

## **Guidance Notes – Change of Company or Branch Officers**

In these Guidance Notes, unless the context otherwise requires, words or expressions not defined have the same meaning and interpretation as in the new Company Regulations (CR 2024) of the Dubai Multi Commodities Centre Authority (“**Company Regulations**”).

### **1. Company Director**

Subject to any limitations in the Articles of the DMCC Company, one or more Directors must manage the business affairs of a Company. The Directors may exercise all the powers of a Company, except any powers that the DMCC Company Regulations or the Company’s Articles require the Company to exercise in a General Meeting or by other action of the Shareholders.

The minimum number of Directors is one. No maximum number is set by the new DMCCA Company Regulations.

#### **1.1. Appointment and/or Removal of Director**

- The Initial Shareholders of the Company must appoint the first Directors.
- All Directors appointed thereafter must be appointed by current Shareholders of the Company for such period as the Shareholders may determine.
- A Director of a Company holds its position until:
  - Incapacitation or death
  - Resignation from the position
  - Removal by Ordinary Resolution (or a higher threshold as may be set out in the Company’s Articles)
- Any change in the composition of the Board must be notified to the Registrar within fourteen (14) Business Days of the change.

#### **1.2 Disqualification of a Director**

- A Director may be removed due to a disqualification pursuant to Regulation 59 of the Company Regulations.
- DMCCA will decide the length of time for which the disqualification applies. However, a period of disqualification cannot be longer than fifteen (15) years.
- A person must not act as a director if such person has been disqualified from acting as a Director by the DMCCA pursuant to Regulation 59 of the Company Regulations.

### **2. Manager (Licence Holder)**

A Company or Branch must have a manager who is an office holder of the Company or Branch. The Manager is sometimes referred to as the licence Manager whose name appears on the Licence as the primary contact for the Company or Branch.

Manager is responsible for the day-to-day operations of the Company (in accordance with the requirements of the Directors) or the Branch (in accordance with the requirements of the directors of the Branch Parent).

## **2.1 Appointment and Removal of Manager**

- The Directors (in case of Companies) or the directors of the Branch Parent (in case Branches) appoint the Manager.
- A Manager holds its position until:
  - Incapacitation or death
  - Resignation from the position
  - Removal by resolution of the Directors (in case of Companies) or the directors of the Branch Parent (in case of Branches)
- A vacancy in the position of Manager may be filled by the relevant resolution of the Directors (in case of Companies) or the directors of the Branch Parent (in case of Branches)
- Any change to a Manager of a Company or Branch must be notified to the Registrar within fourteen (14) Business Days of the change.
- If a Manager ceases to fulfil the criteria set out by the Company Regulations, the Directors (in the case of a Company) or the directors of the Branch Parent (in the case of a Branch) must promptly (and, in any event, within ten (10) Business Days of the date when the Manager ceased to fulfil the criteria set out in the Company Regulation) remove such Manager from office and must appoint a new Manager.
- If a Manager resigns or is removed from office, dies or is incapacitated, the Company or Branch must promptly notify the Registrar (and in any event within five (5) Business Days) and the Directors (in case of Company) or the directors of the Branch Parent (in case of a Branch) shall automatically assume the responsibilities of the Manager from the time of such resignation, removal, death or incapacity until such time as a new Manager is appointed. The Company or Branch must appoint such new Manager within ten (10) Business Days of the date of such resignation, removal, death or incapacity.

## **2.2 Disqualification of a Manager**

- A Manager may be removed due to a disqualification pursuant to Regulation 59 of the Company Regulations.
- DMCCA will decide the length of time for which the disqualification applies. However, a period of disqualification cannot be longer than fifteen (15) years.
- A person must not act as a manager if such person has been disqualified from acting as a Manager by the DMCCA pursuant to Regulation 59 of the Company Regulations.

## **3. Company Secretary**

A Company must have a secretary but not mandatory that a Branch appoints a secretary. Secretary is responsible for filing all documents in accordance with the requirements set out in

the Company Regulations and as may be set out in the Articles. Prerequisite for appointing a new Secretary is to remove the existing Secretary from the company.

The duties of a secretary are set out in the Officer Rules.

### **3.1 Appointment and Removal of Secretary**

- The Directors (in case of Companies) or the directors of the Branch Parent (in case Branches) by Resolution appoint the Secretary.
- A Secretary holds its position until:
  - Incapacitation or death
  - Resignation from the position
  - Removal by resolution of the Directors (in case of Companies) or the directors of the Branch Parent (in case of Branches)
- Any change to a Secretary of a Company or Branch must be notified to the Registrar within fourteen (14) Business Days of the change.
- If a Secretary ceases to fulfil the criteria set out in the Company Regulations, the Directors (in the case of a Company) or the directors of the Branch Parent (in the case of a Branch) must promptly (and, in any event, within ten (10) Business Days of the date when the Secretary ceased to fulfil the criteria set out in the Company Regulations) remove such Secretary from office and, in case of a Company, must appoint a new Secretary.

### **3.2 Disqualification of a Secretary**

- A Secretary may be removed due to a disqualification pursuant to Regulation 59 of the Company Regulations.
- DMCCA will decide the length of time for which the disqualification applies. However, a period of disqualification cannot be longer than fifteen (15) years.
- A person must not act as a secretary if such person has been disqualified from acting as a Manager by the DMCCA pursuant to Regulation 59 of the Company Regulations.

## **4. Amendments Covered by this Registration Amendment Service**

- Appointment and/or removal of Change of Directors.
- Appointment and removal of Manager (Change of Manager)
- Appointment and removal of Secretary (Change of Secretary).

## **5. Business Rules and Validations**

- Change of Officer Process is applicable to Companies and Branches.
- The Branch and Company's licence must be valid at the time of submission of the application and until process is completed. The application will be put on hold if the licence expires during the process.

- A dormant Company, who has voluntarily suspended its licence, cannot appoint a new Manager when the Company is in dormant state unless Company submits an application for re-instatement of the dormant Licence.
- There should not be any account sanction. Please see Schedule 1 for list of sanctions.
- For licences with regulated activities, a No Objection Certificate (NOC) issued by the relevant regulatory authority is required.
- It is mandatory for a Company to have at least one Director, a Manager and a Secretary.
- Branches cannot have a separate Board of Directors. Thus, no new appointment of Directors for Branches will be allowed.
- Branches must have a manager and appointment of Secretary is optional.
- The minimum number of Directors is one with no maximum number set by the Regulations.
- Appointment of DMCC Entity Officers is limited to natural persons only.
- A prerequisite for appointing a new manager is to remove the existing manager. Please go through the rules and regulations before you initiate this SR.
- The company needs to make sure they have [Subscribed and activated the e-signature](#) of all authorized signatories.
- All Draft SRs will automatically be voided after sixty (60) calendar days from their creation date if no action is taken by the DMCC Member.
- SRs awaiting DMCC Member Company action will be automatically nullified if the required actions aren't completed within ninety (90) calendar days from the SR's return date.
- DMCC Member Company admin can request for service cancelation by clicking the 'Cancel Request' button.
- A cancellation fee will be charged to the DMCC Member's portal if the Member opts for its cancellation, or if the system auto-cancels the SR after the 90-day period.
- Updating passport details for all Shareholders & Officers before proceeding with the application.
- Please [refer](#) to (schedule of charges) for cancellation fees.

## 6. PROCESS FLOW



Process Owner	Action	Comments
Company	<p>Company to apply for the related service and do the following in the online portal:</p> <ul style="list-style-type: none"> <li>• Log in to the <a href="#">DMCC Member Portal</a>.</li> <li>• Go to “Company Services” – select “Change of Officer”.</li> <li>• Client to confirm passport details and active E-signature details for all the Shareholders &amp; Officers are up to date.</li> <li>• Provide the required information in the SR.</li> <li>• Choose the amendment required.</li> <li>• Company to choose whether to use Standard Resolution or Non-Standard Resolution.</li> <li>• Provide the information of the new Officer (incase of new officer appointed)</li> <li>• Select Power of Attorney (POA) (if applicable)</li> <li>• Upload the required documents (Please see table below for list of requirements).</li> <li>• Confirm payment.</li> <li>• Submit the service request</li> </ul>	<ul style="list-style-type: none"> <li>• Submit the SR.</li> <li>• A notification of the submission will be received by the client.</li> <li>• If Yes, client needs to continue by clicking “Confirm”</li> <li>• If No, then client needs to update the details through clicking “Manage KYC” for officer or “Change of details” for Shareholders.</li> </ul>

DMCC	<p>Relevant DMCC Officers will verify the application by doing the following:</p> <ul style="list-style-type: none"> <li>• Check information provided by the client and verify all the uploaded documents.</li> <li>• Approves or Declines the application.</li> </ul>	<p>Please note that the SR could be returned to you in case of the below scenarios:</p> <ol style="list-style-type: none"> <li>To submit additional information or to re-upload a document.</li> <li>E-Signature is not activated for the authorized e-signatories or the POA holder (if applicable).</li> </ol> <p>To proceed with the SR, you should comply with the requirements by following the instructions you receive from DMCC.</p> <p><b>If Approved</b> You will be instructed on the next steps.</p>
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Process Owner	Action	Comments
Company	<ul style="list-style-type: none"> <li>• All authorized signatories E-Sign the document</li> <li>• Book an appointment through the DMCC Member Portal for submitting original sets of documents, (if applicable).</li> </ul>	
DMCC	<ul style="list-style-type: none"> <li>• Verify e-signatures and original documents</li> <li>• Update the step and the account will be updated with the new details.</li> <li>• New documents will be generated electronically in DMCC Member Portal</li> </ul>	<ul style="list-style-type: none"> <li>• Applied amendment is registered.</li> <li>• Notification of SR closure will be sent to the client.</li> <li>• Licence to be issued, in case of Change of Manager only.</li> <li>• Registry Extract to be issued, in case of Change of Director/ Secretary &amp; Manager.</li> </ul>



## 7. REQUIREMENTS

Documents	Remarks
<b>Passport Copy</b> of all existing individual Shareholders & Officers	<ul style="list-style-type: none"> <li>• Upload valid passport copy</li> </ul>
Board Resolution of Corporate Shareholder.	<ul style="list-style-type: none"> <li>• Only applicable for Companies with Corporate Shareholder and the application comes with appointment or resignation of Directors. <b><i>Please disregard this requirement if this is not the case.</i></b></li> <li>• To be electronically signed by the authorized signatory after the application is approved by DMCCA</li> </ul>
Board Resolution issued by the Board of the Parent Company.	<ul style="list-style-type: none"> <li>• Only applicable for Branches applying for Change of Manager and/or Secretary. <b><i>Please disregard this requirement if this is not the case.</i></b></li> <li>• To be electronically signed by an authorized signatory after the application is approved by DMCCA</li> </ul>

<p>Certificate of Incumbency (of Corporate Shareholder)</p>	<ul style="list-style-type: none"> <li>• Only applicable for Companies with Corporate Shareholder or Branches. <b><i>Please disregard this requirement if this is not the case.</i></b></li> <li>• Certificate of Incumbency must be recently issued (not more than 1 year). Certificate of Incumbency must be notarized and legalized by the UAE Embassy/Consulate of the place of issue.</li> </ul> <p><b>Note:</b> If the certificate of incumbency details verification is publicly available through online registry from the respective issuing Authority official website. In such cases, please provide the link for verification. (If the online verification is approved, the notarization would not be required).</p>
<p>Shareholder's Resolution</p>	<ul style="list-style-type: none"> <li>• Only applicable for individual Companies when the application comes with Appointment and/or Resignation of Director. <b><i>Please disregard this requirement if this is not the case.</i></b></li> <li>• To be electronically signed by all shareholders or their authorized representatives after the application is approved.</li> </ul>

Board Resolution (issued by the BOD of the DMCC Companies)	<ul style="list-style-type: none"> <li>• Only applicable for Individual Companies applying for Change of Manager and/or Secretary only. <b><i>Please disregard this requirement if this is not the case.</i></b></li> <li>• To be electronically signed by all shareholders or their authorized representatives after the application is approved.</li> </ul>
Joint Shareholder's Resolution	<ul style="list-style-type: none"> <li>• Only applicable for Joint Venture Companies when application comes with Appointment and/or Resignation of Director.</li> <li>• To be electronically signed by all Shareholders or their authorized representatives after the application is approved.</li> <li>• To be submitted along with other required Resolution from each of the Corporate Shareholder.</li> </ul>
No Objection Certificate from Regulatory Authority	<ul style="list-style-type: none"> <li>• For licences with regulated activities, a No Objection Certificate (NOC) issued by the relevant regulatory authority is required.</li> </ul>
Power of Attorney (POA)	<p><b><i>Please disregard this requirement if there is no POA issued.</i></b></p> <ul style="list-style-type: none"> <li>• If issued in UAE, validity to be checked in the Dubai Court portal.</li> <li>• If issued outside of UAE:             <ol style="list-style-type: none"> <li>a. To be notarized and legalized by the UAE Embassy of the place of issue.</li> <li>b. Original POA required to be presented for verification.</li> </ol> </li> <li>• To specifically provide authority to appoint or remove an Officer of the DMCC Entity.</li> <li>• Original passport of the POA holder to be presented for verification.</li> </ul>
Cancellation of the visa of the resigned officer or visa retention undertaking.	<ul style="list-style-type: none"> <li>• Applicable only when the resigned officer is in the visa of the DMCC Entity.</li> <li>• In case the resigned officer continues with the DMCC Entity in other capacity and visa will be retained, an undertaking letter for visa retention will be signed by the authorized signatory.</li> </ul>

### Documents for the Appointed New Officer

Documents of the new Officer	Remarks
Passport and visa page (if applicable)	<ul style="list-style-type: none"> <li>• Should be valid for at least 6 months.</li> <li>• Copy of valid UAE residence visa page (if applicable)</li> <li>• Original to be presented for verification.</li> </ul>
Specimen Signature Form	<ul style="list-style-type: none"> <li>• To be electronically signed after SR approval</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• POA holder cannot sign specimen signature.</li> </ul>
KYC Form	<ul style="list-style-type: none"> <li>• To be filled out, printed, signed by the newly appointed officer, and uploaded.</li> <li>• Note: please provide comprehensive information including business experience.</li> <li>• POA cannot sign this form.</li> </ul>
Proof of Address	<ul style="list-style-type: none"> <li>• Any copy of proof of billing, tenancy contract, etc. under the name of the new Shareholder at the discretion of DMCC.</li> <li>• OR a copy of proof of billing under the name of a relative/friend/landlord + an NOC confirming that the new officer lives on the address on the bill + passport copy of the bill holder with signature page</li> <li>• Dated recently (Not more than 6 months).</li> </ul>
NOC from Sponsor	<ul style="list-style-type: none"> <li>• Applicable only when the new Officer is holding a valid UAE visa from another Company and the visa designation is not Managing Director, Partner or Investor.</li> <li>• Copy is acceptable.</li> </ul>

## 8. OUTPUT

The following documents will be issued when the process is completed:

- E-Licence (in case of Change of Manager only)
- Registry Extract (in case of Director, Secretary & Manager)

## **Schedule 1**

### **Company Sanctions could be one or all of the following:**

- Restriction or suspension of services;
- A fine or penalty, as specified by DMCCA from time to time in accordance with CR 166 (Administrative imposition of fines or penalties);
- Suspension of a Licence in accordance with the process set out in CR 167 (Power of DMCCA to suspend a Licence);
- Termination of a Licence in accordance with the process set out in CR 168 (Power of DMCCA to terminate a Licence);
- A Company or Branch being Struck-off, in accordance with the process set out in Regulation 169 (Power of DMCCA to Strike-Off);
- Such other sanction as DMCCA may deem appropriate from time to time; and/or ☐ Sanction imposed by an order of the Dubai Court.