registered Person and to submit such written report as the Registrar may direct.
- (2) Inspectors appointed under Article 23(1) may, with the consent of the Registrar, also investigate and report on the affairs of another Registered Person that is or was related to the Registered Person in respect of which they were initially appointed.
- (3) The Registrar shall inform the DFSA prior to appointing Inspectors under Article 23(1) to investigate the affairs of a Registered Person licensed or registered by the DFSA.
- (4) The Registrar may appoint an Inspector to investigate an alleged contravention of this Law, the Regulations or any other Legislation administered by the Registrar.

24. Powers of Inspectors to obtain information and Documents

- (1) If Inspectors appointed under Article 23 consider that any person may be able to give information or produce a Document which is or may be relevant to the investigation, they may:
 - (a) enter the business premises of such person during normal business hours for the purpose of inspecting, obtaining and copying information or Documents stored in any form on such premises;
 - (b) require such person to produce, or procure the production of, any books, Records or other Documents in such person’s custody or power relating to the investigation;
 - (c) require such person to give, or procure the giving of, specified information relating to the investigation;
 - (d) require such person to attend before them at specified times and on reasonable notice and answer all questions put to them relating to the investigation (a compulsory interview); and
 - (e) require such person to give reasonable assistance to them in connection with the investigation.
- (2) Where the Inspectors exercise their powers under Article 24(1), they may:
 - (a) require any appropriate person to make available any relevant information stored at those premises for inspection or copying;

- (b) require any appropriate person to convert any relevant information into a form capable of being copied;
 - (c) use the facilities of the occupier of the premises, free of charge, to make copies;
 - (d) require a person requested to attend a compulsory meeting to answer questions put to them in private.
- (3) Where the Inspectors exercise their power under Article 24(1)(d) to conduct a compulsory interview, they may give a direction:
- (a) concerning who may be present;
 - (b) preventing any person present during any part of the compulsory interview from disclosing to any other person any information provided to the interviewee or questions asked by the interviewer during the compulsory interview;
 - (c) concerning the conduct of any person present, including as to the manner in which they shall participate in the interview;
 - (d) requiring the interviewee to swear an oath or give an affirmation that the answers of the interviewee will be true;
 - (e) requiring the interviewee to answer any questions relevant to the investigation; and
 - (f) requiring the interview to be audio or video recorded.
- (4) If Inspectors appointed under Article 23 have reasonable grounds for suspecting that an Officer or former Officer, affiliate or other party related to a Registered Person maintains or has maintained a bank account of any description, whether alone or jointly with another person, into or out of which has been paid money which is in any way related to the affairs of the Registered Person which is the subject of investigation, the Inspectors may require such person to obtain and produce all books and Records in such person's custody or power relating to the bank account.
- (5) A person in respect of whom a requirement is made by an Inspector pursuant to this Article 24 shall comply with that requirement. A person who fails to comply with such requirement is liable to a fine, as set out in Schedule 2.
- (6) A person required under this Article to answer any question which is put to such person by an Inspector shall not:
- (a) knowingly or recklessly make a statement which is false, misleading or deceptive in a material particular; or
 - (b) knowingly or recklessly withhold any information the omission of which makes the information which is furnished misleading or deceptive in a material particular.
- A person who fails to comply with the requirements of this Article 24(6) is liable to a fine, as set out in Schedule 2.
- (7) The Inspectors may exercise their powers under this Article in respect of any person within, or outside of, the DIFC provided that, if the person is outside the DIFC, the Inspectors shall either:
- (a) use any arrangements it has with a relevant authority in the jurisdiction in which the person is resident or domiciled, or the premises are located, to assist it to exercise the power; or

- (b) apply to the Court for an order compelling the person to provide the information, produce or procure the production of the Documents, or answer questions, or permitting the Inspectors to enter the premises of that person.

25. Use and effect of Documents and information obtained for investigations

- (1) Information given or a Document produced as a result of the exercise by the Inspectors of powers under Article 24 is admissible in evidence in any proceedings, provided that any such information or Document also complies with any requirements relating to the admissibility of evidence in such proceedings.
- (2) The requirement to give, produce or procure the information or Documents specified under Article 24 shall not apply if such information or Documents are subject to legal professional privilege.
- (3) The Inspectors shall not disclose a statement made by a person in answer to any question asked pursuant to a requirement made of the person under Article 24 to any law enforcement agency for the purpose of criminal proceedings against the person unless:
 - (a) the person consents to the disclosure; or
 - (b) the Inspectors are required by law or court order to disclose the statement.
- (4) The Inspectors may retain possession of any information and Documents given to them pursuant to a requirement made under Article 24 for so long as is necessary:
 - (a) for the purposes of the investigation to which the notice relates;
 - (b) for a decision to be made about whether or not a proceeding to which the information or Documents would be relevant should be commenced; or
 - (c) for such a proceeding to be completed.
- (5) A person is not entitled to claim a lien on any Documents as a basis for failing to comply with a requirement made under Article 24, but any lien is not otherwise prejudiced.
- (6) Where a person is unable to produce information or Documents in compliance with a requirement made under Article 24, the Inspectors may require the person to state, to the best of that person's knowledge or belief, where the information or Documents may be found and who last had possession, custody or control of the information or Documents.
- (7) Where the Inspectors consider that, if disclosed, the fact of the issuing of a notice requiring a person to:
 - (a) produce Documents;
 - (b) give information;
 - (c) attend a compulsory interview; or
 - (d) give assistance,may hinder the investigation to which it relates, the Inspectors may direct a person who receives a notice under this Article not to disclose the receipt of a notice or any information relating to compliance therewith to any other person, other than his legal representative under a duty of confidentiality.
- (8) A person is entitled to legal representation during the course of an investigation.

26. Obstruction of the Inspectors

- (1) A person shall not, without reasonable excuse, engage in conduct, including without limitation the:
 - (a) destruction of Documents;
 - (b) failure to give or produce information or Documents specified by the Inspectors;
 - (c) failure to attend before the Inspectors at a specified time and place to answer questions;
 - (d) giving of information that is false or misleading; or
 - (e) failure to give any assistance in relation to an investigation which the person is able to give,

that is intended to obstruct the Inspectors in the exercise of any powers under Article 24 or under the Law, the Regulations or any other Legislation administered by the Registrar.
- (2) If any person fails to comply with a requirement under Article 24 or refuses to answer any question put to such person by the Inspectors for the purpose of the investigation, the Inspectors may certify the refusal in writing to the Court. The Court may thereupon inquire into the case and make such orders as it sees fit.
- (3) A person who fails to comply with the requirements in Article 26(1) is liable to a fine, as set out in Schedule 2.

27. Inspectors' reports

- (1) The Inspectors shall make such written report to the Registrar that the Registrar may require at the conclusion of the investigation of the Inspectors.
- (2) The Inspectors shall make such interim reports, if any, to the Registrar that the Registrar may require.
- (3) The Registrar may, upon receipt of a report by an Inspector, do any one (1) or more of the following:
 - (a) provide a copy of the report to the Registered Person to which the report relates with or without a direction that it be disclosed to the Shareholder(s);
 - (b) provide a copy of the report to any person whose financial interests may have been affected by the matters dealt with in the report;
 - (c) cause the report, or such parts of the report as the Registrar considers appropriate, to be published; or
 - (d) in the case of a Registered Person licensed, Registered or registered by the DFSA, provide a copy of the report to the DFSA.

28. Powers of Registrar to apply to Court

- (1) The Registrar may apply to the Court for an order under this Article 28 if, from any report made or information obtained under this Chapter, the Registrar considers that:
 - (a) the Registered Person's affairs are being, or have been, conducted in a manner which is:

- (i) contrary to this Law or any other Legislation administered by the Registrar; or
 - (ii) unfairly prejudicial to the interests of any person having an interest in the Registered Person; or
 - (b) an actual or proposed act of the Registered Person (including an act or omission on its behalf) is, or would be, so contrary or prejudicial.
- (2) If the Court is satisfied that an application by the Registrar under Article 28(1) is well founded, it may make such order as it thinks fit for giving relief in respect of the matters complained of.

CHAPTER 2 – OTHER POWERS OF THE REGISTRAR

29. Direction to comply with this Law or other Legislation administered by the Registrar

- (1) If a Registered Person or any Officer of it fails to comply with:
- (a) a provision of this Law, the Regulations or any other Legislation administered by the Registrar; or
 - (b) a requirement made by the Registrar pursuant to any power under this Law, the Regulations or any other Legislation administered by the Registrar,
- which requires any of them to provide to, or file with, the Registrar any information or Document, or to give notice to the Registrar of any matter, the Registrar may issue a direction that the Registered Person or any Officer of it make good the failure within a time specified in the direction.
- (2) If a Registered Person or any Officer of it fails to comply with a provision of this Law, the Regulations or any other Legislation administered by the Registrar which requires any of them to comply with a lawful requirement in relation to another person, the Registrar may issue a direction that the Registered Person or any Officer of it make good the failure within a time specified in the direction.
- (3) If the Registrar considers that the Registered Person or any Officer of it has failed to comply with a direction under Articles 29(1) or 29(2), the Registrar may apply to the Court for one or more of the following orders:
- (a) an order directing the Registered Person or Officer to comply with the direction or with any provision of this Law, the Regulations or any other Legislation administered by the Registrar relevant to the issue of the direction;
 - (b) an order directing the Registered Person or Officer to pay any costs incurred by the Registrar or other person relating to:
 - (i) the issue of the direction by the Registrar; or
 - (ii) the contravention of this Law, the Regulations or any other Legislation administered by the Registrar relevant to the issue of the direction; or
 - (c) any other order that the Court considers appropriate.
- (4) Nothing in this Article prejudices the operation of any other Article imposing penalties on a Registered Person or any Officer of it in respect of a failure mentioned in this Article 29, or any powers that the Registrar or other person or the Court may have under any other provision of this Law, the Regulations or any other Legislation administered by the Registrar.

30. General power to obtain information

- (1) Where the Registrar considers necessary or desirable in the performance of the Registrar's powers and functions under this Law, the Regulations or any other Legislation administered by the Registrar, the Registrar may require any person incorporated, registered or continued under any Legislation administered by the Registrar, including any Officer, partner, Employee or agent of such person, by written notice, to:
 - (a) give, or procure the giving of, such specified information; or
 - (b) produce, or procure the production of, such specified Documents,

to the Registrar and such person shall comply with the Registrar's request. A person who fails to comply with such a request or requirement is liable to a fine, as set out in Schedule 2.
- (2) The Registrar may require any person incorporated, registered or continued under any Legislation administered by the Registrar to allow the Registrar to enter its premises during normal business hours or at any other time as may be agreed for the purpose of inspecting and copying information or Documents stored in any form on such premises as the Registrar considers necessary or desirable in the performance of the Registrar's powers and functions under this Law, the Regulations or any other Legislation administered by the Registrar and such person shall comply with the Registrar's request. A person who fails to comply with such a request or requirement is liable to a fine, as set out in Schedule 2.
- (3) Information given or a Document produced as a result of the exercise by the Registrar of powers under this Article is admissible in evidence in any proceedings, provided that any such information or Document also complies with any requirements relating to the admissibility of evidence in such proceedings.
- (4) The requirement to give, produce or procure the information or Documents specified under Article 30(1) or 30(2) shall not apply if such information or Documents are a Privileged Communication.
- (5) The Registrar may apply to the Court for an order to require a person to give, produce or procure the information or Documents prescribed under Article 30(1) and the Court may make such an order as it deems fit.

31. Compliance with a direction or requirement of the Registrar

- (1) Where the Registrar issues a direction or makes a requirement in relation to a person pursuant to a provision of this Law, the Regulations or any other Legislation administered by the Registrar, such person shall comply with such direction or requirement.
- (2) A person who fails to comply with such direction or requirement is liable to a fine, as set out in Schedule 2.

32. Powers to strike off names of Registered Persons from the Public Register

- (1) The Registrar may, subject to Article 32(2), strike the name of a Registered Person off the Public Register if the Registrar has reason to believe that:
 - (a) the Registered Person is not carrying on business or is not in operation;
 - (b) the Registered Person is acting in contravention of this Law, the Regulations or any other Legislation administered by the Registrar; or
 - (c) it is prejudicial to the interests of the DIFC for the Registered Person to remain on the Public Register.

- (2) The Registrar shall, when exercising the Registrar's powers under Article 32(1), follow the Decision Making Procedures prescribed in the Regulations and the following additional procedures:
- (a) publish a notice in the Appointed Publication of the Registrar's intention to strike the name of the Registered Person off the Public Register and to cause the Registered Person to be dissolved before proceeding to do so; and
 - (b) obtain the consent of the DFSA prior to publishing the notice referred to in Article 32(2)(a) where the Registered Person is licensed, registered or Registered by the DFSA.
- (3) Where a Registered Person is being wound up in a Creditors' winding up under the Insolvency Law and:
- (a) the Registrar has reason to believe either that:
 - (i) no liquidator is acting; or
 - (ii) the affairs of the Registered Person are fully wound up; and
 - (b) the reports or accounts required to be made by the liquidator have not been made for a period of six (6) consecutive months,
- the Registrar may strike the name of the Registered Person off the Public Register subject to the same procedures as specified in Article 32(2).
- (4) If a liquidator applies to the Registrar to dissolve the Registered Person in accordance with the Insolvency Law, the Registrar may remove the Registered Person's name from the Public Register.
- (5) The Registrar may also strike the Registered Person's name off the Public Register if an application is made by the Registered Person in accordance with the requirements of this Article 32(5). The application shall:
- (a) be made by the Registered person or on the Registered Person's behalf by its Governing Body or a majority of its Shareholders, partners or members;
 - (b) be in the form prescribed by the Regulations; and
 - (c) within seven (7) days of being made, be copied to every person who, at the date of the application, is:
 - (i) a Shareholder, partner or member of the Registered Person;
 - (ii) an Employee of the Registered Person;
 - (iii) a Creditor of the Registered Person; or
 - (iv) a member of the Governing Body of the Registered Person (except where such member is a party to the application).
- (6) An application under Article 32(5) on behalf of a Registered Person shall not be made:
- (a) if at any time in the previous three (3) months, the Registered Person has:
 - (i) changed its name;

- (ii) traded or otherwise carried on business;
 - (iii) made a disposal for value of property or rights held, prior to disposal, for gain, in the normal course of trading; or
 - (iv) engaged in any other activity, other than those which are necessary or expedient for the purposes of making an application under Article 32(5) for concluding the affairs of the Registered Person or complying with the associated legal requirement; or
 - (b) at a time when any process in respect of the Registered Person, or its property, has commenced pursuant to the Insolvency Law.
- (7) For the purposes of Article 32(6) a Registered Person is not treated as trading or otherwise carrying on business if it makes payment in respect of a liability incurred in the course of trading or otherwise carrying on business.
- (8) An application under Article 32(5) may be withdrawn by notice to the Registrar.
- (9) The Registrar may not strike a Registered Person off the Public Register under Article 32(5) until the expiration of three (3) months from the publication of a notice, by the Registrar, in the Appointed Publication:
- (a) stating that the Registrar may exercise the power to strike the Registered Person off the Public Register; and
 - (b) inviting any person to show cause why that should not be done.
- (10) Where a Registered Person is struck off the Public Register pursuant to Articles 32(1), (3), (4) or (5) the liability of every member, partner, Director and Shareholder of the Registered Person continues and may be enforced as if the Registered Person had not been dissolved.
- (11) Where the Registrar strikes the name of the Registered Person off the Public Register upon completion of the applicable procedures under this Article, the Registered Person shall be dissolved.
- (12) Subject to Article 33, when a Registered Person is dissolved, all property and rights whatsoever vested in or held on trust for the Registered Person immediately before its dissolution vests in the DIFCA.
- (13) Under Article 32(12), DIFCA takes only the same property rights that the Registered Person itself held. If the Registered Person held particular property subject to a security or other interest or claim, DIFCA takes the property subject to that interest or claim.
- (14) DIFCA's title to such property may be disclaimed by a notice published in an Appointed Publication, within three (3) years of the date on which the fact that the property may have vested in the DIFCA first comes to its notice or if the ownership is not established at that date, the end of the period reasonably necessary for the DIFCA to establish the ownership of the property. DIFCA may upon disclaimer of any property take any steps necessary to vest the property in the person whom in the opinion of DIFCA, is entitled thereto.
- (15) Where DIFCA has disclaimed a property, that property is deemed not to have vested in the DIFCA and the disclaimer operates so as to terminate as from the date of the disclaimer, the rights, interests and liabilities of DIFCA in respect of the property disclaimed. Such disclaimer, except so far as is necessary for the purposes of releasing the DIFCA from any liability, does not affect the rights or liabilities of any other person.

- (16) The Court may on application in relation to property to which Article 32(13) applies by a person who:
- (a) claims an interest in the property; or
 - (b) is under a liability in respect of the property that is not discharged,
- make an order under this Article 32(16) vesting the property in, or its delivery to that person or make such other order as the Court thinks fit.
- (17) On a vesting order being made under Article 32(16), the property comprised in it vests in the person named, without any formalities of conveyance, assignment or transfer.

33. Restoration of a Registered Person

- (1) The Court may, on application of:
- (a) any former Officer of a Registered Person;
 - (b) any person having an interest in any property that was subject to rights vested in the Registered Person or that was benefited by obligations owed by the Registered Person;
 - (c) any person who but for the Registered Person's dissolution would have been in a contractual relationship with it;
 - (d) any person with a potential legal claim against the Registered Person;
 - (e) any former Shareholder, partner or member of the Registered Person;
 - (f) any person who was a Creditor of the Registered Person at the time of its striking off or dissolution; or
 - (g) any other person appearing to the Court to have an interest in the matter,
- make an order or orders to restore a Registered Person to the Public Register and any other order as the Court considers appropriate, provided that such an order shall not be inconsistent with any provision in the Insolvency Law applicable to the dissolution of Registered Persons.
- (2) The general effect of an order by the Court pursuant to Article 33(1) for restoration to the Public Register is that the Registered Person is deemed to have continued its existence as if it had not been dissolved or struck off the Public Register. The Registered Person shall not be liable to a fine for failure to deliver accounts for any financial year in relation to which the period for filing accounts ended after the date of dissolution or striking off and before the restoration of the Registered Person to the Public Register.
- (3) The Court may give directions and make such provisions as seems just for placing the Registered Person and all other persons in the same position (as nearly as may be) as if the Registered Person had not been dissolved or struck off the Public Register.
- (4) The copy of the order of the Court under Article 33(1) shall, within fourteen (14) days from the making of the order, or such longer period as the Court may allow, be delivered to the Registrar by the person making the application for the order.
- (5) The Registrar shall, as soon as practicable upon receipt of a copy of the Court order, restore the Registered Person to the Public Register.
- (6) The restoration of the Registered Person shall take effect upon a copy of the Court's order being delivered to the Registrar.

- (7) An application for restoration:
 - (a) may be made at any time for the purpose of bringing a claim against the Registered Person for personal injury as long as it is made within the applicable statutory time limits for bringing such a claim; and
 - (b) in any other case, may not be made after the end of the period of six (6) years from the date of dissolution.

CHAPTER 3 – GENERAL CONTRAVENTIONS

34. General contraventions provision

- (1) A person who:
 - (a) does an act or thing that the person is prohibited from doing by or under an Article of this Law, the Regulations or any other Legislation administered by the Registrar;
 - (b) does not do an act or thing that the person is required or directed to do under an Article of this Law, the Regulations or any other Legislation administered by the Registrar; or
 - (c) otherwise contravenes an Article of this Law, the Regulations or any other Legislation administered by the Registrar,commits a contravention of this Law and is liable to a fine, as set out in Schedule 2.
- (2) Under this Article, a “person” does not include the DIFCA, the Registrar, the DFSA or the President.

35. Involvement in contraventions

- (1) If a person is knowingly concerned in a contravention of this Law, the Regulations or any other Legislation administered by the Registrar committed by another person, the first person as well as the other person commits a contravention and is liable to be proceeded against and dealt with accordingly.
- (2) Without limiting the generality of Article 35(1), if an Officer of a Registered Person is knowingly concerned in a contravention of this Law, the Regulations or any other Legislation administered by the Registrar committed by a Registered Person, the Officer as well as the Registered Person commits a contravention and is liable to be proceeded against and dealt with accordingly.
- (3) If the affairs of a Company are managed by its Shareholders, Article 35(2) applies in relation to the acts and defaults of a Shareholder in connection with that Shareholder’s functions of management as if that Shareholder were an Officer of the Company.
- (4) For the purposes of this Article 35, a person is “knowingly concerned” in a contravention if, and only if, the person:
 - (a) has aided, abetted, counselled or procured the contravention;
 - (b) has induced, whether by threats or promises or otherwise, the contravention;
 - (c) has in any way, by act or omission, directly or indirectly, been knowingly involved in or been party to, the contravention; or
 - (d) has conspired with another or others to effect the contravention.

- (e) has, alone or in concert with others, directly or indirectly, done, attempted or planned to do any of the following:
 - (i) conceal the existence or extent or nature of a contravention; or
 - (ii) obstruct, impede or prevent competent authorities within the DIFC from detecting, investigating or prosecuting a contravention.
- (5) In this Article, a “person” does not include the DIFCA, the Registrar, the DFSA or the President.

CHAPTER 4 – ENFORCEMENT

36. Enforceable undertakings

- (1) The Registrar may accept a written undertaking given by a person where the Registrar considers the provision and acceptance of such an undertaking is necessary or desirable in the pursuit of the Registrar’s objectives.
- (2) The person may withdraw or vary the undertaking at any time, but only with the consent of the Registrar.
- (3) If the Registrar considers that the person who gave the undertaking has been in breach of any of its terms, the Registrar may apply to the Court for an order under Article 36(4).
- (4) If the Court is satisfied that the person has been in breach of a term of the undertaking, the Court may make all or any of the following orders:
 - (a) an order directing the person to comply with that term of the undertaking;
 - (b) an order directing the person to pay to any person or to the Registrar an amount up to the amount of any profit, gain or benefit that the person has obtained directly or indirectly and that is reasonably attributable to the breach;
 - (c) any order that the Court considers appropriate directing the person to compensate any other person who has suffered loss or damage as a result of the breach; or
 - (d) any other order that the Court considers appropriate.

37. Administrative Censures

- (1) The Registrar may censure a person where such person contravenes:
 - (a) any regulations, standards or codes of practice or Guidance administered by the Registrar; or
 - (b) a provision of any Legislation administered by the Registrar.
- (2) The Registrar shall, when exercising the Registrar’s power under Article 37(1), follow the Decision Making Procedures prescribed in the Regulations.
- (3) The Registrar may censure a person by any means, including by way of publishing a notice of censure.

38. Imposition of fines

- (1) Where the Registrar considers that a person has committed a contravention of a provision of this Law, the Regulations or any other Legislation administered by the Registrar, the Registrar may, where such a contravention is subject to a fine as specified in Schedule 2 of this Law or

such other Legislation administered by the Registrar, impose on such person a fine not exceeding the amount specified as the maximum fine applicable to the relevant contravention.

- (2) The Registrar shall, in exercising the Registrar's power under Article 38(1), follow the Decision Making Procedures prescribed in the Regulations, except where such procedures are expressly dis-applied.
- (3) The Board of Directors of the DIFCA shall, for the purposes of this Article, prescribe in Regulations the applicable procedures in relation to the imposition and recovery of fines, including any circumstances in which such procedures are inapplicable to the imposition of a fine.

CHAPTER 5 – APPLICATIONS TO COURT

39. Application to Court in relation to decision of the Registrar

The Court may on application of a person aggrieved by a decision of the Registrar, make one or more of the following orders:

- (a) an order affirming all or part of a decision of the Registrar;
- (b) an order modifying or substituting all or part of a decision of the Registrar;
- (c) an order as to the manner in which a decision of the Registrar or an order of the Court is to be effected;
- (d) an order remitting a decision to the Registrar with directions;
- (e) an order as to costs; or
- (f) any other order that the Court may deem appropriate in the circumstances.

40. Orders for compensation

- (1) Where a person intentionally, recklessly or negligently commits a breach of any requirement, duty, prohibition, responsibility or obligation which is imposed by or under this Law or Legislation administered by the Registrar, the person is liable to compensate any other person for any loss or damage caused to that other person as a result of such conduct, and is otherwise liable to restore such other person to the position they were in prior to such conduct.
- (2) Where a person suffers loss or damage caused as a result of conduct described in Article 40(1), the Court may, on application brought by the person, or the Registrar on behalf of such person, make orders for the recovery of damages or for compensation or for the recovery of property or any other order as the Court sees fit, except where such liability is excluded under this Law, the Regulations or any other Legislation administered by the Registrar.
- (3) Nothing in this Article affects the rights, powers or remedies that any person or the Court may have apart from this Article.

41. Compulsory winding up

- (1) The Registrar may apply to the Court for the winding up of a Registered Person if:
 - (a) either:
 - (i) a Registered Person is acting or has acted in contravention of this Law, the Regulations or any other Legislation administered by the Registrar; or

- (ii) it is in the interests of the members, Shareholders or partners of the Registered Person, or of the Creditors of the Registered Person, for a Registered Person to be wound up;
 - (b) it is in the interests of the DIFC for the Registered Person to be wound up; and
 - (c) such Registered Person is licensed or registered by the DFSA, and the DFSA has given its prior consent for such an application to be made.
- (2) The Court may make any orders considered necessary or desirable for the winding up of a Registered Person referred to in Article 41(1).
- (3) Nothing in this Article affects the powers that any person or the Court may have apart from this Article.

42. Appointment of a receiver

- (1) In this Article, “relevant requirement” means a requirement, duty, prohibition, responsibility or obligation which is imposed by or under this Law, the Regulations or any other Legislation administered by the Registrar.
- (2) Subject to Article 42(4), where:
 - (a) the Registrar has appointed an Inspector or Inspectors to conduct an investigation into the affairs of a Registered Person;
 - (b) a civil or regulatory proceeding has been instituted, by the Registrar or otherwise, against a person as a result of that person’s conduct in relation to the affairs of a Registered Person; or
 - (c) a person has engaged, is engaging or is proposing to engage in conduct that constituted, constitutes or would constitute a contravention of a relevant requirement,

the Court may, on application of the Registrar or any other person, make an order appointing a receiver or receiver and manager, having such powers as the Court may see fit, of the property or any of the property of the relevant Registered Person.

- (3) Nothing in this Article affects the powers that any person or the Court may have apart from this Article.
- (4) The Registrar shall not make an application under this Article in the case of a Registered Person which is licensed or registered by the DFSA, unless the prior consent of the DFSA to make such an application is obtained.

43. Power of Court to grant relief in certain cases

- (1) If, in proceedings relating to any contravention, default, negligence, or any breach of duty, obligation, prohibition, requirement, responsibility or trust imposed by or under this Law, the Regulations or any other Legislation administered by the Registrar commenced against an Officer of a Registered Person or a person employed by a Registered Person as auditor, it appears to the Court that such Officer or person is or may be liable in respect of his conduct but that such person has acted honestly and that having regard to all the circumstances of the case (including those connected with his appointment) such person ought fairly to be excused for such person’s conduct, the Court may relieve him, either wholly or partly, from his liability on such terms as it thinks fit.
- (2) If an Officer or person mentioned in Article 43(1) has reason to apprehend that a claim will or might be made against him in respect of any contravention, default, negligence, or any breach of duty, obligation, prohibition, requirement, responsibility or trust imposed by or under this

Law, the Regulations or any other Legislation administered by the Registrar, such person may apply to the Court for relief, and the Court on the application has the same power to relieve such person as it would have had if proceedings against that person for any such matter had been brought.

44. Effect of provisions

For the avoidance of doubt, nothing in any Article in this Part limits the generality of any other Article in this Part, or the generality of any other provision in this Law, the Regulations or any other Legislation administered by the Registrar, which may provide for administrative remedies or the commencement of proceedings in the Court.

PART 6: GENERAL PROVISIONS

CHAPTER 1 – THE BOARD OF DIRECTORS OF THE DIFCA

45. The powers and functions of the Board of Directors of the DIFCA

- (1) Without limiting the powers and functions conferred elsewhere under this Law or under any other law made by the Ruler, the Board of Directors of the DIFCA has the powers and functions to:
 - (a) ensure that the Registrar exercises its statutory powers and functions in accordance with the Registrar’s objectives as specified in Article 7;
 - (b) review the performance of the Registrar and the use of the Registrar’s resources; and
 - (c) after consultation with the President, give the Registrar written directions:
 - (i) to further any of the Registrar’s regulatory objectives; or
 - (ii) relating to the performance of the Registrar’s statutory functions,
 and such directions shall not constitute Regulations.
- (2) The Board of Directors of the DIFCA may delegate to the Registrar such of its regulatory powers and functions, other than those specified in Article 45(1), where such powers and functions may more efficiently and effectively be performed by the Registrar.

46. Power to make Regulations

- (1) The Board of Directors of the DIFCA may make Regulations in respect of:
 - (a) any matters relating to the objectives, powers or functions of the Registrar; or
 - (b) to facilitate the administration of, or further the purposes of, any Legislation administered by the Registrar.
- (2) The Board of Directors of the DIFCA may, in the exercise of its power under Article 46(1), make Regulations in respect of:
 - (a) forms, procedures and requirements under this Law;
 - (b) the keeping of public registers and databases; and
 - (c) the conduct of the Registrar and the Registrar’s officers, employees and agents in relation to the exercise of powers and performance of functions, including those relating to the exercise of discretionary powers and powers to conduct investigations and hearings.
- (3) The Board of Directors of the DIFCA may issue a standard or code of practice which it may incorporate by reference into the Regulations. Such a standard or code of practice shall have the same effect as Regulations except where otherwise stated.
- (4) Without limiting the generality of Article 46(1), the Regulations under this Article may:
 - (a) make different provision for different cases or circumstances;
 - (b) include supplementary, incidental and consequential provision;

- (c) make transitional and saving provisions for the purposes of giving effect to, or to facilitate, the transition from the Previous Law to this Law;
 - (d) be made to facilitate the administration of, or further the purposes of this Law and another law, or other laws; and
 - (e) where made to facilitate the administration of, or further the purposes of another law, require the doing of an act or thing in default of which a fine is payable under this Law.
- (5) Where any Regulations made under this Law purports to be made in the exercise of a particular power or powers, it shall also be taken to be made in the exercise of all the powers under which it may be made.

47. Publication of draft Regulations

- (1) The Board of Directors of the DIFCA shall publish draft Regulations, including any draft standard or code of practice referred to in Article 46(3), by means of a notice.
- (2) The notice of draft Regulations shall include:
 - (a) a summary of the draft Regulations;
 - (b) the text of the draft Regulations;
 - (c) a statement of the substance and purpose of the material provisions of the draft Regulations; and
 - (d) if the draft Regulation includes by reference to a standard or code of practice, the information in 47(2)(a) - (c) as is relevant to such standard or code of practice.
- (3) Upon publication of a notice under Article 47(2), the Board of Directors of the DIFCA shall invite interested persons to make representations with respect to the draft Regulations within a period of at least thirty (30) days after the publication, or within such other period as the Board of Directors of the DIFCA may otherwise determine.
- (4) Articles 47(1), 47(2) and 47(3) shall not apply if the Board of Directors of the DIFCA concludes that:
 - (a) any delay likely to arise as a result of compliance with those Articles is prejudicial to the interests of the DIFC; or
 - (b) the draft Regulations are merely to correct unintended anomalies or inconsistencies in the Law or the Regulations, or are of an inconsequential nature which do not change the intended policy or effect of the relevant rule or Regulations.
- (5) Any period of time during which the Board of Directors of the DIFCA has invited interested persons to make representations with respect to draft Regulations prior to this Article coming into effect shall be deemed to count as part or all of the period referred to in Article 47(3).

CHAPTER 2 - THE REGISTRAR

48. Reporting by the Registrar

- (1) The Registrar shall report to the Board of Directors of the DIFCA in such manner as the Board of Directors of the DIFCA may direct.
- (2) The Board of Directors of the DIFCA shall provide the President with a written report on the exercise of the powers and performance of the functions of the Registrar and of the Registrar's financial activities.

- (3) Such report shall be prepared and provided before the end of the first quarter of the financial year of the Registrar or within such other period as the President may require and shall relate to the previous financial year.
- (4) Such report shall be published by the Board of Directors of the DIFCA without undue delay, or within such time period as the President otherwise directs.

49. Record keeping

The Registrar shall make suitable arrangements for keeping appropriate Records in relation to the exercise of the Registrar's powers and the performance of the Registrar's functions.

50. Conflicts of interest

- (1) The Registrar, his officers, employees and agents shall disclose material conflicts of interest to which they are subject to in performing their functions. Such disclosure shall be made without undue delay to the person to whom such officer, employee or agent reports.
- (2) The Registrar, his officers, employees and agents shall not participate in the making of decisions on matters in relation to which they are subject to a material conflict of interest, save that such a breach shall not result in a decision being rendered invalid.

51. Confidential information

- (1) Subject to Article 51(3), confidential information shall not be disclosed by the Registrar or by any of the Registrar's officers, employees or agents, or by any person coming into possession of the information, without the consent of the person to whom the duty of confidentiality is owed.
- (2) Information is confidential when:
 - (a) it is received by the Registrar or any of the Registrar's officers, employees or agents in the course of the performance by such person of a function under this Law, the Regulations or any other Legislation administered by the Registrar; or
 - (b) it is "personal data" as defined in the Data Protection Law No. 1 of 2007, and has not been made available to the public in circumstances in which disclosure is not prohibited under this Law, the Regulations or other DIFC Law.
- (3) The Registrar may or where directed by the Board of Directors of the DIFCA shall, disclose confidential information where such disclosure is:
 - (a) permitted or required to be made under this Law, the Regulations or any other Legislation administered by the Registrar;
 - (b) permitted or required to be disclosed by any other DIFC Law or any other law applicable in the DIFC;
 - (c) made to the DFSA for the purpose of assisting the DFSA in performing its regulatory functions; or
 - (d) for the purpose of applicable laws relating to exchange of information, anti-money laundering and counter-terrorism financing, unlawful organisations and sanctions compliance.

52. Financial year

The financial year of the Registrar commences on 1 January in each calendar year or such other date as the President may specify.

53. The annual budget of the Registrar

- (1) The Board of Directors of the DIFCA shall, before the end of each financial year, submit to the President for the President's approval estimates of the annual income and expenditure of the Registrar for the next financial year.
- (2) Such estimates shall include figures relating to levels of remuneration and entitlement to expenses of the officers, employees and agents of the Registrar.
- (3) The President may:
 - (a) approve the estimates submitted under Article 53(1); or
 - (b) on reasonable grounds reject such estimates within thirty (30) days of receiving them, where such rejection is to be advised in writing, with reasons, to the Board of Directors of the DIFCA.
- (4) Unless the estimates have been expressly approved by the President under Article 53(3)(a) or rejected under Article 53(3)(b), they shall be deemed to have been approved on expiry of thirty (30) days from the date of submission referred to in Article 53(1).

54. Funding and fees

- (1) In respect of each financial year of the Registrar, the office of the President shall provide financial resources to the Registrar to the extent necessary to ensure that the Registrar is able adequately to perform the Registrar's functions and exercise the Registrar's powers.
- (2) The Registrar may invest the Registrar's financial resources which are not immediately required in accordance with an investment policy approved in advance by the President and the Board of Directors of the DIFCA.
- (3) The Board of Directors of the DIFCA may make Regulations requiring the payment to the Registrar of such fees as may be prescribed in respect of:
 - (a) the performance by the Registrar of such functions under this Law as may be specified in the Regulations, including the receipt by the Registrar of any Document under this Law which is required to be delivered to the Registrar; and
 - (b) the inspection of Documents or other material held by the Registrar under this Law.
- (4) The Registrar may charge a fee for any services provided by the Registrar otherwise than in pursuance of an obligation imposed on the Registrar by this Law.
- (5) Where a fee is provided for or charged under this Article for the performance of an act or duty by the Registrar, no action need be taken by the Registrar until the fee is paid, and where the fee is payable on the receipt by the Registrar of a Document required to be delivered to the Registrar, the Registrar shall be deemed not to have received it until the fee is paid.

55. Accounts

- (1) The Registrar shall keep proper accounts of the Registrar's financial activities.
- (2) The Registrar shall, before the end of the first quarter of the financial year, prepare financial statements for the preceding financial year in accordance with the accounting standards specified in Regulations made by the Board of Directors of the DIFCA.
- (3) Such financial statements shall in any event give a true and fair view of the financial activities of the Registrar as at the end of the relevant financial year and of the results of the Registrar's operations and cash flows in the relevant financial year.
- (4) On completion of their preparation, such statements shall be, where appropriate to do so, approved by the Board of Directors of the DIFCA.

56. Audit

- (1) The Board of Directors of the DIFCA shall appoint auditors to conduct an audit in relation to each financial year of the Registrar.
- (2) The Board of Directors of the DIFCA shall, as soon as reasonably practicable after the preparation and approval of the financial statements of the Registrar, provide such statements to the relevant auditors for audit.
- (3) The auditors shall prepare a report on the financial statements and send the report to the Board of Directors of the DIFCA.
- (4) Such report shall, where appropriate, include a statement by the auditors as to whether or not, in their opinion, the financial statements to which the report relates give a true and fair view of the state of the financial activities of the Registrar as at the end of the financial year to which the financial statements relate and of the results of the Registrar's operations and cash flows in that financial year.
- (5) The auditors shall have a right of access at all reasonable times to all information which is reasonably required by them for the purposes of preparing the report and which is held or controlled by any officer, employee or agent of the Registrar.
- (6) The auditors shall be entitled reasonably to require from the officers, employees and agents of the Registrar such information and explanations they consider necessary for the performance of their duties as auditors.
- (7) A person shall not without reasonable excuse intentionally engage in conduct that results in the obstruction of a person appointed under Article 56(1) in the exercise of that person's powers under this Article.
- (8) The Board of Directors of the DIFCA shall, before the end of the first quarter of the financial year of the Registrar or within such other period as the President may require, submit to the President copies of:
 - (a) the approved financial statements of the Registrar for the previous financial year; and
 - (b) the report of the auditors on the financial statements.

57. Taxation

The income of the Registrar shall not be subject to taxation.

58. Liability

- (1) Subject to Article 58(2), the Registrar may be sued in the Registrar's corporate capacity.
- (2) Neither the Registrar nor the DIFCA nor any officer, employee or agent of them can be held liable for anything done or omitted to be done in the performance or purported performance of the functions or in the exercise or purported exercise of any power of the Registrar or of the Board of Directors of the DIFCA.
- (3) Article 58(2) does not apply if the act or omission is shown to have been in bad faith.

59. Independent review of the Registrar

- (1) The President may appoint an independent person to review and report to the President on any aspect of the efficiency and effectiveness of the Registrar in the use of the Registrar's resources.
- (2) The office of the President shall meet the reasonable expenses incurred by such person in preparing the report.
- (3) A person appointed under Article 59(1) has a right of access at all reasonable times to all information which is reasonably required by that person for the purposes of preparing the report and which is held or controlled by any officer, employee or agent of the Registrar.
- (4) A person appointed under Article 59(1) shall be entitled reasonably to require from the officers, employees and agents of the Registrar such information and explanations as that person considers necessary for the purpose of preparing the report.
- (5) A person shall not, without reasonable excuse, intentionally engage in conduct that results in the obstruction of a person appointed under Article 59(1) in the exercise of his powers under this Article.

CHAPTER 3 – MISCELLANEOUS

60. Waivers and modification of this Law or the Regulations

- (1) In this Article, a reference to a "relevant provision" is a reference to:
 - (a) any provision of this Law or any other Legislation administered by the Registrar which is expressed to be subject to this Article; or
 - (b) any provision of the Regulations or any other regulation administered by the Registrar.
- (2) The Registrar may:
 - (a) on the application of a person; or
 - (b) with the consent of a person,by means of a written notice provide that one (1) or more relevant provisions either:
 - (c) shall not apply in relation to such person; or
 - (d) shall apply to such person with such modifications as are set out in the written notice.
- (3) The waiver or modification may be given subject to conditions which shall be specified in the written notice.
- (4) A person to whom a condition specified in a written notice applies shall comply with the condition. In the event of failure to comply with a condition, the Registrar may, without limiting

any other powers that the Registrar may have, apply to the Court for an order, including an order that the person shall comply with the condition in a specified way.

- (5) Unless the Registrar is satisfied that it is inappropriate or unnecessary to do so, the Registrar shall publish a written notice in such a way as the Registrar considers appropriate for bringing the notice to the attention of:
 - (a) those likely to be affected by it; and
 - (b) others who may be likely to become subject to a similar notice.
- (6) The Registrar may on the Registrar's own initiative or on the application of the person to whom the written notice applies, withdraw or vary such notice.
- (7) The Board of Directors of the DIFCA may make Regulations in connection with the provision of a written notice under this Article, including Regulations prescribing procedures for the making of applications and providing of consents.

61. Obligation to identify and disclose beneficial ownership information

- (1) This Article applies to:
 - (a) a Registered Person; and
 - (b) any other person, arrangement, ownership structure or interests prescribed in the Regulations,each a "relevant person" for purposes of this Article.
- (2) A relevant person shall:
 - (a) provide the Registrar with information relating to its ultimate beneficial owners and nominee directors as prescribed in the Regulations; and
 - (b) comply with the requirements prescribed in the Regulations relating to ultimate beneficial owners and nominee directors.
- (3) For the purposes of this Article, "ultimate beneficial owner" and "nominee director" has the meaning prescribed in the Regulations.
- (4) A relevant person which fails to comply with one or more of the requirements in Article 61(2) is liable to a fine, as set out in Schedule 2.

62. Obligation of disclosure to the Registrar

- (1) Subject to Article 62(2), a Registered Person or an auditor of a Registered Person shall disclose to the Registrar any matter which reasonably tends to show one (1) of the following:
 - (a) a contravention, or likely contravention of a provision of this Law, the Regulations or any other Legislation administered by the Registrar;
 - (b) a failure, or likely failure, to comply with any obligation to which a person is subject under such Legislation; or
 - (c) any other matter as the Board of Directors of the DIFCA may prescribe in Regulations,which, in each case, may be attributable to the conduct of the relevant Registered Person or of its Employees or agents. A Registered Person or an auditor of a Registered Person which fails

to comply with the requirements of this Article 62(1) is liable to a fine, as set out in Schedule 2.

- (2) Article 62(1) shall not apply to the extent that compliance with such requirement would disclose a Privileged Communication.
- (3) A Registered Person shall establish and implement appropriate systems and internal procedures to enable its compliance with Article 62(1).
- (4) Any provision in an agreement between a Registered Person and an Officer, Employee, agent or auditor is void in so far as it purports to hinder any person from causing or assisting a Registered Person to comply with an obligation under Article 62(1).
- (5) No person shall be subjected to detriment, loss or damage merely by reason of undertaking any act to cause or assist a Registered Person to comply with an obligation under Article 62(1).
- (6) The Court may, on application of an aggrieved person, make an order for relief where the person has been subjected to any detriment, loss or damage in contravention of Article 62(5).

63. Disclosures to the Registrar

A person is neither liable to a proceeding, nor subject to liability, nor in breach of any duty, merely by reason of the giving of information or production of a Document by the person to the Registrar:

- (a) in good faith; and
- (b) in reasonable belief that the information or Document is relevant to any functions of the Registrar,

whether such information or Document is given or produced pursuant to a requirement at law or otherwise.

64. Whistleblower Protection

- (1) A person who makes a disclosure of information specified in Article 64(2) to the Registrar, the Registered Person's auditor or a member of the audit team, a Director or other Officer of a Registered Person, is entitled to the protection set out in Article 64(3)(c).
- (2) For the purposes of Article 64(1), the disclosure of fact made by the person shall:
 - (a) include the identity of that person;
 - (b) relate to a reasonable suspicion that the Registered Person has or may have contravened a provision of this Law, the Regulations or any other Legislation administered by the Registrar;
 - (c) be made in good faith; and
 - (d) the Registrar shall not disclose the identity of such person unless required to do so for a regulatory purpose or by a Court.
- (3) Where a person makes disclosure under Article 64(2):
 - (a) such person shall not be subject to any legal or contractual liability for making that disclosure;
 - (b) no contractual, civil or other remedy or right shall be enforced against such person by another person for making that disclosure, or any consequence resulting from such disclosure; and

- (c) such person shall not be dismissed from his current employment, or otherwise subject to any action by the employer or any related party of the employer which is reasonably likely to cause detriment to that person.
- (4) Any person who takes any action which contravenes the requirements in Article 64(2)(c) is liable to a fine, as set out in Schedule 2.

65. Irregularities

- (1) In this Article:
 - (a) “procedure” is a reference to any procedure including but not limited to the making of a decision, the conduct of a hearing, the giving of a notice, and any proceeding whether a legal proceeding or not; and
 - (b) “procedural irregularity” includes a reference to a defect, irregularity or deficiency of notice or time.
- (2) A procedure under this Law, the Regulations or any other Legislation administered by the Registrar is not invalidated because of any procedural irregularity unless the Court declares the procedure to be invalid.
- (3) A person may apply to the Court for an order:
 - (a) declaring that:
 - (i) any act or thing purporting to have been done; or
 - (ii) any procedure purporting to have been commenced or undertaken,under this Law, the Regulations or any other Legislation administered by the Registrar is not invalid by reason of any contravention of a provision of such Law, Regulations or other Legislation; or
 - (b) extending or abridging the period for doing any act, matter or thing or commencing or undertaking any procedure under this Law or the Regulations or any other Legislation administered by the Registrar,

where any such act or thing, or procedure, is essentially of a procedural nature.

66. False or misleading information

- (1) A person shall not:
 - (a) provide information which is false, misleading or deceptive to the Registrar; or
 - (b) conceal information where the concealment of such information is likely to mislead or deceive the Registrar.
- (2) A person who fails to comply with the requirements in Article 66(1) is liable to a fine, as set out in Schedule 2.

67. Publication by the Registrar

- (1) The Registrar shall make available to the public without undue delay after the making or issuing of:
 - (a) Regulations made by the Board of Directors of the DIFCA; and
 - (b) Guidance in the form of:
 - (i) guidance made and issued by the Registrar under this Law; and
 - (ii) a standard or code of practice issued by the Board of Directors of the DIFCA which has not been incorporated into the Regulations.
- (2) The Registrar may publish in such form and manner as the Registrar regards appropriate information and statements relating to the practices and procedures of the Registrar, decisions of the Court, and any other matters which the Registrar considers relevant to the conduct of affairs in the DIFC.
- (3) Publications made under this Article may be provided with or without charge as the Board of Directors of the DIFCA may determine.

68. Public Registers

- (1) The Registrar shall maintain a Public Register or Public Registers of current and past registrations of Registered Persons in such manner as may be prescribed in the Regulations.
- (2) The Registrar shall publish and make a reasonably current version of any Public Register maintained under Article 68(1) freely available for viewing by the public on the website of the DIFC.

69. Language

The Registrar may require communication to which the Registrar is a party to be conducted in the English language.

**SCHEDULE 1
INTERPRETATION****1. Rules of interpretation**

- (1) In this Law, unless otherwise provided, a reference to:
 - (a) a statutory provision includes a reference to the statutory provision as amended or re-enacted from time to time;
 - (b) a “person” includes any natural person, body corporate or body unincorporate, including a Registered Person, partnership, unincorporated association, government or state;
 - (c) an obligation to publish or cause to be published a particular Document shall, unless expressly provided otherwise in this Law, include publishing or causing to be published in printed or electronic form;
 - (d) a “day” means a calendar day, unless expressly stated otherwise. If an obligation falls on a calendar day which is either a Saturday, Sunday or an official public holiday, the obligation shall take place on the next calendar day which is a business day;
 - (e) a “business day” means a calendar day, excluding Saturdays, Sundays or official public holidays;
 - (f) a “week” shall mean a calendar week or seven (7) days, whichever is applicable in the circumstances;
 - (g) a “month” shall mean a period of thirty (30) days;
 - (h) a “year” shall mean a period of three hundred and sixty five (365) days and a “calendar year” shall mean a year of the Gregorian calendar;
 - (i) a reference to the masculine gender includes the feminine and vice versa;
 - (j) the singular shall include the plural and vice versa;
 - (k) "dollar" or "\$" is a reference to United States Dollars unless the contrary intention appears; and
 - (l) this Law includes any Regulations made under this Law.
- (2) The headings in this Law shall not affect its interpretation.
- (3) References in this Law to a body corporate include a Registered Person incorporated outside the DIFC.
- (4) A reference in this Law to a Part, Chapter, Article or Schedule by number only, and without further identification, is a reference to the Part, Chapter, Article or Schedule of that number in this Law.
- (5) A reference in an Article or other division of this Law to an Article by number or letter only, and without further identification, is a reference to the Article of that number or letter contained in the Article or other division of this Law in which that reference occurs.
- (6) Unless the context otherwise requires, where this Law refers to an enactment, the reference is to that enactment as amended from time to time, and includes a reference to that enactment as

extended or applied by or under another enactment, including any other provision of that enactment.

- (7) References in this Law to a writing, filing, instrument or certificate include any mode of communication that preserves a record of the information contained therein and is capable of being reproduced in tangible form, including electronic means. For the avoidance of doubt, a Registered Person may, with the consent of a Shareholder, communicate with that Shareholder by electronic means.

2. Legislation in the DIFC

References to Legislation and Guidance in this Law shall be construed in accordance with the following provisions:

- (a) Federal Law is law made by the federal government of the United Arab Emirates;
- (b) Dubai Law is law made by the Ruler, as applicable in the Emirate of Dubai;
- (c) DIFC Law is law made by the Ruler (including, by way of example, this Law), as applicable in the DIFC;
- (d) this Law is the Operating Law, DIFC Law No. 7 of 2018 made by the Ruler;
- (e) the Regulations are Legislation made by the Board of Directors of the DIFCA under this Law and are binding in nature;
- (f) the Enactment Notice is the enactment notice pursuant to which this Law is brought into force;
- (g) Guidance is indicative and non-binding and may comprise (i) guidance made and issued by the Registrar under this Law or the Regulations; and (ii) any standard or code of practice issued by the Board of Directors of the DIFCA which has not been incorporated into the Regulations; and
- (h) references to “Legislation administered by the Registrar” are references to a Prescribed Law or any other DIFC Law and regulations conferring functions and powers on the Registrar.

3. Defined terms

- (1) In this Law, unless the context indicates otherwise, the defined terms listed in the table below shall have the corresponding meanings:

Terms	Definitions
Appointed Publication	a publication which is either: (a) a newspaper published in English with national circulation in the UAE and, if different, a newspaper with national circulation in the country where the Registered Person has its principal place of business and would reasonably be capable of bringing the matter to the attention of any persons who may be affected; or (b) a website written in English and is appointed by the Registrar for such purpose.
Board of Directors of the DIFCA	the governing body of the DIFCA.
Confirmation Statement	has the meaning given under Article 16.
Court	the DIFC Court as established under Dubai Law.
Creditor	includes a present, prospective and contingent creditor.

Terms	Definitions
Decision Making Procedures	the decision making procedures prescribed in the Regulations for the exercise of the powers of the Registrar under the Law that are stated to be subject to such procedures.
DFSA	the Dubai Financial Services Authority.
DIFC	the Dubai International Financial Centre.
DIFCA	the DIFC Authority established under Dubai Law.
Document	includes summons, notice, statement, return, account, order and other legal process, and registers.
Employee	in relation to a Registered Person means any individual who is appointed or employed by the Registered Person whose services are provided to, or for the purposes of the Registered Person, and includes any Officer of the Registered Person.
Governing Body	the committee of management overseeing the Registered Person.
Guidance	has the meaning given in Article 2(g) of this Schedule.
Insolvency Law	the Insolvency Law No. 3 of 2009.
Inspector	an inspector appointed by the Registrar pursuant to Article 23.
Law	the Operating Law No. 7 of 2018.
Legislation	includes laws and regulations or rules made under laws.
Legislation administered by the Registrar	has the meaning given in Article 2(h) of this Schedule.
Licence	a commercial or operating licence issued by the Registrar.
Officer	a director, partner, member of a committee of management, chief executive, secretary or other similar officer of the Registered Person, or a person purporting to act in such capacity, and an individual who is a controller of the Registered Person.
Permission	a commercial permission issued by the Registrar pursuant to Article 7(3)(e)(iii).
person	has the meaning given in Article 1 of this Schedule.
Prescribed Law	means: <ul style="list-style-type: none"> (a) the Companies Law DIFC Law No. 5 of 2018; (b) the Limited Partnership Law DIFC Law No. 4 of 2006; (c) the Limited Liability Partnership Law DIFC Law No. 5 of 2004; (d) the General Partnership Law DIFC Law No. 11 of 2004; (e) the Non-Profit Incorporated Organisations Law DIFC Law No. 6 of 2012; or (f) the Foundations Law DIFC Law No. 3 of 2018, and Prescribed Laws has a corresponding meaning. A reference to a Prescribed Law shall, where relevant, include a reference to any Regulations made under the Prescribed Law.
President	the president of the DIFC appointed by a decree of the Ruler pursuant to Dubai Law.

Terms	Definitions
Previous Law	the Companies Law 2009 (DIFC Law No. 2 of 2009) as it was in force immediately prior to the commencement of this Law.
Privileged Communication	a communication attracting a privilege arising from the provision of professional legal advice and any other advice or from the relationship of lawyer and client or other similar relationship, but does not include a general duty of confidentiality.
Records	Documents, information and other records however stored.
Public Register	any public register maintained by the Registrar.
Registered Details	the information included in the Public Register in relation to a Registered Person.
Registered Person	<p>Every</p> <ul style="list-style-type: none"> (a) Public Company; (b) Private Company; (c) Recognised Company; (d) General Partnership; (e) Recognised General Partnership; (f) Limited Partnership; (g) Recognised Limited Partnership; (h) Limited Liability Partnership; (i) Recognised Limited Liability Partnership; (j) Incorporated Organisation; (k) Foundation; (l) Recognised Foundation; or (m) any other legal body or structure created by Legislation administered by the Registrar, <p>which has been incorporated, registered or continued under a Prescribed Law or by any other Legislation administered by the Registrar.</p>
Registrar	the Registrar of Companies appointed pursuant to Article 6.
Ruler	the Ruler of the Emirate of Dubai.
Schedule	a schedule to this Law.

(2) A term that is used in this Law which does not appear in the table above and is defined in a Prescribed Law, shall have the same meaning in this Law as it has in the Prescribed Law.

4. Provision of information

Where any provision of this Law requires a Registered Person to provide any information to a Shareholder, partner or to any other person, the Registered Person may provide such information either in print or in electronic form where accessible to such Shareholder or other person.

SCHEDULE 2
FINES

PART 1 – AUTOMATIC FINES

<i>Article</i>	<i>Contravention</i>	<i>Maximum Fine (USD)</i>
9(11)	Person failing to renew its Licence	\$25,000
16(3)	Registered Person failing to file a Confirmation Statement as required	\$10,000

PART 2 – ADMINISTRATIVE FINES

<i>Article</i>	<i>Contravention</i>	<i>Maximum Fine (USD)</i>
8(1)	Person conducting business in the DIFC without due permission	\$50,000
9(5)	Person conducting activities not permitted under its Licence or Permission	\$25,000
10(5)	A Registered Person failing to comply with naming requirements	\$15,000
11(1)	Registered Person failing to comply with requirements for changing its name	\$15,000
12(3)	Registered Person failing to change its name when required	\$25,000
13(1)	Registered Person failing to maintain a registered office in the DIFC	\$25,000
13(3)	Registered Person failing to carry on its principal business activity in the DIFC	\$15,000
14(4)	Registered Person failing to comply with requirements relating to particulars in communications	\$5,000
15(2)	Company failing to notify the Registrar of a change in Registered Details	\$2,000
16(4)	Registered Person providing incorrect or misleading information in its Confirmation Statement	\$10,000
24(5)	Person failing to comply with requirements of an Inspector	\$25,000
24(6)	Person misleading an Inspector	\$25,000
26(3)	Person obstructing an Inspector	\$25,000
30(1)	Person failing to give, produce or procure information or Documents	\$15,000
30(2)	Person failing to allow access to premises and copying of information or Documents	\$10,000
31(2)	Person failing to comply with a direction or requirement of the Registrar	\$25,000
34(1)	Person contravening the Law, the Regulation or any other Legislation administered by the Registrar	\$15,000
61(4)	Relevant person failing to meet requirements relating to ultimate beneficial ownership and nominee directors	\$25,000
62(1)	Registered Person or auditor failing to disclose to the Registrar	\$10,000
64(4)	Person failing to comply with whistleblowing requirements	\$30,000
66(2)	Person providing false or misleading information to the Registrar	\$50,000