

# COMPANIES REGULATIONS (ADDRESS DISCLOSURE) RULES 2015

## PART 1 COMMENCEMENT AND CITATION

The Registrar, in exercise of the powers conferred by section 962 of the Companies Regulations 2015, hereby makes the following Rules:-

### 1. **Citation, commencement and interpretation**

- (1) These Rules may be cited as the Companies Regulations (Address Disclosure) Rules 2015.
- (2) These Rules shall come into force on the date of their publication.
- (3) In these Rules, the “Companies Regulations” means the Companies Regulations 2015.

### 2. **Application of these rules**

These rules apply to any company formed or registered under the Companies Regulations.

### 3. **Definitions and general interpretation**

- (1) Defined terms used in these rules and their meanings are contained in Schedule 1.
- (2) Unless the context otherwise requires-
  - (a) References to sections are to sections of the Companies Regulations;
  - (b) a reference to a “Rule” or “Rules” is a reference to these rules and a reference to a numbered rule, Part or Schedule is to the rule, Part or Schedule; and
  - (c) words in the singular include the plural and vice versa and a reference to a gender includes a reference to all genders.

Material or information referred to in these rules as being specified, described accessible or available on or through the website is included in and forms part of these rules.

**PART 2**  
**DISCLOSURE OF PROTECTED INFORMATION**

**4. Permitted disclosure by the Registrar to specified public authorities**

- (1) The Registrar may disclose protected information to a specified public authority where the conditions specified in paragraphs 2 and 3 of Schedule 2 are satisfied.
- (2) In addition to the requirements of Schedule 2, a specified public authority shall deliver to the Registrar such information or evidence as it may direct for the purpose of enabling the Registrar to determine in accordance with these Rules whether to disclose protected information.
- (3) The Registrar may require such information or evidence to be verified in such manner as he may direct.
- (4) The specified public authority must inform the Registrar immediately of any change in respect of any statement delivered to the Registrar pursuant to Schedule 2 or information or evidence provided for the purpose of enabling the Registrar to determine whether to disclose protected information.
- (5) The public authorities specified for the purposes of section 229(2) are set out in Schedule 1 to these Rules.

**5. Permitted disclosure by the Registrar to credit reference agencies**

- (1) Subject to Rule 4, the Registrar may disclose protected information to a credit reference agency where the conditions specified in paragraphs 1.5 to 1.9 of Schedule 2 are satisfied.
- (2) The Registrar may rely on a statement delivered to him by a credit reference agency under paragraph 1.8 of Schedule 2 as sufficient evidence of the matters stated in it.
- (3) Notwithstanding paragraph (2), a credit reference agency shall deliver to the Registrar such information or evidence in addition to the statement required by paragraph 1.8 of Schedule 2 as he may direct for the purpose of enabling him to determine in accordance with these Rules whether to disclose protected information.
- (4) The Registrar may require such information or evidence to be verified in such manner as he may direct.
- (5) The credit reference agency must inform the Registrar immediately of any change in respect of any statement delivered to the Registrar pursuant to Schedule 2 or information or evidence provided for the purpose of enabling the Registrar to determine whether to disclose protected information.

6. **Registrar to refrain from disclosure of protected information**

The Registrar shall refrain from disclosing protected information to a credit reference agency if such information relates to a section 229 beneficiary or a section 229 applicant.

7. **Application under section 229 by an individual**

- (1) A section 229 application may be made to the Registrar by an individual who is, or proposes to become, a director.
- (2) The grounds on which an application under paragraph (1) may be made are that the individual making the application:
  - (a) holds public office or has been entrusted with a prominent function in government or at a public authority; or
  - (b) considers that there is a serious risk that he, or a person who lives with him, will be subjected to violence or intimidation as a result of the activities of at least one of:
    - (i) the companies of which he is, or proposes to become, a director;
    - (ii) the companies of which he was a director; or
    - (iii) the non-ADGM companies of which he is or has been a director, secretary or permanent representative; or
  - (c) is or has been employed by a relevant organisation.
- (3) The application shall:
  - (a) contain:
    - (i) a statement of the grounds on which the application is made;
    - (ii) the name and any former name of the applicant;
    - (iii) the date of birth of the applicant;
    - (iv) the usual residential address of the applicant;
    - (v) where the Registrar has allocated a unique identifier to the applicant, that unique identifier;
    - (vi) the name and registered number of each company of which the applicant is, or proposes to become, a director;
    - (vii) where the grounds of the application are those described in paragraph (2)(b)(ii), (iii) or (iv), the name and registered number of the company or non-ADGM company; and

- (b) be accompanied by evidence which:
  - (i) where the grounds of the application are those described in paragraph (2)(a) or (2)(b), supports the applicant's statement of the grounds of the application; or
  - (ii) where the grounds of the application are those described in paragraph (2)(c), establishes that the applicant is or has been employed by a relevant organisation.
- (4) The Registrar may refer to a relevant body any question relating to an assessment of:
  - (a) where the grounds of the application are those described in paragraph (2)(a), whether the applicant holds public office or has been entrusted with a prominent function in government or at a public authority;
  - (b) where the grounds of the application are those described in paragraph (2)(b), the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to himself, or to a person who lives with him; or
  - (c) where the grounds of the application are those described in paragraph (2)(c), whether the applicant is or has been employed by a relevant organisation.
- (5) The Registrar shall determine the application and send the applicant to his usual residential address, as stated in his application, notice of his determination on the section 229 application within five working days of that determination being made.

## **8. Application under section 229 by a company**

- (1) A section 229 application may be made to the Registrar by a company on behalf of any of its directors who are individuals.
- (2) The grounds on which an application under paragraph (1) may be made are that the company making the application either considers that there is a serious risk that the director on behalf of whom the application is made, or a person who lives with that director, will be subjected to violence or intimidation as a result of the activities of the company making the application.
- (3) The application shall:
  - (a) contain:
    - (i) a statement of the grounds on which the application is made;
    - (ii) the name and registered number of the applicant;
    - (iii) the name and any former name of each director on behalf of whom the application is made;

- (iv) the date of birth of each such director;
  - (v) the usual residential address of each such director;
  - (vi) where the Registrar has allocated a unique identifier to any such director, that unique identifier;
  - (vii) the name and registered number of each company of which each such director is a director; and
- (b) be accompanied by evidence which supports the applicant's statement of the grounds of the application.
- (4) The Registrar may refer to a relevant body any question relating to an assessment of the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to its directors on behalf of whom the application is made or to persons who share a residence with those directors as a result of any of its activities.
- (5) The Registrar shall determine the application and send:
- (a) the applicant, to its registered office; and
  - (b) each director on behalf of whom the application was made, to his usual residential address as stated in the application,
- notice of his determination on the section 229 application within five working days of that determination being made.

**9. Application under section 229 by an initial member**

- (1) A section 229 application may be made to the Registrar by an initial member on behalf of any of the proposed directors of a proposed company who are individuals.
- (2) The grounds on which an application under paragraph (1) may be made are that the subscriber making the application considers that there is a serious risk that the proposed directors of the proposed company on behalf of whom the application is made, or persons who share a residence with them, will be subjected to violence or intimidation as a result of the proposed activities of that proposed company.
- (3) The application shall:
  - (a) contain:
    - (i) a statement of the grounds on which the application is made;
    - (ii) the name of the applicant;
    - (iii) the address of the applicant;

- (iv) the name of the proposed company;
  - (v) the name and any former name of each of the proposed directors on behalf of whom the application is made;
  - (vi) the date of birth of each such proposed director;
  - (vii) the usual residential address of each such proposed director;
  - (viii) the name and registered number of each company of which each such proposed director is a director; and
- (b) be accompanied by evidence which supports the applicant's statement of the grounds of the application.
- (4) The Registrar may refer to a relevant body any question relating to an assessment of the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to its proposed directors on behalf of whom the application is made or to persons who share a residence with those proposed directors as a result of any of the proposed activities of the proposed company.
- (5) The Registrar shall determine the application and send:
- (a) the applicant, to the address stated in the application; and
  - (b) each of the proposed directors on behalf of whom the application was made, to their usual residential address as stated in the application,

notice of his determination on the section 229 application within five working days of that determination being made.

**10. Matters relating to a section 229 application**

- (1) For the purpose of Rules 7, 8 and 9 the Registrar may direct that additional information or evidence should be delivered to him, what such information or evidence should be and how it should be verified.
- (2) The Registrar shall not make available for public inspection:
  - (a) any section 229 application; or
  - (b) any documents provided in support of that application.
- (3) For the purpose of determining any section 229 application the Registrar may accept any answer to a question referred in accordance with Rule 7(4), 8(4) or 9(4) as providing sufficient evidence of:
  - (a) the nature and extent of any risk relevant to:
    - (i) where the grounds of the application are those described in Rule 7(2)(a) or 7(2)(b), the applicant;

(ii) where the grounds of the application are those described in Rule 6(2), the directors on behalf of whom the application is made;

(iii) where the grounds of the application are those described in Rule 7(2), the proposed directors on behalf of whom the application is made,

or to persons who share a residence with any of the above individuals, or

(b) whether an applicant is or has been employed by a relevant organisation.

**PART 3**  
**APPLICATION TO MAKE AN ADDRESS UNAVAILABLE FOR PUBLIC**  
**INSPECTION UNDER SECTION 962**

**11. Application under section 962 to make an address unavailable for public inspection by an individual**

- (1) A section 962 application may be made to the Registrar by an individual whose usual residential address was placed on the register either:
- (a) under section 6 (documents to be sent to Registrar), 153 (register of directors), 157 (registration of altered particulars), 292 (duty to keep register of secretaries), 778 (duty to deliver annual returns);
  - (b) as a service address under section 9 (statement of proposed officers), 157 (duty to notify Registrar of changes of director's particulars) or 781 (contents of annual return),

in respect of that usual residential address.

- (2) The grounds on which an application under paragraph (1) may be made are that the individual making the application:

- (a) holds public office or has been entrusted with a prominent function in government or at a public authority;
- (b) considers that there is a serious risk that he, or a person who lives with him, will be subjected to violence or intimidation as a result of the activities of at least one of the companies of which:
  - (i) he is, or proposes to become, a director; or
  - (ii) he is not a director but of which he has been at any time a director, secretary or permanent representative;
- (c) he is or has been employed by a relevant organisation; or
- (d) is a section 229 beneficiary.

- (3) The application shall:

- (a) contain:
  - (i) a statement of the grounds on which the application is made;
  - (ii) the name and any former name of the applicant;
  - (iii) the usual residential address of the applicant that is to be made unavailable for public inspection;
  - (iv) an address for correspondence in respect of the application;

- (v) the name and registered number of each company of which the applicant is or has been at any a director, secretary or permanent representative;
  - (vi) the service address which is to replace that usual residential address on the register;
  - (vii) subject to paragraph (4):
    - (A) the date of birth of the applicant;
    - (B) the name of each company of which the applicant proposes to become a director;
    - (C) where the Registrar has allotted a unique identifier to the applicant, that unique identifier; and
- (b) be accompanied by evidence which:
  - (i) where the grounds of the application are those described in paragraph (2)(a) or 2(b), supports the applicant's assertion that his application falls within the grounds stated in his application;
  - (ii) where the grounds of the application are those described in paragraph (2)(c), establishes that the applicant is or has been employed by a relevant organisation;
  - (iii) where the grounds of the application are those described in paragraph (2)(d), establishes that he is a section 229 beneficiary.
- (4) The application need not contain the information described at paragraph (3)(a)(vii) where the application is delivered to the Registrar on the same day as the applicant delivers a section 229 application.
- (5) The Registrar may refer to a relevant body any question relating to an assessment of:
  - (a) the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to himself, or a person who lives with him, as a result of the activities of any company of which he is or proposes to become a director or has been at any time a director, secretary or permanent representative; or
  - (b) whether the applicant is or has been employed by a relevant organisation.
- (6) The Registrar shall determine the application and send the applicant to the address for correspondence stated in his application, notice of his determination on the section 962 application within five working days of that determination being made.

12. **Application under section 962 to make an address unavailable for public inspection by a company**

- (1) A section 962 application may be made to the Registrar by a company in respect of the addresses of:
  - (a) all of its members and former members whose addresses were contained in:
    - (i) an annual return; or
    - (ii) a return of allotment of shares,  
delivered to the Registrar.
- (2) The grounds on which an application under paragraph (1) may be made are that the company making the application considers that, as a result of its activities, the availability to members of the public of the addresses described in paragraph (1) creates a serious risk that its members or former members or subscribers, or persons who live at those addresses, will be subjected to violence or intimidation.
- (3) The application shall:
  - (a) contain:
    - (i) the name of the applicant and its registered number; and
    - (ii) a statement of the grounds on which the application is made; and
  - (b) be accompanied by evidence:
    - (i) which supports the applicant's assertion that its application falls within the grounds stated in its application; or
    - (ii) where the court has made an order under section 122(3) (register of members: response to request for inspection or copy) directing the applicant not to comply with a request under section 121 (rights to inspect and require copies), a copy of that order.
- (4) The Registrar may refer to a relevant body any question relating to the assessment of the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to any of its members or former members or subscribers, or persons who live at the addresses described in paragraph (1), as a result of its activities by virtue of the availability to members of the public of particulars of the addresses of such members or former members or subscribers.

- (5) The Registrar shall determine the application and send the applicant to its registered office notice of his determination on the section 962 application within five working days of that determination being made.

**13. Application under section 962 to make an address unavailable for public inspection by a person who registers a charge**

- (1) A section 962 application may be made to the Registrar by a person who:
  - (a) has registered a charge under Part 24 of the Act (company charges); and
  - (b) is not the company which created the charge or acquired the property subject to a charge,

in respect of his address delivered to the Registrar for the purposes of that registration.

- (2) The grounds on which an application under paragraph (1) may be made are that the person making the application considers that there is a serious risk that he, or if applicable his employees, or persons who share a residence with him or his employees, will be subjected to violence or intimidation as a result of the activities of the company which is, or was, subject to the charge.

- (3) The application shall:

- (a) contain:
  - (i) a statement of the grounds on which the application is made;
  - (ii) the name of the applicant, and where the applicant is a company, its registered number;
  - (iii) the address of the applicant that is to be made unavailable for public inspection;
  - (iv) the name and registered number of the company which is or was subject to the charge;
  - (v) an address for correspondence with the Registrar in respect of the application;
  - (vi) where the applicant is the chargee, the service address which is to replace the address of the applicant on the register; and
- (b) be accompanied by evidence which supports the applicant's assertion that there is a serious risk that he or, if applicable, his employees, or persons who share a residence with him or his employees, will be subjected to violence or intimidation as a result of the activities of the company which is or was subject to the charge.

- (4) The Registrar may refer to a relevant body any question relating to the assessment of the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to himself or, if applicable, his employees, or persons who share a residence with him or his employees, as a result of the activities of the company which is or was subject to the charge.
- (5) The Registrar shall determine the application and send the applicant to the address stated in the application in accordance with paragraph (3)(a)(v) notice of his determination on the section 962 application within five working days of that determination being made.

#### 14. **Matters relevant to section 962 applications**

- (1) For the purpose of Rules 11, 12 and 13 the Registrar may direct that additional information or evidence should be delivered to him, what such information or evidence should be and how it should be verified.
- (2) For the purpose of determining any section 962 application the Registrar may accept any answer to a question referred in accordance with Rule 11(5), 12(4) or 13(4) as providing sufficient evidence of:
  - (a) the nature and extent of any risk relevant to:
    - (i) where the grounds of the application are those described in Rules 11(2)(a) or 11(2)(b), the applicant;
    - (ii) where the grounds of the application are those described in Rule 12(2), the subscribers or members or former members of an applicant; or
    - (iii) where the grounds of the application are those described in Rule 13(2), where the applicant is an individual, the applicant, or any employees of an applicant,or to persons who share a residence with any of the above individuals or, in the case of members, former members or subscribers, to persons who live at their addresses, or
  - (b) whether an applicant is or has been employed by a relevant organisation.

#### 15. **Effect of a successful section 962 application**

Where a section 962 application has been determined in favour of the applicant the Registrar shall:

- (a) in the case of an application made under Rules 11(1) or 13(1) make the specified address unavailable for public inspection;
- (b) in the case of an application under Rule 12(1) make all of the members', former members' or subscribers' addresses unavailable for public inspection.

**PART 4**  
**MATTERS RELATING TO APPLICATIONS UNDER SECTION 229 AND UNDER**  
**SECTION 962**

**16. Appeals**

- (1) An applicant who has received notice under Rule 7(5), 8(5), 9(5), 11(6), 12(5) or 13(5) that his application has been unsuccessful may appeal to the Registrar on the grounds that the decision:
  - (a) is unlawful;
  - (b) is irrational or unreasonable;
  - (c) has been made on the basis of a procedural impropriety or otherwise contravenes the rules of natural justice.
- (2) No appeal under this Rule may be brought unless the leave of the Registrar has been obtained.
- (3) An applicant must bring an appeal within 21 days of the date of the notice or, with the Registrar's permission, after the end of such period, but only if the Registrar is satisfied:
  - (a) where permission is sought before the end of that period, that there is good reason for the applicant being unable to bring the appeal in time; or
  - (b) where permission is sought after that time, that there was a good reason for the applicant's failure to bring the appeal in time and for any delay in applying for permission.
- (4) The Registrar determining an appeal may:
  - (a) dismiss the appeal; or
  - (b) quash the decision.

**17. Duration of a section 229 decision or a section 962 decision**

- (1) A section 229 decision shall continue to have effect until:
  - (a) either:
    - (i) the section 229 beneficiary; or
    - (ii) his personal representative,has notified the Registrar in writing that he wishes the section 229 decision to cease to apply; or
  - (b) the Registrar has made a revocation decision in relation to that beneficiary,

whichever first occurs.

- (2) A section 962 decision shall continue to have effect until the Registrar has made a revocation decision in relation to the section 962 beneficiary.

**18. Revocation of a section 229 decision or a section 962 decision**

- (1) The Registrar may revoke a section 229 decision or a section 962 decision at any time if he is satisfied that the section 229 beneficiary or section 962 beneficiary, as the case may be, or any other person, in purported compliance with any provision of these Rules, is found guilty of an offence under section 984 (general false statement offence) (“a revocation decision”).
- (2) If the Registrar proposes to make a revocation decision he shall send the beneficiary notice of his intention.
- (3) The notice must:
  - (a) inform the beneficiary that he may, within the period of 28 days beginning with the date of the notice, deliver representations in writing to the Registrar; and
  - (b) state that if representations are not received by the Registrar within that period, the revocation decision will be made at the expiry of that period.
- (4) If within the period specified in paragraph (3) the beneficiary delivers representations as to why the revocation decision should not be made, the Registrar shall have regard to the representations in determining whether to make the revocation decision, and shall, within five working days of making his decision, send notice of it to the beneficiary.
- (5) Any communication by the Registrar in respect of a revocation decision or proposed revocation decision shall be sent to the beneficiary:
  - (a) in the case of an individual, to his usual residential address;
  - (b) in the case of a company, to its registered office; or
  - (c) in the case of a partnership, to the address specified in its section 962 application.

## **SCHEDULE 1 DEFINITIONS**

“auditor” means a person appointed as auditor under Part 15 of the Companies Regulations and the expressions “audit” and “audit work” are to be construed accordingly;

“Companies Regulations” means the Companies Regulations 2015;

“company” has the meaning given to it by section 1 of the Companies Regulations;

“non-ADGM company” has the meaning given to it by section 1028 of the Companies Regulations;

“personal representative” means the executor, original or by representation, or administrator for the time being of a deceased person;

“public authority” has the meaning given to it by section 229;

“recognised professional body” has the meaning given to it by section 1039;

“relevant organisation” means any law enforcement agency in the United Arab Emirates;

“revocation decision” in relation to a section 229 decision or a section 962 decision means a determination by the Registrar to revoke that decision in accordance with Rule 18;

“section 229 beneficiary” means (a) an individual who has made a section 229 application in respect of which a section 229 decision has been made; or (b) an individual on whose behalf a company or a subscriber to a memorandum of association has made a section 229 application in respect of which a section 229 decision has been made;

“section 229 decision” means a determination by the Registrar on a section 229 application in favour of the applicant;

“specified address” means the address specified in the application as being the one to be made unavailable for public inspection;

“working day” has the meaning given to it by section 1035.

## **SCHEDULE 2**

### **CONDITIONS FOR PERMITTED DISCLOSURE**

#### **Part 1**

##### **Disclosure to Specified Public Authorities**

- 1.1 Paragraphs 1.2 and 1.3 set out the conditions specified for the disclosure of protected information by the Registrar to a specified public authority.
- 1.2 The specified public authority has delivered to the Registrar a statement that it intends to use the protected information only for the purpose of facilitating the carrying out by that specified public authority of a public function (“the permitted purpose”).
- 1.3 The specified public authority has delivered to the Registrar a statement that it will, where it supplies a copy of the protected information to a processor for the purpose of processing the information for use in respect of the permitted purpose:
- (i) ensure that the processor is one who carries on business in the Abu Dhabi Global Market;
  - (ii) require that the information is not transmitted outside the Abu Dhabi Global Market by the processor; and
  - (iii) require that the processor does not disclose the information except to the specified public authority or an employee of the specified public authority.

#### **Part 2**

##### **Disclosure to a Credit Reference Agency**

- 1.4 Paragraphs 1.5 to 1.9 set out the conditions specified for the disclosure of protected information by the Registrar to a credit reference agency.
- 1.5 The credit reference agency:
- (i) is carrying on in the Abu Dhabi Global Market a business comprising the furnishing of information relevant to the financial standing of individuals, being information collected by the agency for that purpose;
  - (ii) maintains appropriate procedures:
    - to ensure that an independent person can investigate and audit the measures maintained by the agency for the purposes of ensuring the security of any protected information disclosed to that agency; and
    - for the purposes of ensuring that it complies with its obligations under the with its obligations under data protection legislation;

- (iii) has not been found guilty of an offence under section 987 (general false statement offence).

1.6 The credit reference agency has delivered to the Registrar a statement that it intends to use the protected information only for the purposes of:

- (i) providing an assessment of the financial standing of a person;
- (ii) meeting any obligations contained in any legislation of another State on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing;
- (iii) conducting conflict of interest checks required or made necessary by any enactment;
- (iv) the provision of protected information to:
  - a public authority specified in Schedule 1 which has satisfied the requirements of paragraphs 2 and 3 of this Schedule; or
  - a credit reference agency which has satisfied the requirements of this Part of this Schedule; or
- (v) conducting checks for the prevention and detection of crime and fraud.

1.7 The credit reference agency has delivered to the Registrar a statement that it intends to take delivery of and to use the protected information only in the Abu Dhabi Global Market.

1.8 The credit reference agency has delivered to the Registrar a statement that it will, where it supplies a copy of the protected information to a processor for the purpose of processing the information for use in respect of the purposes referred to in paragraph 1.6:

- (i) ensure that the processor is one who carries on business in the Abu Dhabi Global Market;
- (ii) require that the information is not transmitted outside the Abu Dhabi Global Market by the processor; and
- (iii) require that the processor does not disclose the information except to the credit reference agency or an employee of the credit reference agency.

1.9 The credit reference agency has delivered to the Registrar a statement that it meets the conditions in paragraph 1.6 above.

**Part 3**  
**Interpretation of this Schedule**

1.10 (a) In this Schedule:

“processor” means any person who provides a service which consists of putting information into data form or processing information in data form and any reference to a processor includes a reference to his employees; and

“public function” includes:

- (i) any function conferred by or in accordance with any provision contained in any enactment;
- (ii) any similar function conferred on persons by or under provisions having effect as part of the law of a country or territory outside the Abu Dhabi Global Market; and
- (iii) any function exercisable in relation to the investigation of any criminal offence or for the purpose of any criminal proceedings.

(b) In this Schedule any reference to:

- (i) an employee of any person who has access to protected information shall be deemed to include any person working or providing services for the purposes of that person or employed by or on behalf of, or working for, any person who is so working or who is supplying such a service; and
- (ii) the disclosure for the purpose of facilitating the carrying out of a public function includes disclosure in relation to, and for the purpose of, any proceedings whether civil, criminal or disciplinary in which the specified public authority engages while carrying out its public functions.