



Client Handbook

Incorporation/Registration of a DIFC Entity

Recognised Limited Liability Partnership (RLLP)



Contents:

- I. Introduction**
- II. Recognised Limited Liability Partnership**
- III. In Principle Approval**
- IV. Operating Location**
- V. Name Reservation**
- VI. DIFC Client Portal**
 - a. First Time Access to DIFC Client Portal**
 - b. Submission on the DIFC Client Portal**
 - c. Required Documents**
 - d. Top up your balance on the Portal**
 - e. Fees**

- VII. About DIFC**

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I. Introduction

This user guide outlines the requirements and processes for incorporating a Recognised Limited Liability Partnership (RLLP) at the Dubai International Financial Centre (DIFC).

II. Recognised Limited Liability Partnership (RLLP)

To set up an entity as a Recognised Limited Liability Partnership in DIFC, it must have been formed in a jurisdiction other than the DIFC and is registered with the Registrar to carry on business in the Centre. It must

- Appoint at least one person to accept service of documents or notice on behalf of the partnership and
- Have a principal place of business in the DIFC.

For more details about this legal structure, please refer to DIFC laws and regulations available on: <http://www.difc.ae/legal-database>

III. In Principle Approval

Prior to applying for the registration of an RLLP and depending on the type of the proposed business activity, an in-principle approval should be obtained either from the DIFC Authority (DIFCA) or the Dubai Financial Services Authority (DFSA).

DFSA's in-principle approval will be applicable for RLLPs whose proposed business scope falls under financial activities. *DIFCA's in-principle approval* is required for RLLPs whose proposed business scope falls under non-financial activities. For the list of non-financial activities, please visit: <http://www.difc.ae/non-financial-activities>. You may also contact the DIFC Business Development on setup@difc.ae for further details.

Upon receiving the in-principle approval, the company may proceed with securing a registered address (an operating location) within the Dubai International Financial Centre either through leasing, sharing office space or purchasing a commercial/retail unit. Sharing office space is allowed only for affiliates and is subject to approval by the Business Development Department of DIFC Authority.

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IV. Operating Location

In order to complete the registration application with DIFC, please ensure that the entity's operating location is registered before submitting the application on the DIFC Client Portal:

- If you are operating from a leased/ subleased unit, please ensure your lease agreement is registered with the DIFC Registrar of Real Property. For more details, email rorp@difc.ae. If your lease is signed with DIFC Investments LLC, lease registration will not be required as it will be completed automatically by DIFC Investments LLC.
- If you are sharing a space with an affiliate, please obtain a No Objection Letter (NOC) from DIFCA. For more information, please contact your Business Development Relationship Manager from DIFCA.
- If you are operating from a purchased unit, the unit must be owned by the entity itself or by the sole shareholder. Please contact our Registrar of Real Properties team on rorp@difc.ae to apply for "Self-Occupy".

V. Name Reservation (optional)

If you would like to reserve a name, before proceeding with the application for Registration of the RLLP, you can submit an Application for Name Reservation in hard copy along with the fees as per the table below to the DIFC Registry Services. Nonetheless, name reservation is an optional service that is provided by the DIFC Registrar of Companies. A proposed name can be reserved for a period of 90 calendar days.

Entity Type	Name Reservation Fees
Non Retail	\$800
Retail	\$340

To access the Application for Name Reservation, please visit: <http://www.difc.ae/downloads>

VI. DIFC Client Portal

Once you obtain the in-principle approval and a registered operating location in the DIFC, you can start filling the Application for Incorporation/Registration on the DIFC Client Portal.

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The DIFC Client Portal is a system developed by DIFC to extend and facilitate the services of the DIFC Registrar of Companies. If you wish to set up an entity in DIFC, you must use the DIFC Client Portal to submit your application. The sections below will guide you on the process and requirements to submit the Application for Incorporation/Registration on the portal:

a) First Time Access to DIFC client portal

Upon receiving the in-principle approval from DIFCA or DFSA depending on the scope of the proposed business activities of the RLLP, the entity will be granted access to the DIFC Client Portal.

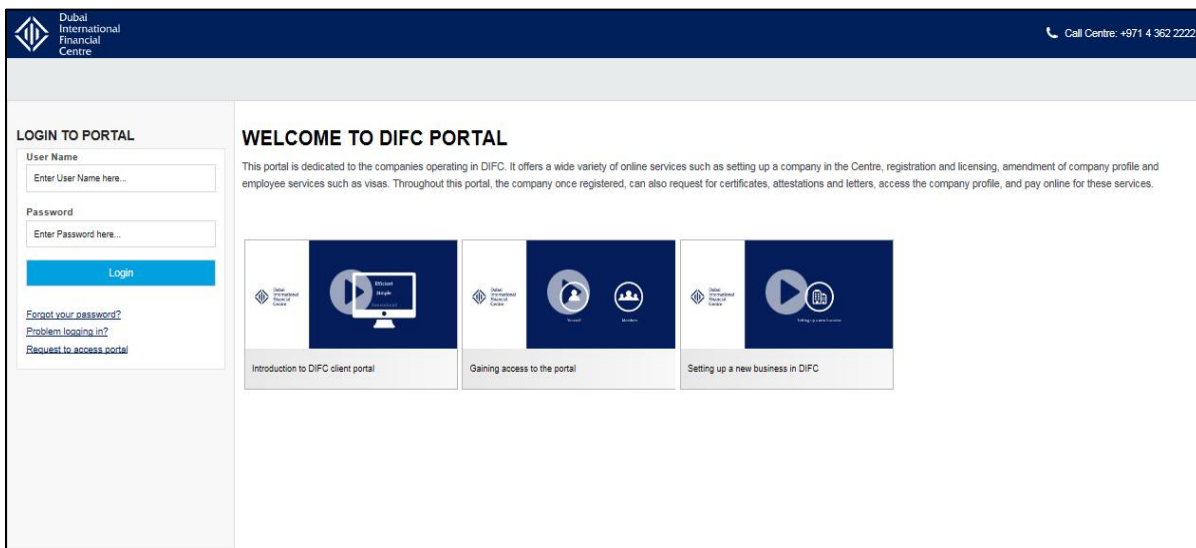
Below please find the steps in more detail:

- DIFC Registry Services will send you an email requesting further details to create the entity account which include:
 - i. Entity Name
 - ii. Business Activity(s)
 - iii. Trading Name
 - iv. Entity type
 - v. Portal User First Name
 - vi. Portal User Last Name
 - vii. Portal User Email
 - viii. Portal User Phone No
- The account will be created once the details are received. The appointed person will receive an email with a link to fill a user access form.
- The appointed person must complete the details and attach a valid passport copy. On submission, the system will send the appointed person an email with the portal username and a link to set the password.
- The appointed person must use the portal username each time to login to the portal.

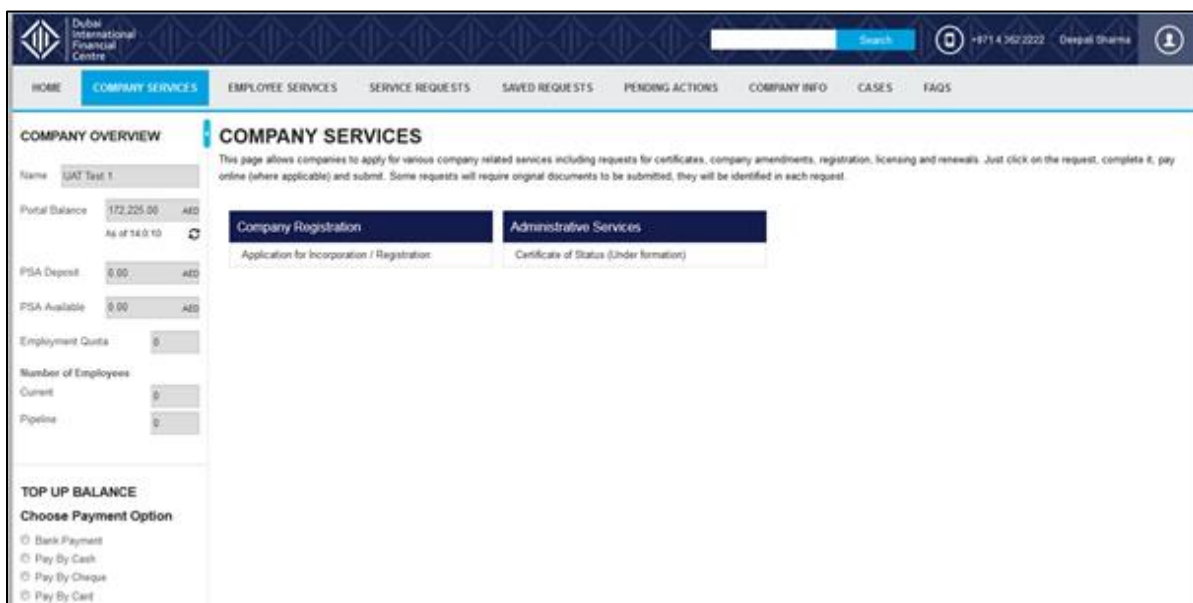
b) Submission on the DIFC client portal

- Log in to the DIFC Client Portal: <https://portal.difc.ae/> using your user name and password.

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- Once logged in, navigate to Company Services by clicking on the 'Company Services' icon. For RLLP registration, you will need to click on 'Application for Incorporation/Registration' under Company Registration.



- Click 'Application for Incorporation/Registration'. In the first section, you are required to select your entity's legal structure and fill information related to your entity's

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name. Please ensure the correct legal structure is selected as this will identify the structure of the application, the fees and the sections to be filled.

- Once your legal structure is selected as 'RLLP', the system will load the sections to be filled. You need to complete all the mandatory fields in the first section to be able to proceed to the other section. In this section you must also indicate if you wish to apply for a new establishment card for the company. Please note that establishment card is an optional service and is required only if the entity wishes to sponsor employees. Once completed, click 'Next'.
- The following sections need to be filled on the system to submit the application. Post submission, DIFC Registry Services will process your application within five working days. In case of further information required or documents to be uploaded, the portal user will be notified by email and the same will be accessible under the 'Pending Actions' tab.

Section Name	Description
Proposed Registered Address / Operating Locations	In this section, you can add your operating location(s). In case you were operating from more than one unit, you may select one or more to be your registered address. Leased/subleased properties can be viewed only if the lease agreement is registered with the DIFC Registrar of Real Property. If your lease agreement is signed with DIFC investments LLC, the lease agreement will be registered automatically by the landlord.
Authorised Signatory Details	In this section, you need to add the authorised signatories for the proposed entity. The authorised

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	<p>signatories will be listed in the license issued by the DIFC.</p> <p>A minimum of one Authorised Signatory is required. All the details must be entered as per the passport.</p>
Details of Foreign Registered Entity	In This section. You are required to provide the details of the Foreign entity registering a branch in the DIFC.
Details of Members	<p>In this section, you need to add members for the proposed entity.</p> <p>A minimum of one member- is required. All the details must be entered as per the passport (if the member is an individual) or the body corporate certificate (if the member is a body corporate).</p>
Beneficial / Ultimate Owner Details	<p>In this section, you need to provide details of the ultimate beneficial owners for body corporate Members.</p> <p>This section is required only if the proposed entity has a body corporate as a Member.</p>
Details of person appointed to accept service of documents or notices	In this section, you need to provide details of the person who will be appointed by the entity to accept service of documents and notices from the DIFC.
Data Protection	<p>In this section, you need to specify whether the entity will be processing personal data or not. In case of processing personal data, you need to specify the manner of processing personal data.</p> <p>This section also requires the details of the Data Controller appointed by the proposed entity.</p>
DFSA Approval	<p>This section will be enabled for financial entities only.</p> <p>In this section, you can enter the date of receiving the DFSA draft license.</p>
Government Services Authorized Signatory Details	<p>In this section, you need to add the authorized signatories who will be responsible to sign documents related to Government Services such as salary certificate, internal transfer application etc..</p> <p>It is independent from the Authorised Signatory details indicated in the earlier section.</p> <p>A maximum of 4 signatory can be added. All the details must be entered as per the passport.</p> <p>Please note that this section will be required only if the entity is applying for an establishment card.</p>
Declaration	In this section, you will specify the name and capacity of the person authorised to set up the proposed entity and

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	sign on the request Declaration.
Review & Finalise	In this section, you will be asked to review the full application before moving to the 'upload documents' section. Please ensure all the details are accurate and valid as changes cannot be made once the request is finalised.
Upload Required Documents	In this section, you will be required to upload all the documents as per the requirements section of this user guide. The system will generate three declarations that must be printed, signed by the authorised individuals and then uploaded as part of this section.
Submit Request	Once the required documents are uploaded, you can submit the application for registration. Upon submission, the system will direct you to the payment page to confirm deduction of the fees from your company balance. Please ensure you have enough balance prior to submitting your request.

For the purpose of opening a bank account, the RLLP may request a 'Certificate of Status' through the DIFC Client Portal while under formation to facilitate the opening of the bank account.

c) Required documents

The following documents will be required to set up an RLLP in the DIFC. Please note that all the documents must be scanned and uploaded on the portal. However, a list of following documents needs to be submitted in the original format as indicated in the table below:

Requirements to Incorporate a recognised Limited Liability Partnership	To upload	Original Required
<i>If any documents are not in the English Language, they must be accompanied by a legal translation certified to the satisfaction of the Registrar.</i>		
A copy of the current Certificate of Incorporation or Registration of the body corporate or similar document. Certified by the relevant authority in the jurisdiction in which it is incorporated or registered.	Yes	Yes
A copy of the foreign Limited Liability Partnership's most recent audited accounts filed with the relevant authority in the jurisdiction in which it is incorporated.	Yes	No

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<p>Approval of the Members of the foreign LLP; a) Authorising the registration of the RLLP in the DIFC b) Appointing the person authorised to sign documents on its behalf with respect to the registration of the new RLLP and following the registration of the new RLLP.</p> <p>For templates of resolutions, please refer to suggested templates on http://www.difc.ae/downloads</p>	Yes	Yes
<p>Approval from DIFCA (required for entities undertaking non-financial services). If the entity is undertaking legal services, then the NOC issued by Dubai Legal Affairs Department can be uploaded in place of DIFCA's approval.</p>	Yes	No
<p>Personnel Sponsorship Agreement. This document is generated upon finalizing the request on DIFC Client Portal and must be signed by the company's authorised signatory.</p> <p>Please note that this document will be required only if the entity is applying for an establishment card.</p>	Yes	Yes
<p>Passport copies / Copy of Certificates of Incorporation of individuals / body corporates listed on the Application for Incorporation / Registration as Authorised Signatories, Members and the Government Services Authorized Signatories if applicable.</p>	Yes	No
<p>DFSA In principle Approval and Draft License (required for Financial entities only)</p>	Yes	No
<p>NOC for sharing registered space issued by DIFC Authority. This is required only if the entity is sharing space with another entity.</p>	Yes	No
<p>If the entity is undertaking legal services, an NOC issued by the Legal Affairs Department of Dubai approving the entity registration in the DIFC is required</p>	Yes	No
<p>Relationship Declaration. This document is generated upon finalising the request on DIFC Client Portal and must be signed by each individual appointed by the entity as an Authorized Signatory, Person Appointed to Accept Documents, Member, and Designated Member.</p>	Yes	No
<p>Government Services Authorized Signatory. This document is generated upon finalizing the request and must be signed by each of the individual appointed as Government Service Authorized Signatory.</p> <p>Please note that this document will be required only if</p>	Yes	No

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the entity is applying for an establishment card.		
Declaration RLLP. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the person authorised by the Foreign Entity.	Yes	No
DP Declaration. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the appointed data controller.	Yes	No

d) *Top Up your balance on the portal*

In order to submit the Application for Incorporation/Registration on the portal, the company must have sufficient portal balance. Below please find the steps to top up your portal balance:

- Log in to the DIFC Client Portal: <https://portal.difc.ae/> using your user name and password.
- To top up your balance, please enter the amount and select the payment method on the left hand panel of the screen. For wire transfers, ensure your business partner number is included in the narration provided by the bank. This will help us identify the source of the funds and top up your balance faster.

For more information, please refer to the user video guides available on the front page of the DIFC Client Portal or email us on portal@difc.ae.

e) *Fees*

The table below lists the fees to incorporate a Limited Liability Partnership as per DIFC laws and regulations.

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Registrar of Companies Fees:

Service	Non-Retail	Retail
Application for Registration of a Recognised Limited Liability Partnership	US\$ 8,000	US\$ 3,400
Commercial License fee (payable upon registration and annual renewal)	US\$ 12,000	US\$ 5,100
New Establishment Card Fees (if applicable)	S\$ 618 (Normal) US\$ 656 (Express)	
Add Authorized Signatory	US\$ 27	
Personnel Sponsorship Agreement Deposit	US\$ 680	

Commissioner of Data Protection Fees:

The fees below will be decided based on the options selected on the Data Protection section at the time of filling the Incorporation/Registration Application.

Services	Financial	Non-Financial
Entity does not intend to process personal data	Nil	Nil
Prior to or immediately upon personal data processing	\$1,000	\$500
Permit to transfer personal data outside DIFC under Article 12(1)(a) of the Data Protection Law	\$250	\$150
Permit to process sensitive personal data under Article 10(2) of the Data Protection Law	\$250	\$150

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