

Cabinet Decision No. 107/2022
On the Issuance of the Implementing Regulation of Federal Decree-Law
No. 37/2021 on the Commercial Register

| | |
|--------------|--|
| Type | Law |
| Issued on | 17 Dec 2022 (corresponding to 23 Jumada Al-Awwal 1444 H) |
| Nature | Cabinet Decision |
| Jurisdiction | United Arab Emirates |

Document link: https://www.lexismiddleeast.com/law/UnitedArabEmirates/CabinetDecision_107_2022



The Council of Ministers,

After perusal of the Constitution;

Federal Law No. 1/1972 on the competencies of the Ministries and powers of the Ministers, and its amendments;

Federal Law No. 18/1981 on the regulation of commercial agencies, and its amendments;

Federal Law No. 17/2002 on the regulation and protection of industrial property for patents and industrial designs and models, and its amendments;

Federal Decree-Law No. 32/2021 on commercial companies;

Federal Law No. 36/2021 on trademarks;

Federal Decree-Law No. 37/2021 on the Commercial Register;

Cabinet Decision No. 28/2020 on the regulation of the procedures of the real beneficiary;

Based on the proposal of the Minister of Economy, and its approval by the Council of Ministers; and

Based on the proposal of the Deputy Prime, Minister of the Presidential Affairs, and the approval of the Council of Ministers,

Has decided:

Article 1 - Definitions

In the implementation of the provisions of the present Decision, the following terms and expressions shall have the meanings assigned thereto, unless the context requires otherwise:

- State: The United Arab Emirates.
- Ministry: The Ministry of Economy.
- Minister: The Minister of Economy.
- Competent Authority: The local government entity and the free zones' authorities that shall issue licences for the economic activities, including commercial, industrial, tourism and informational activities and other licensed economic activities in the State.
- Economic Activity: The commercial, industrial, tourism and media activities, as well as other licensed activities in the State.
- Licence: A document issued by the competent authority stating that the establishment is authorised to practise its economic activity after registration in the Commercial Register.
- Write-off: An administrative measure taken by the competent authority to amend the data of the Commercial Register, in any of the cases stipulated in Article (9) of the Decree-Law and Article (8) of this Decision.
- Commercial Company: The company that is subject to the provisions of Federal Decree-Law No. 32/2021 on commercial companies.
- Establishment: Any of the entities subject to the provisions of Article (3) of the Decree-Law.
- Commercial Register: A database that is established at the competent authority for the registration of the names and data of the persons subject to the Decree-Law at the Competent Authority, within their respective competencies.
- Economic Register: A database that is established at the Ministry including the data of the Commercial Register, such as the names and data of those subject to the provisions of the Decree-Law as well as the commercial register number provided by the Competent Authority, in addition to any other data determined in this Decision.
- Commercial Register Number: An identification number issued for the establishment having an economic activity, upon registration in the Commercial Register at the Competent Authority.
- Economic Register Number: An identification number issued for the establishment having an economic activity, upon registration in the Economic Register at the Ministry.
- Decree-Law: Federal Decree-Law No. 37/2021 on the Commercial Register.

Article 2 - Commercial Register

The Commercial Register shall include the following data:

1. Data of the Establishment practising an Economic Activity:
 - a- Commercial Register Number
 - b- Economic Register Number, upon its issuance by the Ministry.
 - c- Commercial Name in Arabic and English.
 - d- Date of incorporation.
 - e- Phone number and e-mail.
 - f- Licence number, date of issuance and expiration of the Licence.

- g- Status of the Licence, to prove the validity of such Licence and whether it is suspended, under liquidation, or written-off.
 - h- Type of the Licence, including commercial, industrial, professional or crafts licenses, among many others.
 - i- Legal form.
 - j- Capital, number of equities or shares, and their nominal value (if available).
 - k- Address of the Establishment.
 - l- Number of the card of the Establishment at the Federal Authority for Identity, Citizenship, Customs and Ports Security.
 - m- Licence of the branch (if available).
 - n- Name of the branch in both Arabic and English Languages.
 - o- Local number of the Main Licence
 - p- Number of the Licence of the Parent Establishment.
 - q- Coordinates of the geographic site; virtual licences which do not require the existence of a geographic site for the practice of its activity may be excluded in this regard.
 - r- Date of changing and amending the data of the Establishment as mentioned on the Licence.
 - s- Title and number of the economic activity.
 - t- Name of the director or chairman of the board of directors, as the case may be.
2. Data related to the owners, including partners or shareholders.
- a- Name in Arabic and English.
 - b- Gender and date of birth.
 - c- Nationality.
 - d- Data of the Identity Card of the nationals and residents in the State, or the data mentioned on the non-residents' passports.
 - e- Phone number and e-mail.
 - f- Registration number.
 - g- Local number for non-residents in the State (if available).
 - h- Name and legal form of the juristic persons deemed as partners or shareholders, according to the Licence.
3. Data of the management.
- a- Names of the members of the board of directors in Arabic and English.
 - b- Data of the identity card of the nationals and residents in the State, or the data of the passports of non-residents.
 - c- Nationality of the members of the Board of Directors.
 - d- Phone number and e-mail.
4. Data of the Real Beneficiary, according to Cabinet Decision (28) of 2020 on the regulation of the procedures of the real beneficiary.

Article 3 - Registration in the Commercial Register

1- The Competent Authority shall regulate the requirements and procedures of registration in the Commercial Register and shall publish them on the website thereof.

2- Taking into consideration the data mentioned in Clause (1) of Article (5) of the Decree-Law, the applicant for registration in the Commercial Register shall fulfil the relevant requirements and submit the documents below:

- a- Certificate of booking a trade name including the name and legal form and the activity of the concerned Establishment, provided that such trade name and Economic Activity do not breach the public order.
- b- The applicant for registration shall enjoy the legal capacity.
- c- Valid identity card or passport for the members of the Board Directors.
- d- Licence, Memorandum of Association or statute, as the case may be, for the partners or shareholders at the Establishment requesting registration in the Commercial Register, in case of juristic persons.
- e- A valid identity card or passport for the shareholders at the Establishment requesting registration in the Commercial Register, in case such shareholders are physical persons.

Article 4 - Notation of Change or Amendment Made to the Commercial Register

The Competent Authority, at its own discretion, may notate any change or amendment made to the data of the Establishment in the Commercial Register, within a duration that does not exceed (3) working days upon fulfilment of the controls prescribed for this purpose, in any of the following cases:

1. Issuance of a decision by any government entity or concerned entity that may change or amend the data of the Establishment.
2. Non-renewal of the registration of the Establishment within the period determined for this purpose at the Competent Authority.

Article 5 - Correction of Errors

The Competent Authority shall, in case any physical or procedural error occurs while registering, amending or renewing the data of the Establishment in the Commercial Register, or while performing any other procedures, correct such error within a duration that does not exceed (3) working days from the date of detection of the error or from the date of receiving the application of correction of data from the person having the relevant capacity or the legal representative of the Establishment, according to the controls issued in this regard and the applicable procedures.

Article 6 - Renewal of the Registration in the Commercial Register

1- The registration of the Establishment in the Commercial Register shall be renewed within the duration determined by the Competent Authority according to the following controls:

- a- Fulfilment of all the requirements of the concerned entities regarding the Economic Activity of the Establishment.
- b- Certified copy of the rental contract of the headquarters of the Establishment or as required by the Competent Authority in this regard.
- c- Any other controls determined by the Competent Authority.

2- The application for renewal of the registration in the Commercial Register shall be submitted to the Competent Authority, using the form that is prepared for this purpose, along with the supporting documents proving the validity of the data mentioned in the Decree-Law and this Decision.

3- The Competent Authority shall consider the application and shall verify whether it fulfils the required conditions, documents and data, and it shall issue its decision in this regard within the duration determined according to its regulations, provided that such duration starts from the date of fulfilment of the requirements of renewal of the registration.

4- In case of approval of the application and renewal of the registration in the Commercial Register, the Competent Authority shall issue the Licence of renewal of the registration with the same number under which the Establishment was registered in the Commercial Register for the first time, and for the duration determined by the Competent Authority, upon payment of the fees prescribed for this purpose.

Article 7 - Use of the Commercial Register Number

Those deemed subject to the provisions of this Decision shall use the Commercial Register Number in all the documents and publications as well as their work and transactions with third parties, and on the website of the Establishment, in a clear way that facilitates access thereto.

Article 8 - Cases for Writing off from the Commercial Register

Taking into consideration the provisions of Article (9) of the Decree-Law, those deemed subject to the provisions of the Decree-Law or their representatives, heirs or liquidators, as the case may be, shall request the Write-off from the Commercial Register in any of the following cases:

1. In case the Establishment no longer practices its activity, during the period determined by the Competent Authority and according to the procedures applied thereby. The period of suspension of the activity shall be calculated from the date of non-renewal of the Licence or from the real suspension, whichever is earlier.
2. In case of closure of the Establishment.
3. In case of merger of Commercial Companies.
4. In case the Establishment practices any activity without a Licence from the Competent Authority.

Article 9 - Controls and Procedures of the Write-off from the Commercial Register

1- In case the Competent Authority writes off any Establishment from the Commercial Register, it shall notify such Establishment. In case, within one month from such notification, the concerned Establishment does not present any acceptable justification proving that it shall not be written off, the Competent Authority shall write it off and shall publish a decision in this regard on its website.

2- In case the Establishment wishes to proceed for a Write-off from the Commercial Register, it shall submit an application for this purpose using the form that is approved by the Competent Authority, along with supporting documents proving the validity of the relevant data, including the subject-matter of the Write-off. The Competent Authority shall issue its decision on the application according to its regulations.

Article 10 - Controls and Procedures of Re-Registration in the Commercial Register

The Establishment shall take into consideration the following controls and procedures in case of wishing to re-register in the Commercial Register:

1. Fulfil all controls mentioned in Article (5) of the Decree-Law and Article (3) of this Decision.
2. Submit an application of re-registration in the Commercial Register to the Competent Authority using the form prepared for this purpose, with supporting documents and papers proving the validity of the data mentioned therein, within the duration determined by the competent authority.
3. The Competent Authority shall, upon fulfilment of the controls, decide on the application of re-registration. In case of approval of the application, the applicant shall be granted a certificate of re-registration in the Commercial Register, upon payment of the prescribed fees.

Article 11 - Judicial Judgements and Notation in the Commercial Register

Taking into consideration the provisions in force, the courts or judicial committees, as the case may be, shall send to the Competent Authority, through any modern means, a copy of the judgements or decisions stipulated in Article (10) of the Decree-Law, within a duration that does not exceed (5) working days from the date on which the judgement is deemed final.

Article 12 - Dispositions of the Commercial Store

The Competent Authority shall register any mortgage placed on the commercial store or on any element thereof, such as the trade name or trademark or patent or industrial property rights or technical or literature property rights and other elements of the store, in the Commercial Register according to the following procedures:

1. The mortgage applicant shall submit to the Competent Authority an application for the mortgage of the commercial store or any of its elements, according to the form prepared for this purpose, with all supporting documents and papers.
2. The Competent Authority shall consider the application of mortgage of the commercial store or any elements thereof, and shall issue its decision in this regard within the duration determined according to its regulations. In case of approval of the application, the Competent Authority shall issue a certificate of mortgage of the commercial store or any of its elements, as per the case may be.

Article 13 - Economic Register

1- Taking into consideration the data of the persons subject to the provisions of the Decree-Law and this Decision, the Economic Register shall include the data related to the trademarks, commercial agencies, industrial property protection for patents, as well as the designs, and other data determined in coordination with the Concerned Entities.

2- The Ministry shall issue an Economic Register Number for the Establishment upon its registration. The Establishment shall use such number in its procedures and transactions at the governmental entities in the State. The Ministry shall use the Economic Register Number in the data exchanged with governmental entities.

Article 14 - Publication of the Data of the Commercial Register or Economic Register

1- The Ministry and the Competent Authority shall, as the case may be, publish the following data of the Commercial Register or Economic Register on the website thereof:

- a- Number of the Commercial Register
- b- Number of the Economic Register
- c- Trade Name in Arabic and English.
- d- Date of incorporation of the Establishment.
- e- Phone number and e-mail.
- f- Number, date of issuance and expiration of the Licence.
- g- Status of the Licence, proving the validity of the Licence, and whether it is suspended, under liquidation, or written-off.
- h- Type of the Licence, including commercial, industrial, professional or crafts licenses, among many others.
- i- Legal form of the Establishment.
- j- Amount of the capital of the Establishment, as well as the number of shares or equities and their nominal value (if available).

- k- Address of the Establishment.
- l- Licence of the branch (if available).
- m- Name of the branch in Arabic and English.
- n- Local number of the Main Licence.
- o- Number of the Licence of the Parent Establishment.
- p- Date of the change and amendment made to the data of the Establishment.
- q- Title and number of the Economic Activity.
- r- Name of the director or the chairman of the board of directors, as the case may be.

2- The Ministry may, in coordination with the Competent Authority and the governmental entities, publish any other data on its website.

Article 15 - Access to the Data

1- Any party having any interest or any person with the relevant capacity may submit to the Ministry or the Competent Authority, as the case may be, an application to obtain an extract of the data stipulated in Article (14) of this Decision.

2- The government entities may submit to the Ministry or the Competent Authority an application to access or to obtain an extract of the data of the registration in the Commercial Register or Economic Register, according to the procedures followed in this regard, provided that the application includes the nature of the data to be accessed or the data of which an extract is requested.

Article 16 - Linking and Sharing Data

1- The Competent Authority shall share and link with the Economic Register all data mentioned in the Commercial Register or any other database, including the data related to the judgements and decisions issued by the courts or the judicial committees, and any change or update made thereto, for the purpose of achieving electronic linkage of such data and digital transformation and for providing shared services.

2- Without prejudice to the provisions of Clause (1) of this Article, the Competent Authority shall, in case of facing any technical challenges while linking and sharing the data of the Commercial Register or any other database, share such data with the Economic Register within a duration that does not exceed (3) working days through any means selected upon coordination with the Ministry.

Article 17 - Abrogation

Any provision that is contrary to or inconsistent with the provisions of this Decision shall be abrogated.

Article 18 - Publication and Enforcement of the Decision

The present Decision shall be published in the Official Gazette, and shall come into force from the day following the date of its publication.

Issued by us:

On: 13 Jumada Al-Awwal 1444 H.

Corresponding to: 07 December 2022

Mohammed bin Rashid Al Maktoum

Prime Minister

The present Decision was published in the Official Gazette of the United Arab Emirates, Issue no. 741, p. 167.