

**Bridging
Humanity**



المدينة العالمية للخدمات الإنسانية
INTERNATIONAL HUMANITARIAN CITY

The International Humanitarian City

Licensing Regulations



PART ONE

PRELIMINARY AND KEY PROVISIONS

1. PRELIMINARY AND KEY PROVISIONS

- 1.1 This document is referred to as the **Licensing Regulations**.
- 1.2 These Licensing Regulations are issued in accordance with Articles 5, 20 and 21 of Law No. 1 of 2012 (the IHC Law).
- 1.3 These Licensing Regulations come into full force and effect on the date of their issuance by the Authority's Chief Executive Officer. Subsequent amendments to these Licensing Regulations shall also come into full force and effect on the date of their issuance by the Authority's Chief Executive Officer.
- 1.4 The purpose of these Licensing Regulations is to set out the framework under which Establishments may carry on their business in the Freezone as a Licensed Establishment. These Licensing Regulations are binding on all Establishments, except UN Agencies. For the avoidance of doubt, these Licensing Regulations apply equally to NPO Establishments, Commercial Establishments and Intergovernmental Establishments, unless a rule or regulation issued by the Authority specifically states otherwise.
- 1.5 All Establishments must comply with these Licensing Regulations and, for the duration of their Licence, comply with all other regulations promulgated by the Authority from time to time as well as any applicable UAE or Dubai laws or regulations applying in the Freezone.
- 1.6 Failure to comply with any laws, regulations or rules applicable in the Freezone may result in:
 - (a) a Sanction being imposed on the Establishment as stipulated in the General Rules and Regulations or any other rule or regulation promulgated by the Authority; and / or
 - (b) the termination of the Establishment's Licence.
- 1.7 The Authority's Chief Executive Officer may, from time to time, amend these Licensing Regulations.
- 1.8 These Licensing Regulations must be read in conjunction with:
 - (a) The General Rules and Regulations;
 - (b) Any other regulations promulgated by the Authority, including, without limitation, the Member's Registration Regulations; and
 - (c) Any agreement executed between the Authority and the Establishment.
- 1.9 The Authority may appoint a registrar or any other third party who shall have the powers and discharge the duties conferred or imposed upon that third party by the Authority.
- 1.10 Regardless of any delegation pursuant to Article 1.9, the payment of any fees shall be made directly to the Authority. The Authority shall have no liability or responsibility whatsoever for any fees paid by an Applicant or Establishment in respect of these Licensing Regulations to any third party, regardless of whether such third party is authorised by the Authority to do anything in connection with these Licensing Regulations.



PART TWO

INTERPRETATION

2. DEFINITIONS

2.1 Capitalised words in these Licensing Regulations have the meaning indicted below:

Applicant: an entity that submits an Application for Licence in accordance with these Licensing Regulations.

Application: an application for a Licence.

Associated Body: any corporate body which is or has at any relevant time been:

- (a) a holding company, subsidiary or related company of the Licensed Establishment;
- (b) a subsidiary of a holding company of the Licensed Establishment;
- (c) a holding company of a subsidiary of the Licensed Establishment; or
- (d) a corporate body in the case of which a controller of the Licensed Establishment along or with associates, is entitled to exercise, or control the exercise of, more than 50 per cent of the voting power at a general meeting.

Authority: the International Humanitarian City Authority established in accordance with the IHC Law.

Commercial Establishment: any entity which undertakes commercial activities in the Freezone.

Director: a member of the board of directors which manages and controls the affairs of an Establishment and includes an alternate director and any person occupying the position of director by whatever name called

Establishment(s): any NPO Establishment, Commercial Establishment or Intergovernmental Establishment which meets the Registration Requirements and holds a Lease and a Licence to operate in the Freezone.

Freezone: the geographical area comprising the International Humanitarian City.

Guidelines: the guidelines governing the registration and licensing requirements of new Establishments or licence renewal of existing Establishments, which are issued by the Authority from time to time.

Intergovernmental Establishment: any entity which holds a Licence to undertake activities in the Freezone. For the avoidance of doubt, an Intergovernmental Establishment is an agency set up by member states and established via a treaty or charter to carry out not-for-profit activities.

Licence: a Licence issued by the Authority pursuant to these Regulations.



Licence Activity List: the list of approved activities for Establishments issued and amended by the Authority from time to time, which shall be divided into segments.

Licensed Establishment: an Establishment licensed under these Licensing Regulations.

Court: the Court or arbitral body appointed by the Authority for the purposes of these Licensing Regulations.

Home Regulator: the relevant supervisory authority in the country or territory in which an institution has its principal of business.

Inspector: any person appointed by the Authority under Article 42.

Manager: the manager of a Licensed Establishment as described in Article 30.

NPO Establishment: any entity that undertakes not-for-profit activities in the Freezone.

Sanctions: any punitive action that may be taken by the Authority in accordance with these Licensing Regulations or any other rule or regulation promulgated by the Authority, or as determined by the Authority in its sole discretion.

UAE: the United Arab Emirates.

- 2.2 A reference to a particular law or regulation in these Licensing Regulations is a reference to that law or regulation as it is in force, taking account of any subsequent amendment, extension, or re-enactment and includes any subordinate legislation made under it, from time to time.
- 2.3 In the event of any inconsistency in these Licensing Regulations or between these Licensing Regulations and any other applicable law or regulation (whether issued by the Authority or otherwise), the Authority will determine the correct interpretation and each Applicant or Establishment shall be so bound.
- 2.4 References in these Licensing Regulations to time periods are to be construed in accordance with the Gregorian calendar. Whenever these Licensing Regulations reference a period of time, such period will include every calendar day, except that:
 - a) when the last day of the period falls on a Friday or a Saturday, the period will end instead on the next Sunday; and
 - b) when the last day of the period falls on a UAE or Dubai public holiday, the period will end instead on the next day that is not a UAE or Dubai public holiday.
- 2.5 A person who wishes to submit an original document or a photocopy of a document written in a language other than English or Arabic must also submit a notarized translation of that document in English or Arabic, prepared by a translation service acceptable to the Authority. Certain classes of documents may be submitted electronically if approved by the Authority.
- 2.6 Unless the context otherwise requires, any reference in these Licensing Regulations to a “person” includes a reference to a natural person, a corporate body, limited liability company, association or partnership and to the legal or personal representatives, legal successors and lawful assigns of any such person.



PART THREE

GENERAL PROVISIONS RELATING TO APPLICATIONS FOR A LICENCE

3. ELIGIBILITY

- 3.1 Only an Establishment which is registered under the Registration Regulations may submit an Application to become a Licensed Establishment.

4. APPLICANTS

- 4.1 Only an entity that intends to be the eventual Licensed Establishment may be an Applicant.

5. PERSONS ENTITLED TO PROVIDE ACTIVITIES

- 5.1 Subject to the provisions of these Licensing Regulations no person may provide any activities in the Freezone without being registered in accordance with the provisions of the Registration Regulations and/or obtaining a Licence from the Authority in accordance with the provisions of these Licensing Regulations.
- 5.2 For the purposes of these Licensing Regulations a person provides activities in the Freezone if:
- (a) it carries out activities from a permanent place of business maintained by it in the Freezone; or
 - (b) it engages in or from the Freezone in any business and its doing so constitutes the carrying out by it of a business in the Freezone.

6. LICENCE ACTIVITY LIST

- 6.1 The Authority shall publish from time to time, the Licence Activity List of the approved activities for which a Licence may be issued in the Freezone.

7. EXEMPTIONS

- 7.1 These Licensing Regulations do not apply in relation to:
- (a) a person falling within a class prescribed by the Authority from time to time to the extent that it carries on any activities within the Freezone; or
 - (b) a transaction of a description specified by the Authority from time to time and by reference to any matter appearing to the Authority to be appropriate.
- 7.2 An exemption specified under Article 7.1 may provide that such exemption shall be subject to one or more conditions or requirements as may be specified by the Authority from time to time.

8. FORM OF APPLICATION

- 8.1 An Application for a Licence to provide activities in the Freezone from an Applicant shall be made to the Authority in such form and manner as the Authority may require;
- 8.2 An Application for a Licence will considered only if it meets the following requirements:



- (a) it must be in English or, if approved by the Authority, in Arabic;
- (b) it is typewritten or written in a legible manner;
- (c) all data, information, and signatures required under these Licensing Regulations and the applicable Guidelines are supplied;

9. INFORMATION TO BE PROVIDED WITH APPLICATION

- 9.1 All Applications must be submitted in accordance with the Guidelines and must be accompanied by all supporting documents set out in such Guidelines issued by the Authority from time to time.
- 9.2 At any time after receiving an Application and before determining it, the Authority may by written notice require the Applicant or its legal representative or any person who is or is to be a Director or Manager of the Applicant to provide additional information or documents.
- 9.3 The Applicant for a Licence shall furnish the Authority with such further information about the business to which the Application relates (being, if the Authority so requires, information verified in a specified manner) as the Authority may require for the purpose of determining the Application.

10. PROVISION OF INCOMPLETE APPLICATION

- 10.1 It is the responsibility of the Applicant to submit a completed Application form and provide the required information and documents as per the relevant Guidelines of the Authority.
- 10.2 In the case of incomplete Applications the Authority will notify the Applicant identifying the information that has not been provided.
- 10.3 The Authority must specify a period of time within which the Application may be resubmitted with the required information, which time period shall be thirty (30) days unless otherwise notified by the Authority.
- 10.4 If the Applicant does not provide the required information to the Authority within 3 months from its request date, the Authority will reject the Application at its sole discretion and the Applicant must submit a new Application which will be treated as a new Application. The Authority may accept or reject the new Application at its sole discretion.

11. WITHDRAWAL OF APPLICATION

- 11.1 The Applicant may withdraw the Application, by giving the Authority written notice, at any time prior to the Authority issuing the Licence.
- 11.2 The Authority will retain a copy of the Applicant's withdrawal of the Application together with a copy of all the information provided by the Applicant or otherwise obtained during the course of consideration of the Application.

12. REQUIREMENT TO NOTIFY CHANGES

- 12.1 At any time during the review of an Application and prior to the Authority issuing a Licence, the Applicant must promptly notify the Authority of any substantial modification or change to the information or documentation contained in its Application.
- 12.2 Failure of an Applicant to notify the Authority of any such changes will result in either:



- (a) the Application being considered incomplete and withdrawn in accordance with Article 11; or
- (b) the Authority not including any modifications in the Licence, if it is issued.

PART FOUR

PROVISIONS RELATING TO GRANTING OR REFUSING LICENCES

13. GRANT OR REFUSAL OF LICENCE

- 13.1 The Authority may on considering an Application duly made in accordance with Part Three and after being provided with all such information, documents and reports as it may require, accept or refuse the Application for a Licence.

14. REQUIREMENT TO SATISFY RELEVANT CRITERIA

- 14.1 The Authority shall not accept an Application for a Licence unless satisfied that the Application meets the criteria and requirements as per the relevant Guidelines applied by the Authority from time to time.
- 14.2 The criteria may include, but is not limited to, the requirement for Applicant to meet public health and safety requirements as provided by the applicable Regulations, rules, policies or standards.

15. CONSIDERATIONS

- 15.1 In determining whether to grant or refuse an Application for a Licence the Authority may take into account any matters relating:
- (a) to any person who is or will be employed by or associated with the Applicant for the purposes of the Applicant's business;
 - (b) to any other Associated Body or to any Director of any Associated Body.
- 15.2 In the case of an Applicant incorporated, established or formed outside the Freezone, the Authority may take into account the length of time the Applicant has been incorporated, established or formed outside the Freezone prior to the Application being made in accordance with Part Three.
- 15.3 In considering whether to grant an Application made under Article 8 the Authority shall additionally have regard to the need to protect the public and the reputation of the Freezone and by reference to any other factor appearing to the Authority to be appropriate.

16. GROUNDS TO REFUSE TO GRANT A LICENCE

- 16.1 The Authority may refuse to grant a Licence if it appears to the Authority that the Applicant:
- (a) is closely linked with any person; and

- (b) the close links with that person or any matter relating to laws or administrative provisions to which that person is subject, are such as would prevent the effective exercise by the Authority of its supervisory powers in relation to the Applicant; or
- (c) the statements, information and/or documents made or submitted by the Applicant are false or misleading; or
- (d) has not complied with any public health and safety requirements under the applicable Regulations, rules, policies or standards; or
- (e) has not met the Authority's criteria and requirements, which can be provided by the Authority on request.

17. APPLICANT TO BE NOTIFIED OF DECISION

17.1 Where the Authority grants an Application for a Licence it shall give written notice of that fact to the Applicant.

17.2 Where the Authority refuses an application for a Licence it shall give written notice of that fact to the Applicant.

18. REASONS FOR REFUSAL OR CHANGE OF TERMS

18.1 If the Authority refuses to grant a Licence, or grants a Licence on terms other than those sought by the Applicant the Authority may provide the Applicant with a written statement of reasons for the refusal or the terms of the Licence, on request from the Applicant, but the Authority is not obliged to do so.

19. NO APPEAL

19.1 There will be no appeal allowed of the Authority decision to refuse to grant or grant a Licence on terms other than those sought by the Applicant.

20. TERM OF LICENCE

20.1 Subject to these Licensing Regulations and the Registration Regulations, the Licence will be for the term specified in the Licence and shall be renewed in accordance with the provisions of Article 23.

21. DETAILS TO APPEAR ON LICENCE

21.1 A Licence issued under these Licensing Regulations shall state:

- a) the Licence number;
- b) the name of the Licensee (which should be as per the headquarters or mother company name in the case of branches);
- c) Operating Name;
- d) Legal Status (whether branch of foreign entity or FZ LLC);
- e) Category (whether NPO Establishment, Commercial Establishment or Intergovernmental Establishment)
- f) Issue Date;
- g) Licence Validity;
- h) Manager Details;
- i) Local Address; and
- j) Segment and Activities

22. AMENDMENTS OF LICENCE

- 22.1 The details specified on the Licence for Licensed Establishment can be amended at the Licensed Establishment's written request and upon payment of the specified fee, as notified by the Authority from time to time, subject always to the Authority's sole discretion in approving the request to so amend the Licence details. However, changes to the activity specified in the Licence for the Licensed Establishment cannot be amended pursuant to this Article.
- 22.2 Licensed Establishments wishing to amend their activities will have to apply to the Authority to obtain prior approval before an amended Licence can be issued for the new activity. The new activity must be chosen from the Licence Activity List. The Licensed Establishment must provide any further information to support their application for a new activity, as requested by the Authority.
- 22.3 The fees charged for amending the specified activity on a Licence will be the same as charged for the issuance of a new Licence, provided that the activities are within the same segment from the Licence Activity List. If the new activities are from a different segment of the Licence Activity List, there shall be an additional fee as may be prescribed by the Authority from time to time.
- 22.4 Licensed Establishments whose activities fall under different categories will be issued with separate Licences for each category of activity. Where so directed by the Authority, a separate Lease must be entered into for each activity.

PART FIVE

RENEWAL OF LICENCE

23. RENEWAL OF LICENCE

- 23.1 Each Licensed Establishment must renew its Licence every year, effective as of the anniversary of the issuance of its Licence (each date on which a Licensed Establishment's Licence is to be renewed is a "Renewal Date").

24. SUBMISSION OF RENEWAL REQUEST

- 24.1 A Licensed Establishment must submit to the Authority a Renewal Request and the required fee and documents no later than thirty (30) days prior to each Renewal Date.
- 24.2 The Authority may, at its discretion, allow a Renewal Request to be filed later than the date provided for in Article 23.124.1, based on a justified written request submitted by the Establishment.

25. INFORMATION TO BE PROVIDED WITH THE RENEWAL REQUEST

- 25.1 The Renewal Request must include such information and documents as stipulated in the Guidelines issued by the Authority from time to time.

26. THE AUTHORITY TO REVIEW THE RENEWAL REQUEST

- 26.1 The Authority will review the Request to renew the Licence within fifteen (15) days of receipt of the Request.



26.2 At any time after receiving the Renewal Request, the Authority may by written notice require the Establishment or the Manager of the Establishment to submit additional information or documents or provide clarifications on the submitted documents.

27. ESTABLISHMENT TO BE NOTIFIED OF DECISION

27.1 Where the Authority grants an approval to renew a Licence it shall give written notice of that fact to the Establishment.

27.2 Where the Authority refuses to renew a Licence it shall give written notice of that fact to the Establishment.

28. REASONS FOR REFUSAL OR CHANGE OF TERMS

28.1 If the Authority refuses to grant a renewal of the Licence, or grants a renewal of the Licence on terms other than those sought by the Establishment the Authority may provide the Establishment with a written statement of reasons for the refusal or the terms of the Licence, on request from the Establishment.

29. FAILURE TO FILE A RENEWAL APPLICATION

29.1 If a Licensed Establishment fails to file a Renewal Request for its Licence, its Licence will remain in effect from the expiry date of Licence, until the Authority notifies the Licensed Establishment in writing that it is to cease providing any or all activities to which the Licence relates, in accordance with Article 32.

29.2 A notice provided by the Authority under Article 29.1 must specify a period of time during which the Licensed Establishment is to complete an orderly winding down of the activities or parts of the activities it provides under its Licence, which time period the Authority may, in its discretion, extend.

29.3 Upon the completion of the orderly winding down of the Licensed Establishment's activities, the affected Licensed Establishment will immediately cease providing all activities allowed under its Licence.

PART SIX

OBLIGATIONS OF LICENSEES

30. ROLE OF THE MANAGER

30.1 Every entity granted a Licence under these Licensing Regulations to provide activities in the Freezone shall appoint a Manager, who shall be a natural person, or, subject to the approval of the Authority, a juridical person represented by a natural person.

30.2 The Manager, whose details shall be mentioned on the Establishment's Licence, shall be the principle representative of the Licensed Establishment in the Freezone and shall represent the Licensed Establishment in all matters with the Authority. The Manager must apply for employment visa, with all required supporting documents, to the Authority within 30 days from the issuance of Licence in accordance with Article 30.6.



- 30.3 The Authority, may at its discretion, allow an NPO Establishment or Intergovernmental Establishment to temporarily appoint a Manager who is an employee at the Establishment's headquarters for a maximum period of six (6) months from Licence issue date. Without prejudice to the generality of Article 30.6, the Authority would waive the requirement under Article 30.6 (a) for the duration of the temporary appointment.
- 30.4 The Licensed Establishment may, either under the Application for the Licence as set out in Part Three, regulate, limit or otherwise specify the extent of the powers of the Manager in representing the Licensed Establishment both inside and outside the Freezone.
- 30.5 Subject to any limitations prescribed by the Licensed Establishment under Article 30.4, the Manager is empowered to manage and conduct the day to day operations, business and affairs of the Licensed Establishment.
- 30.6 The Manager shall be sponsored by the Authority pursuant to the personnel sponsorship agreement between the Licensed Establishment and the Authority, with the exception of NPO Establishments and Intergovernmental Establishments who shall be permitted to appoint a Manager who is a volunteer and not under the Authority's sponsorship, provided the following conditions are met:
- (a) the Manager holds a valid UAE residence visa;
 - (b) the NPO Establishment or Intergovernmental Establishment provides a no objection certificate issued by the Manager's current sponsor allowing the Manager to work as a volunteer for the NPO Establishment in the Freezone;
 - (c) the NPO Establishment or Intergovernmental Establishment issues an undertaking letter, issued by the Establishment's headquarters, in the form prescribed by the Authority from time to time; and
 - (d) the NPO Establishment or Intergovernmental Establishment obtains the Authority's prior written approval of the Manager, such approval which may be withheld at the Authority's sole discretion without any obligation to give reasons.

31. IMPOSITION OF CONDITIONS ON LICENSES

- 31.1 The Authority may at any time on or after issuing a Licence under Part Four by notice in writing served on the Licensed Establishment:
- (a) impose such conditions or restrictions as appear to the Authority to be necessary or desirable in respect of a Licensed Establishment; and
 - (b) vary or revoke any condition or restriction so imposed.
- 31.2 Article 31.1 is subject to the Authority having reason to believe that it is appropriate to impose such conditions or restrictions.
- 31.3 If the Authority imposes a condition or restriction under Article 31.1, the Authority may provide the Licensed Establishment with a written statement of reasons for imposing a condition or restriction on request from the applicant.

32. REVOCATION, CANCELLATION OR SUSPENSION OF A LICENCE

32.1 The Authority may, if it thinks fit, revoke or cancel a Licence or suspend a Licence for a specified period or completely until the occurrence of a specified event or until specified conditions are complied with.

32.2 Any revocation, cancellation or suspension must be given by notice in writing served on the Licensed Establishment.

32.3 The Authority may act under Article 32.1:

- (a) at the request of the Licensed Establishment;
- (b) if the Licensed Establishment has:
 - (i) contravened a provision of these Licensing Regulations or its Licence; or
 - (ii) failed to satisfy an obligation to which the Licensed Establishment is subject by virtue of these Licensing Regulations; or
 - (iii) no longer meets the relevant applicable minimum criteria under which it was licensed;
- (c) if the Licensed Establishment has furnished misleading or inaccurate information to the Authority under or for the purposes of any provision of these Licensing Regulations;
- (d) if the Licensed Establishment has not commenced to carry on in the Freezone the activities to which its Licence relates within thirty (30) days of its issue or within such other period as may be specified by the Authority;
- (e) if the Licensed Establishment has not paid any renewal or other fee, including any fee for late renewal due and payable in respect of a Licence or if the Licensed Establishment has not paid any other amounts due to the Authority;
- (f) if the Licensed Establishment has failed to submit relevant requested documents for renewal of its Licence within 60 days from the Licence expiry date;
- (g) if the Licensed Establishment has ceased to provide activities in the Freezone;
- (h) if the Licensed Establishment is carrying on activities of a different category to that set out on the Licence;
- (i) if the Licensed Establishment has assigned the benefit and control of a business to a third party without the approval of the Authority;
- (j) on the order of a Court;
- (k) if the Authority considers it desirable to revoke, cancel or suspend the Licence for the protection of the public or of the reputation of the Freezone;
- (l) if the Licensed Establishment operates from offices outside the Freezone, carries on activities outside the Freezone without obtaining the prior written approval of the Authority (such approval which may be withheld in the Authority's sole discretion without any obligation to give reasons) and the prior written approval of any other relevant Government Department or is in violation of any applicable laws; or
- (m) on any other ground, which the Authority may specify from time to time as a ground for the revocation, cancellation or suspension of a Licence.

33. REASONS FOR REFUSAL OR CHANGE OF TERMS

33.1 If the Authority revokes, cancels or suspends a Licence pursuant to Article 32 the Authority may provide the Licensed Establishment with a written statement of reasons for its decision on request from the Licensed Establishment.



34. RIGHT OF REVIEW OF THE AUTHORITY'S DECISION

34.1 The Licensed Establishment has the right to seek a review of the decision to decline, to revoke, or suspend a Licensed Establishment or place conditions or restrictions on the Licensed Establishment to which that Holder has not agreed in writing.

35. LIMITATIONS OF LICENCE

35.1 A Licensed Establishment shall not carry on (or purport to carry on) any business in the UAE outside the Freezone solely on the basis of a Licence granted under these Licensing Regulations.

36. DISPUTE RESOLUTION

36.1 It shall be a condition of any Licence granted that a Licensed Establishment submits to the jurisdiction of the Court and/or tribunal designated by the Authority to hear disputes in the Freezone.

PART SEVEN

PROVISION OF INFORMATION

37. NOTIFICATION OF CHANGE OF MANAGER

37.1 A Licensed Establishment shall give notice in writing to the Authority of the fact that a person has become or has ceased to be the Manager of the Licensed Establishment.

37.2 A notice required to be given under Article 37.1 shall be given within a period of fourteen (14) days immediately following the day on which the Licensed Establishment becomes aware of the relevant fact.

37.3 The Establishment must appoint a new Manager within sixty (60) days of such written notice and shall arrange with the Authority to modify the Licence accordingly. The Authority may, at its discretion, allow the Manager to be appointed at a later date based on a written request by the Establishment

38. POWER TO OBTAIN INFORMATION AND DOCUMENTS

38.1 The Authority may, by notice in writing served on a Licensed Establishment require the Licensed Establishment to provide the Authority:

- (a) at such times or intervals and in respect of such periods as may be specified in the notice, with such information as the Authority may reasonably require for the performance of its functions under these Licensing Regulations; or
- (b) with a report on any aspect of, any matter in relation to which the Authority may require information under Article 38.1(a).

38.2 The Authority may:

- (a) by notice in writing served on a Licensed Establishment, require it to produce, within such time as may be specified in the notice, documents of such description as may be so specified; or

- (b) authorise any of its officers, servants or agents, on producing evidence of his authority, to require a Licensed Establishment to furnish him forthwith with such information and documents as he may specify,

38.3 Where under Article 38.2 the Authority or any officer, servant or agent of the Authority has power to require the production of any documents from a Licensed Establishment, the Authority or that officer, servant or agent shall have the like power to require the production of those documents from any person who appears to be in possession of them.

38.4 The power conferred by this Article to require a Licensed Establishment or other person to produce any documents includes power:

- (a) if the documents are produced, to take copies of them or extracts from them and to require that Licensed Establishment or person, to provide an explanation of them; and
- (b) if the documents are not produced, to require the person who was required to produce them to state, to the best of his knowledge and belief, where they are.

39. INFORMATION ABOUT THE MANAGER

39.1 The Authority may, by notice in writing served on any person who is or is to be a Manager of a Licensed Establishment, require him to furnish the Authority, within such time as may be specified in the notice, with such information or documents as the Authority may reasonably require for determining whether he is a fit and proper person to hold the particular position which he holds or is to hold.

40. FORMER LICENSED ESTABLISHMENTS

40.1 The provisions of Article 38 shall apply to a former Licensed Establishment, provided that where that former Licensed Establishment is an overseas entity, it shall only apply to a branch located in the Freezone in respect of such former Licensed Establishment.

41. RIGHT OF ENTRY TO OBTAIN INFORMATION AND DOCUMENTS

41.1 An officer, servant or agent of the Authority may enter any premises occupied by a person on whom a notice:

- (a) has been served under Article 38 for the purposes of obtaining the information or documents required by the notice and of exercising the powers conferred by Article 38; or
- (b) could be served under Article 38, for the purpose of obtaining such information or documents as are specified by the Authority, being information or documents that could be required by a notice; but the Authority shall not authorise any person to act under this paragraph unless it has reasonable cause to believe that if such a notice was served it would not be complied with or that any documents to which it would relate would be removed, tampered with or destroyed.

42. INVESTIGATIONS ON BEHALF OF THE AUTHORITY

42.1 The Authority may appoint one or more Inspectors to investigate and report to the Authority on:

- (a) the nature, conduct or state of the Licensed Establishment's business or any particular aspect of it; or

(b) the ownership or control of the Licensed Establishment,

and the Authority may give notice in writing to the Licensed Establishment of the appointment, but is not obliged to do so.

42.2 An Inspector may also, if he thinks necessary to do so for the purposes of his investigation, investigate the business of any other body corporate which is closely linked to a Licensed Establishment.

42.3 An Inspector may, for the purposes of exercising his powers under this Article, enter any premises occupied by a Licensed Establishment being investigated by him; he shall give notice if it is appropriate to do so but he is not obliged to give such notice.

42.4 An Inspector shall, if so required, produce evidence of his authority.

42.5 The provisions of this Article shall apply to a former Licensed Establishment, provided that where that former Licensed Establishment is incorporated, established or formed outside of the Authority, it shall only apply to a branch located in the Freezone in respect of such former Licensed Establishment.

PART EIGHT

CONDUCT OF BUSINESS

43. CONDUCT OF ACTIVITIES

43.1 The Authority may, make rules, guidelines and policies regulating the conduct of activities carried on in the Freezone and relating to the provision of activities.

43.2 Such rules, policies or guidelines made under this Article may in particular make provision for:

- (a) restricting a Licensed Establishment from carrying on, or holding himself out as carrying on:
 - (i) activities of any kind specified in the rules, policies or guidelines; or
 - (ii) activities of a kind or on a scale other than that notified by the Licensed Establishment to the Authority and approved by the Authority;
- (b) restricting a person from providing activities in relation to persons other than those of a specified class or description;
- (c) regulating the manner in which a person may hold himself out as providing any activities;
- (d) the form and content of advertisements in respect of any business activities;
- (e) naming of the activities to be provided
- (f) specifying any particular public health requirement that the Licensed Establishment will need to comply with when providing the activities
- (g) requiring Licensed Establishments to impose requirements and/or restrictions on the activities provided by their employees in relation thereto;
- (h) for arrangements for the settlement of disputes and;
- (i) requiring the keeping of accounts and other records, as to their form and content and for their inspection.



43.3 Article 43.2 is without prejudice to the generality of Article 43.1 and accordingly rules, policies or guidelines made under this Article may make provision for matters other than those mentioned in Article 43.2 or further provision as to any of the matters there mentioned.

44. CONTROL OF ADVERTISING AND CORRESPONDENCE

44.1 The Authority may, by a decision of the Chief Executive Officer, make rules in respect of the issue, form and content of advertisements and may give directions to advertisers if it considers an advertisement to be misleading. No advertisements may be placed by Establishments within the Freezone that have not been specifically approved by the Authority.

44.2 Without prejudice to the generality of Article 44.1 rules under this Article 44 may:

- (a) prohibit the issue of advertisements of any description (whether by reference to their contents, to the persons by whom they are issued or otherwise);
- (b) make provision as to the matters which must or which may not be included in advertisements; or
- (c) provide for exemptions from any prohibition or requirement imposed by the rules.

44.3 In this Article 44an "advertisement" includes any means of bringing such an invitation or such information to the notice of the persons to whom it is addressed or directed; and references to the issue of an advertisement shall be construed accordingly.

44.4 The Establishment must clearly state that it is a member of the Freezone in the letterhead or footer all its formal correspondence, in accordance with Article 22 of the IHC Law.

45. FINANCIAL RESOURCES RULES

45.1 The Authority may require certain Licensed Establishments to have and maintain in respect of their activities such financial resources as are required by the Guidelines, rules, policies or standards.

45.2 Without prejudice to the generality of Article 45.1 rules, policies or standards under this Article may:

- (a) impose requirements which are absolute or which are to vary from time to time by reference to such factors as are specified in or determined in accordance with the rules, policies or standards; and
- (b) make provision as to the assets, liabilities and other matters to be taken into account in determining a Licensed Establishment's financial resources for the purposes of the Rules and the extent to which and the manner in which they are to be taken into account for that purpose.

46. NOTIFICATION

46.1 The Authority may make rules, policies or guidelines requiring Licensed Establishments to give it notice of the occurrence of such events as are specified in the rules, policies or standards.

46.2 Without prejudice to the generality of this Article, rules, policies or guidelines made under this Article may relate to:



- (a) the nature of the activities being carried on;
- (b) the nature of any other related business carried on with or for the purposes of the activities;
- (c) any proposal of a Licensed Establishment to alter the nature or extent of any activities to be provided;
- (d) changes in key personnel;
- (e) the financial position of a Licensed Establishment with respect to any activities being to be provided.

46.3 rules, policies or guidelines made under this Article may require information to be given in a specified form and to be verified in a specified manner.

47. EMPLOYMENT OF PROHIBITED PERSONS

47.1 If it appears to the Authority that any individual is not a fit and proper person to be employed by a Licensed Establishment, either generally or in relation to a particular activity, it may direct that he shall not, without the written consent of the Authority be employed by such Licensed Establishment.

47.2 The Authority may revoke a direction or approval made under this Article.

47.3 In this Article, references to "employment" include references to employment other than under a contract of service.

PART NINE

INFORMATION

48. REGISTER OF LICENSED ESTABLISHMENTS

48.1 The Authority shall maintain or cause to be maintained a register or registers of Licences granted under these Licensing Regulations and such a register may be held in electronic form or in any other permanent manner.

48.2 The Authority may provide a copy of any entry in the register to any person who asks for it on payment of a fee fixed by the Authority. Such fee shall not be applicable to UAE federal or local government entities.

48.3 The register shall include the names and addresses of Licensed Establishments and such other particulars, including any restrictions or conditions imposed upon the Licence as provided under Part Four.

49. RESTRICTIONS ON DISCLOSURE OF INFORMATION

49.1 Subject to the provisions of Article 50:

- (a) no person who receives information relating to the activities or other affairs of any entity under or for the purposes of these Licensing Regulations; and
- (b) no person who obtains any such information directly or indirectly from a person who has so received it;



shall disclose the information without the consent of the person to whom it relates and (if different) the person from whom it was so obtained.

50. CASES WHERE DISCLOSURE IS PERMITTED

50.1 Article 49 does not preclude:

- (a) the disclosure of information which at the time of disclosure is or has already been made available to the public from other sources or information in the form of a summary or collection of information so framed as not to enable information relating to any particular person to be ascertained from it;
- (b) the disclosure of information strictly for the purpose of enabling the Authority to discharge its functions conferred upon it by these Licensing Regulations;
- (c) without prejudice to the generality of Article 50, the disclosure of information by the Authority to the auditor of a Licensed Establishment if it appears to the Authority that the disclosure would enable or assist the Authority to discharge its functions under these Licensing Regulations or would otherwise be in the public interest;
- (d) where the Authority considers it necessary in order to enable or assist it to discharge its functions under these Licensing Regulations to seek advice from a qualified person on any matter of law, accountancy or valuation or any other matter requiring the exercise of professional skill, the disclosure by the Authority to that person of such information as appears to the Authority to be necessary to ensure that he is properly informed as to the matters on which his advice is sought;
- (e) the disclosure by the Authority of limited information in the interests of customers, investors, counterparties or other persons;
- (f) the disclosure of information for the purpose of enabling or assisting a Home Regulator or any other relevant supervisory authority outside the Freezone to exercise its supervisory functions;
- (g) the disclosure of information in compliance with, or for the purposes of enabling or assisting a person to comply with, any requirement imposed by or under these Licensing Regulations or any order, Rule, Standard or Policy made under it;
- (h) the disclosure of information with a view to the instigation of, or otherwise for the purposes of, any criminal proceedings;
- (i) the disclosure of information in connection with any other proceedings arising out of these Licensing Regulations.

51. INFORMATION SUPPLIED BY THE HOME REGULATOR

51.1 Article 50 applies also in relation to information supplied to the Authority for the purposes of its functions under these Licensing Regulations by a Home Regulator or any other relevant supervisory authority outside the Freezone.

52. MISCELLANEOUS

52.1 Suits and actions against the Authority

- (a) No suit or action shall lie against the Authority or any person acting on its behalf in respect of anything done or omitted to be done in their official capacity in good faith.
- (b) The Authority or any person acting on its behalf shall not be required to prosecute, defend or take part in any proceedings outside the jurisdiction of the Court and if it does it shall be indemnified by or on behalf of the person who wishes the Authority to act against any judgment, order or costs that may be awarded against him by deed, guarantee or deposit, as it may require.

52.2 Applications to Court

- (a) Any application to the Court under these Licensing Regulations shall be made in the manner prescribed by the Court.
- (b) Without prejudice to Article 52.2(a), an application may in the first place be heard when the Court may direct that the proceedings shall be served on such persons, if any, as it shall think fit.

52.3 Power to enforce

- (a) Orders made by a Court under these Licensing Regulations may be enforced by the Authority as orders made in an action pending therein.

52.4 Rules and implementing regulations

- (a) Without prejudice to the specific powers in certain Articles of these Licensing Regulations to prescribe matters or issue implementing regulations and notwithstanding the absence of such powers in certain other Articles, the Authority may, by a decision of the Chief Executive Officer, make implementing regulations from time to time to prescribe any matter to be prescribed under this regulations or for the better carrying out of these Licensing Regulations including by amending or supplementing these Licensing Regulations.
- (b) Any power of the Authority under these Licensing Regulations may be exercisable in accordance with this Article 52.4 and includes the power to make different provision for different cases.

52.5 Publication of information and advice

- (a) The Authority may publish information or give advice in such form and manner as it considers appropriate with respect to:
 - (i) the operation of these Licensing Regulations, rules, and codes of practice made or issued under these Licensing Regulations, including in particular the rights of customers or counterparties the duties of Licensed Establishments and the steps to be taken for enforcing those rights or complying with those duties; and
 - (ii) any other matters about which it appears to the Authority to be desirable to publish information or give advice for the protection of customers or counter parties or any class of customers, counterparties or other persons.

52.6 Agreements made by or through licensed persons

- (a) The fact that an agreement is entered into in contravention of these Licensing Regulations shall not affect any civil liability in respect any money paid by a customer or counterparty or other person.
- (b) Subject to Article 52.6 (a) any agreement relating to the business carried on by a Licensed Establishment:
 - (i) which is entered into by a person in the course of carrying on a business in the Freezone and who does not hold a Licence granted under these Licensing Regulations or other appropriate regulations; or
 - (ii) which is entered into:
 - a. by a person who does hold a Licence granted under these Licensing Regulations or other appropriate regulations in the course of which he enters into the agreement; but
 - b. in consequence of anything said or done by a person in the course of carrying on business in the Freezone in contravention of that Regulation,

shall be unenforceable against the other party; and that party shall be entitled to recover any money or other property paid or transferred by him under the agreement, together with compensation for any loss sustained by him as a result of having parted with it.

- (c) The compensation recoverable under Article 52.6(b) shall be such as the parties may agree or as the Court may, on the application of either party, determine.
- (d) A Court may allow an agreement to which Article 52.6(b) applies to be enforced or money and property paid or transferred under it to be retained if it is satisfied:
 - (i) in a case within Article 52.6(b)(i) that the person mentioned in that paragraph reasonably believed that his entering into the agreement did not constitute a contravention of Article 5;
 - (ii) in a case within Article 52.6(b)(ii) that the person mentioned in Article 52.6(b)(ii)a did not know that the agreement was entered into as mentioned in Article 52.6(b)(ii)(b); and
 - (iii) in either case, that it is just and equitable for the agreement to be enforced or, as the case may be, for the money or property paid or transferred under it to be retained.
- (e) Where a person elects not to perform an agreement which by virtue of this Article 52.6 is unenforceable against him or by virtue of this Article 52.6 recovers money paid or other property transferred by him under an agreement he shall repay any money and return any other property received by him under the agreement.
- (f) Where any property transferred under an agreement to which this Article 52.6 applies has passed to a third party the references to that property in Article 52.6(b), 52.6(d) and 52.6(e) shall be construed as references to its value at the time of its transfer under the agreement.