

Application Guideline - Transfer of Incorporation

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DMCC Process & Requirements for Transfer of Incorporation

This guidance note is designed to clarify the requirements and conditions that a Non-DMCC Entity must comply with in order to transfer from another jurisdiction into the DMCC Free Zone. This document is for the purposes of information and guidance and should be read in conjunction Section 4, Regulations 8 to 22 of the new DMCC company regulations 2020. This document does not need to be submitted to DMCC.

Background

Transfer of incorporation is a process by which a Non-DMCC Entity, incorporated outside the DMCC Free Zone, can move into the DMCC Free Zone, without having to undergo the process of dissolution or winding-up in its original jurisdiction and new company incorporation in the DMCC Free Zone

The procedure requires the Non-DMCC Entity to submit an application for transfer to DMCC and includes a comprehensive due diligence process, which will be undertaken by both the “releasing” regulatory authority and the DMCC Legal Registrar (Continuation Application). The Non-DMCC Entity’s date of incorporation shall remain as its original date of incorporation in its original jurisdiction of incorporation.

Policy & Important Notes

Please note, in addition to the below requirements, DMCC reserves the right to request any additional information or documentation, as may be prescribed by the DMCC Legal Registrar, at any stage of the Continuation Application process.

Failure to comply with any of the requirements and conditions, contained in Section 4, Regulations 8 to 22 of the new DMCC company regulations 2020 and/or specified in this guidance note, may result in the rejection of the Continuation Application. Continuation Applications received with insufficient information and/or incomplete/incorrect documentation, will be returned or not accepted, until such time that all the requirements and conditions have been fully satisfied.

- The Non-DMCC Entity must be company of “good standing” in that it must be able to demonstrate compliance with all relevant statutory and filing requirements in its home jurisdiction.
- The Non-DMCC Entity must not be subject to any ongoing investigations, sanctions or any other disciplinary action by the regulatory authority in its home jurisdiction.
- The Non-DMCC Entity must not be subject to any insolvency or liquidation proceedings (or any equivalent or analogous proceedings by whatever name).
- The Non-DMCC Entity may not apply to DMCC for a transfer of incorporation if, prior to the commencement of the Continuation Application, it is in possession of a preliminary approval for a transfer of incorporation any other regulatory authority in the UAE or any jurisdiction.
- The Non-DMCC Entity’s existing or requested company name must not contravene the provisions of Section 4, Regulations 8 to 22 of the new DMCC company regulations 2020

- The Non-DMCC Entity's intended business activity (or activities) must fall within DMCC's Approved List of Activities, which can be viewed on DMCC's website. Non-DMCC Entities will be required to adhere to each specific requirement relevant to its selected business activity.
- For Non-DMCC Entity's company, shares can be in different class, in accordance with the provisions of the Regulations.
- The amount of the Share Capital of the Company to be paid-up upon registration, which must be:
 - (i) denominated in UAE Dirhams;
 - (ii) sufficient for the activities permitted under the License of the Company; and
 - (iii) at least equal to any minimum Share Capital required by the Registrar from time to time;
- DMCCA may prescribe model articles of association to be known as the Standard Articles and a Company may for its Articles adopt the Standard Articles.
- If the Standard Articles are not adopted by a Company, a Company may adopt its own Articles if it provides to the Registrar a legal opinion, in a form satisfactory to the Registrar, that its Articles do not contain a provision which is contrary to or inconsistent with these Regulations.
- The Non-DMCC Entity must have a minimum of one License Manager and minimum of one HR Signatory. The post of Company Secretary is mandatory. Director and secretary positions cannot be occupied by a body corporate.
- Transfer of Incorporation is not generally permitted for offshore companies. However, offshore companies which have been operational for the past two years and are able to submit audited financial statements shall be permitted to transfer into the DMCC Free Zone. However, in transferring into the DMCC Free Zone, offshore companies will not be able to retain their off-shore status and will assume all features of an ordinary DMCC Free Zone member company.
- Selection of a Non-DMCC Entity's property solution (i.e. Physical Office, Retail Space, Flexi Desk, or Business Centers) must be conducted in accordance with the Regulations and any other relevant DMCC rules, procedures and/or policies.

Process & Requirements

Express your interest in Transfer of your Incorporation:

- If you have already contacted DMCC and received your Continuation Application reference number, please contact your assigned DMCC representative to start the process. Otherwise submit the "Apply Online" form at www.dmcc.ae > [Apply Online](#), send an email to setup@dmcc.ae, or visit our Client Registration Centre at the first floor of Almas Tower, JLT.

Stage 1 (Pre-Approval)

Complete the application form and pre-approval documents (as listed in the below table) and submit them to your assigned DMCC representative. You will be required to make a payment of AED 1,035 to DMCC (Application Fee).

Documents Required	Remarks
Company Profile	<p>An introduction to the Non-DMCC Entity’s business which includes an overview of the Non-DMCC Entity’s:</p> <ul style="list-style-type: none"> - incorporation and business history; - management structure/team; - nature of business; - products and services offered; and - office location(s).
Passport (and Visa with Emirates ID if holding a UAE residency visa) for each Shareholder/ Director/ Manager/ Secretary/ HR Signatory	Copies at this stage
Proof of residential address in country of residence for each Shareholder/ Director/ Manager/ Secretary/ HR Signatory	<p>Any of the below may be provided:</p> <ul style="list-style-type: none"> • Valid tenancy contract • Utility bill (not older than 6 months) • Bank/Lawyer reference letter (not older than 6 months)

<p>Current Company Documents</p>	<ul style="list-style-type: none"> •Certificate of Incorporation/ Trade License •Memorandum & Articles of Association (MoA) •Trade/business License valid for a minimum of 3 months (if available) <ul style="list-style-type: none"> ▪ Certificate of incumbency <p>(Scanned copies at this stage)</p> <p>**Ultimate Beneficiary Owner details to be declared & filled on the online application if Corporate</p>
<p>Consultant’s Appointment Letter</p>	<p>Applicable only if a consultant is acting on the Non-DMCC Entity’s behalf (copy).</p>
<p>Power of Attorney</p>	<p>An attested POA would be required if any of the Shareholder/ Director/ Manager/ Secretary/ HR Signatory wish to delegate authority or powers to others on their behalf. Original to be viewed by DMCC a representative</p>

Output

- Stage 1 can take anywhere from 5 to 10 working days from the date of submission of the Pre-Approval Application (but may take longer in certain circumstances).
- Upon the completion of the Stage 1, DMCC will confirm the following:
 - ✓ Pre-approval letter
 - ✓ Company name reservation
 - ✓ Management & compliance approval
- Pre-Approval is valid for 60 days from date of completion of Stage 1.
- Records Transfer (Stage 2) documents must be submitted to DMCC before the expiry date of the Pre-Approval.

Stage 2 (Transfer Stage)

Step 1

- Once the Pre-Approval Stage is successfully completed, the Non-DMCC Entity will receive a notification/email which sets out the requirements for the Transfer stage.

Step 2

- If a third party authority (e.g. DHA, KDHA, SCA) approval is required, which is applicable to certain business activities, the Non-DMCC Entity must top up its DMCC member company portal account with AED 235.
- Following deposit of AED 235, the system will generate a letter addressed to the relevant third party authority for the NOC to be obtained.

Step 3

- The Non-DMCC Entity is required to make payment of the remaining charges that are due to DMCC. The required payment will be calculated by the DMCC member company portal account in accordance with the Non-DMCC Entity's selected business activity (all fees are non-refundable).

Step 4

- To coordinate for an appointment with the assigned DMCC representative to submit the following:

Documents	Remarks (Originals required at this stage)
Specimen signature form for each Shareholder/ Director/ Manager/ Secretary/ HR Signatory	Signed in the presence of a DMCC representative or notarized by a notary public.
Passports for each Shareholder/ Director/ Manager/ Secretary/ HR Signatory and (Visa if holding a UAE residency visa)	Original to be viewed by the DMCC representative or copies notarized by a notary public
Shareholder Resolution/Board of Resolution	template will be prepared by the DMCC representative - to be signed in the presence of a DMCC representative or notarized and attested by the UAE Embassy or a Consulate in the country of origin or by any Arab Embassy if a UAE Embassy or Consulate is not available.

Certificate of Incorporation of the transferred company	Original sighted by DMCC representative / or notarized
Certificate of Incumbency of the transferred company	Original sighted by DMCC representative / or notarized & legalized- Not older than one year
Bank / Accountant's reference letter	Bank Letter-Copy/Accountant's reference letter- Original Not older than 6 months
Trade/Business License of the transferred company	Original sighted by DMCC representative / or notarized If Applicable
Current Company Memorandum & Articles of Association of the Transferred company	Original sighted by DMCC representative / or notarized
New Company Articles of Association	System Generated Document - to be signed by the authorized signatory in the DMCC representative presence or Notarized
Certificate of Incumbency or Certificate of Good Standing of the parent company (for subsidiary companies)	Notarized by a notary public.
Statutory Declaration of the company	Online template to be system generated - to be signed by any of the authorized signatories
Terms of Services & Warranties	Signed in the presence of a DMCC representative By all shareholders (copy is also sufficient)

Output

- Stage 2 can take anywhere from 1-2 working days (but may be longer depending on a particular set of circumstances). Upon the completion of Stage 2, DMCC will issue the following:
 - ✓ Provisional Approval to become a DMCC member company (the provisional approval letter is required to sign a lease agreement)
 - ✓ Bank Letter (which allows the Non-DMCC Entity to open a bank account in the UAE)

(Both Provisional Approval and Bank letter are valid for 90 days from date of issuance)

Stage 3 (Licensing)

Choose the office solution most suitable for your company and schedule a meeting with your DMCC representative in order to demonstrate compliance to the below stated DMCC member company licensing requirements. (Please consider that the number of visa DMCC issues depends on the office space).

Documents	Remarks
Exit Certificate issued by the authority where the company was incorporated or any document confirming that the company has been taken from company registrar of the transferring authority	Original (Registration requirement)
<p>A. Leased Property -Valid Property Lease Agreement covering the license validity period (original to be submitted to DMCC for verification)</p> <p>Evidence of Property Ownership:</p> <ol style="list-style-type: none"> 1. Title Deed (original to be submitted to DMCC for verification) 2. Current dated Certificate of Ownership from the Tower Developer or Building Management Company <p>OR</p>	<p>Lease agreement (tenancy contract):</p> <ul style="list-style-type: none"> • To state the exact company name as reserved by DMCC • Valid for at least one year from the date of submission • Must mention the full unit details (unit number, tower name & area size) & lease details (start date, expiry date & rent amount) • If property is a joint purchase; all landlord's names & signatures are required on the lease agreement <p>Signed lease agreement required</p>

<p>DMCC Flexi Desk/ Serviced Office Contract (subject to approval)</p> <p>OR</p> <p>Non DMCC Serviced Office Contract</p> <p>B. Owned Property Under the Same DMCC Company Name. Evidence of Property Ownership</p> <ol style="list-style-type: none"> 1. Title Deed (original to be sighted) 2. Current dated Certificate of Ownership 	<p>Original signed lease agreement to be submitted to DMCC for verification along with copy of covering letter, annual operation fitness certificate, third party liability insurance and lay out plan which will be provided by the business centre</p>
<p>Certificate of Conformity (COC) issued by Concordia (Fit-out Approval Company): Contact details: www.concordiadubai.com; +971 4 4405067</p>	<p>Copy required (<u>Applicable for Industrial and Retail Activities</u>)</p>

Output

Licensing can take anywhere from 1-2 working days. Upon the completion of the Licensing stage DMCC shall issue the following:

- ✓ Certificate of Continuance
- ✓ Trade License
- ✓ Share Certificate
- ✓ Online announcement of the transfer of the company into the DMCC Free Zone
- ✓ Request letter to the releasing authority, where the Non-DMCC Entity was incorporated, for the delivery of the Non-DMCC Entity's original legal documents to DMCC within 30 days.

Next Step

The Non-DMCC Entity can now apply for visas if the below documents have been submitted to DMCC representative:

- COC or Annual Operational Fitness Certificate (not applicable to Flexi Desk or Serviced offices)

After Receiving the License

Within 1 month from the license issuance date, the below shall be provided:

Documents	Remarks
Annual Operational Fitness Certificate - to be uploaded to portal account	If not submitted for leased physical office Copy required - (Not applicable for Flexi Desk nor Serviced Office)
Letter appointing External Auditor- to be uploaded to portal account	Addressed from external auditor to DMCC, confirming their appointment by the Non-DMCC Entity (now DMCC member company). From the date that the Non-DMCC Entity's records are transferred, the financial year end should not be more than 18 months ago or within 6 months. On auditor company letterhead, signed and stamped. Original required The external auditor must provide evidence of their accreditation.
Original company documents from the previous registering authority	To be Submitted to DMCC Member Services Centre

Further Information

Visit our website at www.dmcc.ae or email setup@dmcc.ae Contact us at 600 54 DMCC (3622) or +971 4 4249600.