

**COMMERCIAL LICENSING REGULATIONS 2015**  
**(CONDITIONS OF LICENCE AND BRANCH REGISTRATION)**  
**RULES 2018**

Date of Adoption: 23 April 2018

The Board of Directors of the Abu Dhabi Global Market, in implementation of section 10(1) and 16(4) of the Commercial Licensing Regulations 2015, hereby makes the following rules:-

**1. Citation and interpretation**

(1) These Rules may be cited as the Commercial Licensing Regulations 2015 (Conditions of Licence and Branch Registration) Rules 2018.

(2) In these Rules—

"accountancy services" means the controlled activity specified in Rule 5 of the Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2015;

"applicant" means an applicant for a licence;

"approved accountancy regulatory body" means a body designated as such by the Registrar;

"approved healthcare regulatory body" means a body designated as such by the Registrar;

"approved insolvency practitioner regulatory body" means a body designated as such by the Registrar;

"approved legal regulatory body" means a body designated as such by the Registrar;

"authorised signatory" means an individual authorised to represent the license holder as a permanent representative in the Abu Dhabi Global Market;

"branch" means each location in the Abu Dhabi Global Market, not being (in the case of an applicant incorporated under the laws of the Abu Dhabi Global Market) the applicant's registered office, from which the applicant proposes to carry on the controlled activity or controlled activities to which an application for a licence relates;

"body corporate" has the meaning given in the Regulations and includes, for the avoidance of doubt, partnerships (whether incorporated in ADGM or elsewhere) that have legal personality separate from that of their partners;

"connected person" has the meaning given to that expression in Part 1 of the Schedule to the Regulations;

"jurisdiction of incorporation" means, in respect of any non-ADGM body corporate, the jurisdiction in which such body corporate is incorporated (including

upon being continued into such jurisdiction);

"insolvency practitioner services" means the controlled activity specified in Rule 6 of the Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2015;

"legal services" means the controlled activity specified in Rule 4 of the Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2015;

"licence holder" a person to whom a licence has been issued by the Registrar;

"non-ADGM body corporate" means a body corporate that is not incorporated (including upon continuation under the Companies Regulations 2015) under the laws of the Abu Dhabi Global Market;

"other economic activities" means the controlled activity specified in Rule 8 of the Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2015; and

"Regulations" means the Commercial Licensing Regulations 2015.

- (3) Terms used in these Rules which are defined in the Regulations shall have the meanings given to them in the Regulations.

## **2. Applications for licence (all applicants)**

An applicant for a licence must apply to the Registrar on the form prescribed by the Registrar from time to time and provide the following information—

- (a) full legal name of the applicant;
- (b) the applicant's legal form, including its jurisdiction of incorporation and the legislation under which it is formed and registered;
- (c) the controlled activity or controlled activities which the applicant proposes to carry on in or from the Abu Dhabi Global Market;
- (d) the address or addresses in the Abu Dhabi Global Market from which the applicant proposes to carry on the controlled activity, being:
  - i. in the case of an applicant incorporated under the laws of the Abu Dhabi Global Market, the applicant's registered office, one or more branches located in the Abu Dhabi Global Market or both; or
  - ii. in other cases, one or more branches located in the Abu Dhabi Global Market;

- (e) the name and address in the Abu Dhabi Global Market of every individual authorised to accept service of documents on behalf of the applicant's branch;
- (f) a list of every individual who is to be appointed an authorised signatory of the applicant, in respect of the branch, containing the following particulars with respect to each such individual—
  - i. name;
  - ii. any former name;
  - iii. service address, which must be an address with the Abu Dhabi Global Market;
  - iv. extent of the authority of any person falling within paragraph (f), including whether that person is authorised to act severally or jointly; and
  - v. if an individual falling within paragraph (f) is not authorised to act severally, the name of any individual with whom they are authorised to act.
- (g) such other information as the Registrar may require for the purpose of deciding whether to grant a licence.

### **3. Applications for licence (additional information for branch registration)**

- (1) In addition to the information set out in Rule 2 a non-ADGM body corporate applying for a licence and to register a branch must provide to the Registrar the following information on the form prescribed by the Registrar from time to time—
  - (a) if the applicant is registered in its jurisdiction of incorporation, the number under which it is registered;
  - (b) a list of the applicant's directors and partners, as applicable, and the information required by paragraph (3);
  - (c) the applicant's corporate objects or any other limitation on its legal capacity, if any;
  - (d) in respect of the branch, the extent of the powers of the directors, officers and partners to represent the applicant in dealings with third parties and in legal proceedings, together with a statement as to whether they may act severally or must act jointly and, if jointly, the name of any other person concerned;
  - (e) the full names and addresses of any shareholders of the applicant, including

evidence acceptable to the Registrar, except if the applicant is a listed entity;  
and

(f) a statement of the financial reporting obligations to which the applicant is subject under the laws of the applicant's jurisdiction of incorporation, including the period for which the non-ADGM body corporate is required by law to prepare accounts and reports, the period allowed for their preparation and whether such accounts and reports are required by law to be publicly available free of charge.

(2) An applicant for a licence that is a non-ADGM body corporate must also provide the following documents to the Registrar—

(a) either—

i. if the applicant is registered in its jurisdiction of incorporation and the registry in which the applicant is so registered issues certificates of good standing to registered bodies corporate that are in good standing, a certificate of good standing in respect of the applicant issued by such registry and dated no more than three months prior to the date on which the application for a licence is made; or;

ii. in other cases, such evidence as the Registrar may require that the applicant is in good standing in its jurisdiction of incorporation;

(b) a certified copy of the applicant's certificate of incorporation and any certificate amending the applicant's certificate of incorporation;

(c) a certified copy of the applicant's constitutional documents; and

(d) a certified copy (acceptable to the Registrar) of the applicant's most recent accounts and reports, including a balance sheet, profit and loss account and (if the applicant is required by applicable law to have an auditor audit its accounts and reports) the auditor's statement thereon; or

(e) if the applicant is not required by applicable law to prepare financial statements and reports thereon (including an auditor's report) such other evidence of financial credit worthiness as the Registrar may require,

together with, if any of the above documents are wholly or partly written in a language other than English, translations into English certified by a translator acceptable to the Registrar.

(3) The particulars referred to in paragraph (1)(b) are—

(a) in the case of an individual—

- i. name;
- ii. any former name;
- iii. a service address;
- iv. usual residential address (should the registrar require)
- v. the country or state in which the individual is usually resident;
- vi. nationality;
- vii. business occupation (if any);
- viii. date of birth; and
- ix. date of appointment,

(b) in the case of a body corporate—

- i. corporate or firm name;
- ii. registered or principal office;
- iii. the legal form of the body corporate and the law by which it is governed;
- iv. if applicable, the register in which it is entered (including details of the jurisdiction) and its registration number in that register; and
- v. date of appointment.

#### **4. Application for licence variation or renewal by existing licence holder**

A licence holder that is applying for a licence variation either in respect of a new controlled activity or new controlled activities or to renew his licence in anticipation of the licence holder's existing licence expiring shall be subject to these Rules as a new applicant but shall not be obliged to provide the documents required by paragraph (2)(b) to (e) of Rule 3 if an officer of the licence holder provides to the Registrar, written confirmation that the documents previously filed with the Registrar and remain complete and current.

#### **5. Granting of licences**

(1) For the purposes of the Regulations, a licence may be granted in respect of a

controlled activity if the applicant satisfies the Registrar that—

- (a) the proposed controlled activity is consistent with the objectives of the Abu Dhabi Global Market;
  - (b) the applicant is sufficiently capitalised, skilled and qualified to carry on the controlled activities which the applicant proposes to carry on in or from the Abu Dhabi Global Market;
  - (c) the legal form of the applicant is suitable to the controlled activities which the applicant proposes to carry on in or from the Abu Dhabi Global Market;
  - (d) the registered office or branch from which the applicant proposes to carry on the controlled activity is suitable for such purposes; and
  - (e) in the case of applicants who hold or have previously held a licence, the applicant has complied in all material respects with the conditions of such licence,
- (2) Applicants must also satisfy the conditions of licence specified in Rules 5 to 11, as applicable.
- (3) If the Registrar is satisfied that the requirements of the Regulations and these Rules are complied with, the Registrar may issue a certificate granting a licence to an applicant. The certificate shall state—
- (a) the name of the licence holder;
  - (b) the legal form of the licence holder;
  - (c) the name(s) of the authorised signatories of the licence holder, together with a statement as to whether they may act severally or must act jointly;
  - (d) the controlled activity for which the licence holder is licensed;
  - (e) the registered address from which the controlled activity may be carried on; and
  - (f) the dates on which the licence is issued and expires.
- (4) Where a licence holder proposes to carry on a controlled activity from a branch in the Abu Dhabi Global Market, the Registrar may issue a certificate stating it has registered a branch in the Abu Dhabi Global Market.
- (5) The Registrar must cause to be published—
- (a) on its website; or

(b) in accordance with section 988 of the Companies Regulations 2015,  
notice of the certificates issued pursuant to this Rule.

## **6. General conditions of licence for all licence holders**

A licence holder must—

- (a) only carry out the controlled activity to which its licence relates from the address stated on its licence and maintain the right to use such premises for that purpose;
- (b) maintain compliance with—
  - i. any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules) or any other law applicable in the Abu Dhabi Global Market; and
  - ii. any licence, authorisation or approval requirement imposed by any Federal Law having application in the Abu Dhabi Global Market and to which the licence holder is subject in relation to his activities in the Abu Dhabi Global Market;
- (c) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (b);
- (d) at all times maintain an authorised signatory;
- (e) comply with the Business and Company Names Rules 2016;
- (f) comply with any other conditions and requirements specified in writing by the Registrar; and
- (g) have paid any fees and dues owed to the Registrar pursuant to the Regulations or any rules made thereunder.

## **7. General conditions of licence for branches**

(1) A licence holder must, in any written communication originating in or from the Abu Dhabi Global Market or related to any activity of the body corporate carried on in or from the Abu Dhabi Global Market, state after its full legal name either the words "(ADGM branch of non-ADGM body corporate)" or the words "(ADGM branch)".

(2) A licence holder must—

- (a) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market are complied with; and
  - (b) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(a).
- (3) A Branch shall keep adequate accounting records with respect to all sums of money received and expended by the Branch and all sales and purchases of goods and services and other transactions by the Branch and the assets and liabilities of the Branch. Such Records shall be sufficient to show and explain all transactions by the Branch and must be such as to—
  - (a) disclose with reasonable accuracy the financial position of the Branch at any time; and;
  - (b) enable the directors to ensure that any accounts prepared by the Branch comply with the requirements of these Rules.
- (4) The Branch’s accounting Records shall be—
  - (a) kept at the Branch’s registered office;
  - (b) preserved by the Branch for at least ten years from the date on which they are made; and
  - (c) at all reasonable times open to inspection by the directors of the relevant non-ADGM body corporate.
- (5) Not later than 14 days after the Registrar sends a written request to the Branch’s registered office, the Branch must deliver to the Registrar a copy of all requested accounting records.
- (6) A licence holder must within 14 days notify the Registrar of any decision to cease to carry on any controlled activity to which its licence relates from any address stated on its licence, by filing a branch deregistration application containing the prescribed information.
- (7) A licence holder must within one month of the change deliver to the Registrar a return containing details of any alteration to the information delivered under Rule 2(d) to (f) and Rule 3(1).

## **8. Specific conditions of licence - legal services**

- (1) This Rule sets out the conditions for an applicant to carry on the controlled activity



of legal services.

(2) The applicant must—

- (a) be licensed or authorised by an approved legal regulatory body to carry on activities of the kind which the applicant intends to carry on in the Abu Dhabi Global Market;
- (b) at all times maintain such licence or authorisation;
- (c) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market to which he is subject, are complied with; and
- (d) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(c).

(3) The applicant and any connected person must not be subject to any of the following events—

- (a) imprisonment or any other penalty in criminal proceedings;
- (b) becoming and continuing to be unable to attend to the business of the applicant; and
- (c) abandonment of his business in the Abu Dhabi Global Market.

(4) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

## **9. Specific conditions of licence - accountancy services**

(1) This Rule sets out the conditions for an applicant to carry on the controlled activity of accountancy services.

(2) The applicant must—

- (a) be licensed or authorised by an approved accountancy regulatory body to carry on activities of the kind which the applicant intends to carry on in the Abu Dhabi Global Market;
- (b) at all times maintain such licence or authorisation;

- (c) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market to which he is subject, are complied with; and
  - (d) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(c).
- (3) The applicant and any connected person must not be subject to any of the following events—
  - (a) imprisonment or any other penalty in criminal proceedings;
  - (b) becoming and continuing to be unable to attend to the business of the applicant; and
  - (c) abandonment of his business in the Abu Dhabi Global Market.
- (4) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

#### **10. Specific conditions of licence - insolvency practitioner services**

- (1) This Rule sets out the conditions for an applicant to carry on the controlled activity of insolvency practitioner services.
- (2) The applicant must—
  - (a) be licensed or authorised by an approved insolvency practitioner regulatory body to carry on activities of the kind which the applicant intends to carry on in the Abu Dhabi Global Market;
  - (b) at all times maintain such licence or authorisation;
  - (c) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market to which he is subject, are complied with; and
  - (d) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(c).
- (3) The applicant and any connected person must not be subject to any of the following events—

- (a) imprisonment or any other penalty in criminal proceedings;
  - (b) becoming and continuing to be unable to attend to the business of the applicant; and
  - (c) abandonment of his business in the Abu Dhabi Global Market.
- (4) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

#### **11. Specific conditions of licence - other economic activities: healthcare**

- (1) This Rule sets out the conditions for an applicant to carry on other economic activities, where the applicant intends to carry on any of the following activities: provision of health services, including the practice of medicine and dentistry, operation of hospitals, clinics, care homes, nursing homes and other establishments providing health or social care services, and any other activity related to healthcare governed by any Federal Law having application in the Abu Dhabi Global Market which requires the performance of the activity to be subject to licensing, authorisation or approval.
- (2) The applicant must—
- (a) be licensed or authorised by an approved healthcare regulatory body to carry on activities of the kind which the applicant intends to carry on in the Abu Dhabi Global Market;
  - (b) at all times maintain such licence or authorisation;
  - (c) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market to which he is subject, are complied with; and
  - (d) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(c).
- (3) The applicant and any connected person must not be subject to any of the following events—
- (a) imprisonment or any other penalty in criminal proceedings;
  - (b) becoming and continuing to be unable to attend to the business of the applicant; and

- (c) abandonment of his business in the Abu Dhabi Global Market.
- (4) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

## **12. Specific conditions of licence - special conditions for partnerships**

- (1) Where persons propose to establish a partnership governed by the laws of the Abu Dhabi Global Market; either—
  - (a) such persons, in the case of a partnership that does not have separate legal personality; or
  - (b) the partnership, in the case of a partnership that has separate legal personality,shall apply for a licence in the name of the partnership.
- (2) No licence may be granted to a partnership that does not have separate legal personality unless the partnership has been formed pursuant to a written partnership agreement and the agreement has been registered with the Registrar by filing an application for registration in the form specified by the Registrar at the same time as the applicant submits an application for a licence under the Regulations. The partners of a partnership that does not have separate legal personality shall be jointly liable for compliance with these Rules and any applicable conditions of licence.
- (3) This Rule does not apply to an applicant which is a non-ADGM body corporate who shall be subject to the Regulations and these Rules as a non-ADGM body corporate.

## **13. Designation of bodies**

The Registrar may specify a body as an approved accountancy regulatory body, an approved healthcare regulatory body, an approved insolvency practitioner regulatory body or an approved legal regulatory body generally or on a case-by-case basis or both.

## **14. General false statement contravention**

- (1) It is a contravention of these Rules for a person, as part of a licence application, knowingly or recklessly to deliver or cause to be delivered to the Registrar, information, a document or a statement, that is misleading, false or deceptive in a material particular.
- (2) A person who commits a contravention referred to in subsection (1) is liable to a fine of up to level 7.

## **15. Commercial Licensing Regulations 2015 (Conditions of Licence) Rules 2015**

The Commercial Licensing Regulations 2015 (Conditions of Licence) Rules 2015 are repealed.

