

GUIDELINE ON NOTIFYING CHANGES TO AN FZE

**(to ensure compliance to the Implementing Regulations
No. 1 of 1992,
regarding Free Zone Establishment in Jebel Ali Free Zone
issued pursuant to Dubai Local Law No. 9 of 1992).**

VERSION: FEBRUARY, 1998.

Introduction

The registration procedure and documentary requirements for Free Zone Establishments (“FZE’s”) are governed by the Implementing Regulations issued by the Jebel Ali Free Zone Authority (“JAFZA”) under Dubai Law No. 9 of 1992.

This Guide seeks to explain a preferred approach for administering these documentary and registration requirements.

Within the FZE Department of the Jebel Ali Free Zone, an FZE Register is maintained for each FZE in the Free Zone. This Register, is also copied to the FZE Client. The Register contains all the essential documents details pertaining to the formation of an FZE, e.g., Certificate of Formation, Share Certificates, FZE Application etc.

These FZE Registers have to be maintained, and therefore any changes impacting the formation of the FZE require to be notified and agreed by the FZE Department, and the FZE Register is updated accordingly. JAFZA shall maintain the original register, but, it is the responsibility of the Client to maintain his copy of the Register on receipt of formally approved and documented changes (e.g., certificates, etc.).

This Guide describes the areas of change, which are required to be formally notified to the FZE Department with an explanation of how the matter should be dealt with in each case. To facilitate the process of notification, the Guide also presents preferred formats for this purpose. Together, these will assist both the FZE Department and the Client to ensure an effective compliance and implementation of the various articles of the Implementing Regulations,.

1. Change in Share Capital

Article 11, of the Implementing Regulations states that the share capital of an FZE may be altered by Owner’s Declaration but is subject to the approval of the FZE Department (“FZE Department”) of JAFZA.

As the Owner’s Declaration must in effect be made subject to JAFZA’s approval, the preferred format of notification is given in Form 1A (for increases) and Form 1B (for decreases) and 1C Distribution (reduction in Share Capital), given in section 2 of this Guide. In response to the notification and approval by JAFZA, the change in share capital shall be issued in the form of a certificate to the Client and entered into the FZE Register . The Format of the Certificate is given in Section 3 of this Guide.

2. Change of Name

Declaration of Change of Name should be made using Form No. 2, (in section 2) and submitted to JAFZA for approval. In response, JAFZA shall issue a Certificate of Change of Name (required pursuant to Article 12 of the Implementing Regulations) to the Client, the format of which is given in Section 3.

Details of the new name and the date of the Certificate of Change of Name shall be registered in the FZE Register.

3. Change of Registered Office

To notify JAFZA of a change of registered office, FZE Department should be notified by using Form No: 3. In response and under Article 13, the change of address shall be recorded in the FZE Register using the format given in Section 3 of this Guide.

4. Share Transfers

To notify JAFZA of Share Transfers, Form 4 should be used (see Section 2 of this Guide).

Under Article 24 of the Implementing Regulations all share transfers require the prior approval of JAFZA and when approved, shall be entered into the FZE Register using the Share Register format given in Section 3 of this Guide. A copy shall also be forwarded to the Client to update the Client's Register.

Also, following approval by JAFZA, a Share Certificate shall be issued to the new Owner using the format given in Section 3.

5. Change in Director(s), Secretary or change in particulars

Under Article 27 of the Implementing Regulations any changes in directors, secretary or the details concerning them shall be notified to the FZE Department using the declaration of Form 5A given in Section 2. This shall be received within 7 days of the changes being made. The same shall apply to resignation / change in particulars of FZE 's directors and / or secretary, in which case the declaration in Form 5B is applicable.

All appointments and resignations and details of new appointments and other changes shall be recorded in the FZE Register and the Client's Register. This shall be provided in the format given in Section 3.

6. Change of Financial Year

(a) First Financial Year

Under Article 42, of the Implementing Regulations the first "financial year" of an FZE is for a period of 12 months commencing on the day of its formation. This may be altered by submission of an Owner's Declaration, to not less than six nor more than 18 months. Form 6 is given for this purpose.

A copy of any such Owner's Declaration shall be submitted to the FZE Department within 7 days of the change being implemented. Details shall be subsequently entered into the FZE Register using the format given in Section 3 and copied to the Client.

(b) Subsequent Financial Years

If, subsequent to the first financial year, there are no Owner's Declaration to alter the financial year, it will be deemed to be for a period of twelve months beginning immediately after the previous financial year. Accordingly, it is preferred that it shall not be necessary to make any entries in this part of the FZE Register until such time as an Owner's Declaration is received altering the financial year.

7. Distribution of Profits

An Owner's Declaration is required to effect a distribution of profit, which is given in Form 7, Section 2. This shall be submitted to the FZE Department within 7 days of any distribution having been made.. Details shall then be entered in the FZE Register using the format given in Section 3, a copy of which shall be forwarded to the Client.

8. Changes in Ownership of FZE's.

For any change in ownership, the FZE Department shall be notified, using Form 8 given in Section 2, which must be within 7 days of the changes being approved by FZE.

Details shall then be entered in the Share Register (see Section 3) of the FZE Register and which shall be copied to the Client.

9. Charges Over Shares

Under Article 56 of the Implementing Regulations an Owner may charge its shares, but shall notify the FZE Department on as given on the declaration of Form 9 of Section 2. This shall be within 7 days of the charges being made. Details of charges over shares shall be entered in the Share Register of the FZE Register, a copy of which shall be forwarded to the Client.

Details of any release must be notified to the FZE Department within 7 days and entered in the Share Register of the FZE Share Register and FZE Internal Register.

10. Security Interests over Assets of FZE

Under Article 58, of the Implementing Regulations an FZE may grant a security interest over its assets and shall notify the FZE Department within 7 days, as given of the declaration of Form 10 in Section 2.

Details of the security interest shall then be entered in the FZE Register, using the format given in Section 3, Register of Security Interest, and copied to the Client.

11. Winding up of FZE

An FZE must be wound up following its de-registration. De-registration details should be notified by using Form No: 11 given in section 2, and on approval transactions of the winding-up shall be entered into the FZE Register. The format for registering the winding-up details in the FZE Register is given in Section 3.

12. Establishment of New FZE's Branch

Articles 2 & 55, of the Implementing Regulation, states if an FZE has established a new branch then Owner's Declaration, Form No. 12, must be submitted to JAFZA for a record purpose.

13. Change of Establishment's Banker

Declaration of change of an FZE Banker's name and address must in effect be made by using Form No. 13, given in Section 2, of this guide.

14. Change of Establishment's Auditors

According to Articles 2, 50 & 55, of the Implementing Reg, the owner of an FZE shall be required to appoint auditors for their Establishment. Declaration for the change of Auditors must be made by Form No. 14.

SECTION 2

The Contents:

- Form No: 1A Owner's Declaration regarding Increase of Share Capital.
Form No: 1B Owner's Declaration regarding Decrease of Share Capital.
Form No: 1C Owner's Declaration regarding the Distribution of (reduction in Share Capital).
- Form No: 2 Owner's Declaration regarding Change of FZE's Name.
- Form No: 3 Owner's Declaration regarding Change of FZE's Address.
- Form No: 4 Owner's Declaration regarding Transfer of shares in Free Zone Establishment.
- Form No: 5A Owner's Declaration regarding Appointment of FZE's Director / Secretary.
- Form No: 5B Owner's Declaration regarding Resignation / change in particulars of FZE's Director / Secretary.
- Form No: 6 Owner's Declaration regarding Financial Year.
- Form No: 7 Owner's Declaration regarding the distribution of (profits).
- Form No: 8 Owner's Declaration regarding the acceptance of Ownership.
- Form No: 9 Owner's Declaration regarding the charge over shares.
- Form No: 10 Owner's Declaration regarding the security interest.
- Form No: 11 Owner's Declaration regarding Deregistration.
- Form No: 12 Owner's Declaration regarding Establishment of New FZE Branch.
- Form No: 13 Owner's Declaration regarding Change of FZE Banker's Name & Address.
- Form No: 14 Owner's Declaration regarding Change of FZE's auditor.

**Owner's Declaration Regarding
Change of FZE's Name.⁶**

According to Articles 2, **12 & 55** of the Implementing Regulation No.1 of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of **1992**.

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the above mentioned name be changed to the following new name:

.....**FZE.**

With effect from the date of the Certificate of Change of Name issued by the Jebel Ali Free Zone Authority and accept all previous liabilities related to the old name of the above-mentioned FZE.

FZE Owner's Name:

Authorised signatory:

Signed by _____ Date: _____ / _____ /200

Please, attach with this:

1) Certificate of Formation 2) Share Certificate 3) Original Trade Licence

FZE Reg No. _____

Form No. 3

⁶ This specimen format must be written on FZE's letterhead.

.....**FZE.**

**Owner's Declaration Regarding
Change of FZE's Address.⁷**

According to Articles **2,&13 55** of the Implementing Regulation No.**1** of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.**9** of **1992** .

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the address should be changed to:

New Address:

With effect from / /**200**

FZE Owner's Name:

Authorised signatory:

Signed by Signed by Date: / /**200**

⁷ This specimen format must be written on FZE's letterhead.

FZE Reg No.

Form No. 4 A

.....**FZE.**

**Owner's Declaration Regarding
Transfer of Shares in Free Zone Establishment.⁸**

According to Articles **2, 23, 24, 54 & 55** of the Implementing Regulation No.1 of 1992 regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of 1992 and With effect from the date of the Certificate of transfer of share issued by the Jebel Ali Free Zone.

I / We being the Owner of the above mentioned FZE (the Transferor) **Mr./Ms.**....., hereby declare that subject to approval of the Jebel Ali Free Zone Authority, transfer the shares out of the mentioned FZE to the Transferee **Mr./Ms.**..... and accept all previous liabilities related to the shares. Therefore, I/We request that such entries be made in the register record as are necessary to give effect to this transfer.

Number of shares:**Amount of share⁹:****Million Dirhams .****Transferee:****Address:**

I / we being Transferee accept all previous liabilities related to the above-mentioned shares.

Singed by Transferee:**FZE Owner's Name (Transferor):****Signed by Transferor:**

For official use and FZE Registrar Approval:

Name of FZE Registrar:**Sign:**

Date:

/

/200

Please, attach with this:

Audited Financial Statement from external Auditors confirming the existing Share Capital is maintained and confirming the net value of the Equipment & Machinery

⁸ This specimen format must be written on FZE's letterhead

⁹ The amount of each share must be One Million Dirhams or Multiple thereof.

Note: The charge of transfer of share is **AED. 20,000** Minimum (**2%**) & maximum **AED50,000** plus **200AED** for each new certificate, and Kindly Note That **Signing** in front of us (is not approval) for transfer of Share.

FZE Reg No.

Form No.4B

.....**FZE.**

**Owner's Declaration Regarding
Acceptance of ownership.¹⁰**

According to Articles **2,54& 55** of the Implementing Regulation No.1 of 1992 regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of 1992 and With effect from the date of the Certificate of Change of new ownership issued by the Jebel Ali Free Zone Authority.

I / We being the Owner of the above mentioned FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, accept:

- 1.a. Name: _____ as the new ownership.
 1.b. Nationality:
 1.c. Address:

2. and all previous liabilities related to the above mentioned FZE.

I / We being the new Owner of the above mentioned FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, accept:

1. to be the new Owner of the above mentioned FZE.
 2. all liabilities related to the above mentioned FZE.

FZE New Owner's Name:

Authorised signatory:

Signed by:

FZE Owner's Name:

Authorised signatory:

Signed by:

Date: / /200

Please, attach with this:

- 1) *Audited Financial Statement from external Auditors confirming the existing Share Capital is maintained and confirming the net value of the Equipment & Machinery*
 2) **Individual Shareholder:** *Specimen Signature, Passport Copy, Bank Reference regarding the personal Account, CV*
 3) **Non-Individual Shareholder:** *Certificate of Formation and Memorandum and Articles of Association, both notarized and attested from the Country of Origin*

¹⁰ This specimen format must be written on FZE's letterhead.

*Kindly Note That Signing in front of us (is not approval) for transfer of Shares

.....**FZE**.....

**Owner’s Declaration Regarding
Appointment of FZE’s Director / Secretary/ Manager.¹¹**

According to Articles **2, 25-29 & 55** of the Implementing Regulation No.1 of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of **1992**.

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we appoint the following as FZE’s Director / Secretary with effect from
/ /200

FZE’s Director:

Mr./Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

FZE’s Manager/ Secretary:

Mr./Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

FZE Owner’s Name:

Authorised signatory:

Signed by Date: / /200

Please, attach with this:

- 1) *Passport Copy*
- 2) *Specimen Signature +New Authorization Card+ Original Trade Licence (in case of appointing New Manager).*

FZE Reg. No.

Form No. 5B

¹¹ This specimen format must be written on FZE’s letterhead.

.....**FZE**.....

**Owner’s Declaration Regarding
Resignation / change in particulars of FZE’s Director / Secretary/ Manager.¹²**

According to Articles **2, 25-29& 55** of the Implementing Regulation No.1 of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of **1992**.

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we accept the following FZE’s Director / Secretary resignation / it’s change in particulars with effect from
/ /200

FZE’s Director:

Mr./Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

FZE’s Manager/ Secretary:

Mr./Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

FZE Owner’s Name:

Authorised signatory:

Signed by: Date: / /200

¹² This specimen format must be written on FZE’s letterhead.

.....**FZE.**

**Owner's Declaration Regarding
Establishment of New FZE'S Branch.²⁰**

According to Articles **2, 55** of the Implementing Regulation No.1 of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of **1992**.

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we established a new branch in:

Country:

Oprating Name:

Address:

Legal Representative of our New Branch:

FZE Owner's Name:

Authorised signatory:

Signed by:

Date: / /200

FZE Reg No.

Form No. 12

.....**FZE.**

²⁰ This specimen format must be written on FZE's letterhead.

**Owner's Declaration Regarding
Change of FZE Banker's Name & Address.²¹**

According to Articles **2, & 55** of the Implementing Regulation No.1 of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of **1992**.

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the FZE Banker's Name & address should be changed to:

FZE Owner's Name:

Authorised signatory:

Signed by:

Date: / /200

FZE Reg. No.

Form No. 13

²¹ This specimen format must be written on FZE's letterhead.

.....**FZE.**

**Owner's Declaration Regarding
Change of FZE's Auditor.²²**

According to Articles **2, 50 & 55** of the Implementing Regulation No.1 of **1992** regarding Free Zone Establishment in Jebel Ali Free Zone pursuant to Dubai Law No.9 of **1992**.

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the FZE's Auditor is changed to:

FZE Owner's Name:

Authorised signatory:

Signed by:

Date: / /200

²² This specimen format must be written on FZE's letterhead.