



Client Handbook

Incorporation/Registration of a DIFC Entity

Non-Profit Incorporated Organisations (NPIO)



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I. Introduction

This user guide outlines the requirements and processes for incorporating a Non-Profit Incorporated Organisations (NPIO) at the Dubai International Financial Centre (DIFC).

II. Non-Profit Incorporated Organisations (NPIO)

To set up an entity as a Non-Profit Incorporated Organisation in DIFC, the following conditions must be fulfilled:

- A minimum of 3 founding members who shall be resident in the UAE.
- One Company Secretary
- A NPIO shall at all times have a registered office in the DIFC.
- A NPIO shall adopt a Charter of Organisation
- A NPIO is prohibited from carrying on any activities other than the Authorised Purposes

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 Incorporation of an NPIO and depending on the type of the proposed business activity, an in-principle approval should be obtained either from the DIFC Authority (DIFCA).

DIFCA's in-principle approval is required for NPIOs 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.

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 rop@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. Otherwise, a lease agreement will be required.

V. Name Reservation (optional)

If you would like to reserve a name, before proceeding with the application for Incorporation of the NPIO, 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	\$100

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.

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 depending on the scope of the proposed business activities of the NPIO, 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 requesting to fill the user access form.
- When submitting the user access form, the system will generate a user authorisation form that should be signed by the incorporators of the new entity and submitted to DIFC Registry Services in hard copy or by sending a scanned copy to portal@difc.ae.
- Upon receiving the signed user authorisation form, access will be granted.

b) Submission on the DIFC client portal

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



- Once logged in, navigate to Company Services by clicking on the 'Company Services' icon. For NPIO incorporation, 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 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 'NPIO', 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. 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 signatories will be listed in the license issued by the DIFC. A minimum of one Authorised Signatory is required. All the details must be entered as per the passport.
Details of Secretary	In this section, you need to add a secretary for the proposed entity.



	A minimum of one secretary is required. All the details must be entered as per the passport or the body corporate certificate.
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.
Details of Founding Members	In this section, you need to add a founding for the proposed entity. A minimum of three founding members are required. All the details must be entered as per the passport.
Beneficial / Ultimate Owner Details	In this section, you need to provide details of the ultimate beneficial owners for body corporate founding members. This section is required only if the proposed entity has a body corporate as a shareholder.
Data Protection	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. This section also requires the details of the Data Controller appointed by the proposed entity.
Declaration	In this section, you will specify the name and capacity of the person authorised to set the proposed entity.
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 NPIO 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 NPIO 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 Non-Profit Incorporated Organisations	To upload	Original Required
The Incorporated Organisation' Standard Charter. This must be signed by the Founding Members and their signatures notarised by the relevant authority and the UAE embassy if the document is signed outside the UAE. Alternatively, incorporators can sign in the presence of the DIFC official who can witness their signatures at the Registry Services office.	Yes	Yes
Approval from the Registrar of Companies stating the Authorised Purposes of the Incorporated Organisation that has been approved	Yes	No
Personnel Sponsorship Agreement signed by both parties (2 original copies of this document needed, duly signed)	Yes	Yes
Passport copies of individuals listed on the Application for Registration as Authorised Signatories, Founding Members, Secretary and Beneficial Owners.	Yes	No
NOC for sharing registered space issued by DIFC Authority. This is required only if the entity is sharing space with another entity.	Yes	No
Copy of the title deed or the NOL issued by the DIFC Registrar of Real Property. This is required only if the entity or the sole shareholder owns the unit to be occupied by the new entity.	Yes	No
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 Director, Company Secretary or Beneficial Owner.	Yes	No
Declaration NPIO. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the shareholders or the person authorised by the body corporate shareholder.	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
<i>If an incorporator (i.e. Founding Member) is a body corporate, the documents below are required. If any documents are not in the English Language, they must be accompanied by a legal translation certified to the</i>		



<i>satisfaction of the Registrar.</i>		
A copy of the incorporator's current Certificate of Incorporation or Registration in its place of origin, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered.	Yes	Yes
Resolution of the Board of Directors of the body corporate: a) Authorising the establishment of the Incorporated Organisation in the DIFC b) Stating that the Charter of Organisation has been duly adopted by the Founding members of the Incorporated Organisation. c) Appointing the person authorised to sign documents on behalf of the body corporate in relation to the setting up of the Incorporated Organisation d) Appointing the person authorised to sign documents in all matters following incorporation of the Incorporated Organisation (In some cases the Founding Members will authorise the issue of a Power of Attorney giving a named individual the power [to carry out the aforementioned activities]. For templates of resolutions, please refer to suggested templates on http://www.difc.ae/downloads	Yes	Yes

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 Non-Profit Incorporated Organisation as per DIFC laws and regulations.

Registrar of Companies Fees:

Service	Non-Retail
Application for Incorporation of a Non-Profit Incorporated Organisation	US\$ 100
Commercial License fee (payable upon incorporation and annual renewal)	US\$ 1,000

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



About Dubai International Financial Centre

The Dubai International Financial Centre (DIFC) is the financial hub for the Middle East, Africa and South Asia, providing a world-class platform connecting the region's markets with the economies of Europe, Asia and the Americas. It also facilitates the growth in South-South trade and investment. An onshore, international financial centre, DIFC provides a stable, mature and secure base for financial institutions to develop their wholesale businesses.

The Centre offers all the elements found in the world's most successful financial industry ecosystems, including an independent regulator, an independent judicial system with a common-law framework, a global financial exchange, inspiring architecture, powerful, enabling support services and a vibrant business community. The infrastructure within the district features ultra-modern office space, retail outlets, cafes and restaurants, art galleries, residential apartments, public green areas and hotels.

Located midway between the global financial centres of New York, London in the West and Singapore, Hong Kong in the East, DIFC (GMT +4) fills a vital time-zone gap with a workday that bridges the market and business hours of financial centres in both Asia and North America.

Currently, more than 1,225 active registered companies operate from the Centre, including 21 of the world's top 25 banks, 11 of the world's top 20 money managers, 7 of the top 10 insurance companies, and 9 of the top 10 law firms. Nearly 18,000 people work in the Centre.

DIFC continues to pursue expansion into new services and sectors within the Middle East, Africa and South Asia region, an area comprising over 72 countries with an approximate population of 2.8 billion and nominal GDP of US\$ 6.9 trillion.

For further information, please visit our website: www.difc.ae, or follow us on Twitter [@DIFC](https://twitter.com/DIFC).