

**LIMITED LIABILITY PARTNERSHIPS REGULATIONS (FEES) RULES 2022**

Date of Adoption: [●] 2022

The Board of Directors of the Abu Dhabi Global Market, in implementation of section 938 of the Companies Regulations 2022 and section 16B of the Limited Liability Partnerships Regulations 2015, hereby makes the following Rules:-

**1. Citation, commencement and interpretation**

- (1) These Rules may be cited as the Limited Liability Partnerships Regulations (Fees) Rules 2022.
- (2) These Rules shall come into force on the date of their publication.
- (3) Defined terms used in these Rules and their meanings are contained in Schedule 1.
- (4) In these Rules, unless the context otherwise requires, 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 of these Rules.

**2. Fees payable in respect of functions relating to the registration of documents by the Registrar**

Schedule 2 to these Rules details the fees that are payable to the Registrar in respect of the receipt of documents relating to LLPs by the Registrar and their registration.

**3. Fees payable in respect of the provision of copies of documents kept by the Registrar**

Schedule 3 to these Rules makes provision for the fees that are payable to the Registrar in respect of the provision of copies of documents kept by the Registrar relating to LLPs.

**4. Fees relating to the licensing of LLPs by the Registrar and their registration**

Schedule 4 to these Rules makes provision for the fees that are payable to the Registrar in respect of the licensing of LLPs.

**5. Fees payable in respect of late filings made to the Registrar**

Schedule 5 to these Rules makes provision for the fees that are payable to the Registrar in respect of a delay in meeting a filing deadline specified in a relevant section.

**6. Reduction, waiver or refund of fees**

The Registrar may reduce, waive or refund all or part of any fee if it considers that, in the exceptional circumstances of a particular case, it would be equitable to do so.

## SCHEDULE 1

### DEFINITIONS AND GENERAL INTERPRETATION

“Commercial Licensing Regulations” means the Commercial Licensing Regulations 2015,

“Companies Regulations” means the Companies Regulations 2022, as modified to apply to LLPs by the LLP Rules,

“Limited Liability Partnerships Regulations” means the Limited Liability Partnerships Regulations 2015,

“LLP” has the meaning given to it in the LLP Regulations,

“LLP Rules” means the Limited Liability Partnerships Rules 2022,

“Registrar’s Head Office” and “RHO” means the office of the Registrar where facilities are made available for applicants to inspect the register and to obtain copies of material on the register,

“Registrar’s Website” and “RW” mean the website of the Registrar, being [www.adgm.com](http://www.adgm.com),

“relevant document” means (for the purposes of paragraph 2(6) of Schedule 2) any document required or authorised to be delivered to the Registrar in respect of an LLP by or under any provision of the Limited Liability Partnerships Regulations or the Companies Regulations, other than a document specified below. A document is not a relevant document if-

- (a) a fee is specified in Schedule 2 in relation to the registration of a document, or the performance by the Registrar of a function, under any particular provision of the Companies Regulations, or
- (b) that document is required or authorised to be delivered to the Registrar by or under sections 882 and 962 of the Companies Regulations.

“relevant period” means one of the following periods-

- (a) the period beginning with its incorporation and ending immediately after the delivery to the Registrar of its first annual return, or
- (b) a period beginning immediately after the delivery to the Registrar of an annual return and ending immediately after the delivery to the Registrar of the next annual return,

“relevant section” means any provision under the Limited Liability Partnerships Regulations or the Companies Regulations where:

- (a) a filing must be sent to the Registrar by the filing deadline stated in the relevant section; and
- (b) a delay in meeting the filing deadline attracts a late filing fee,

“same day delivery” or “same day collection” means-

- (a) a request for same day delivery or same day collection is received by the Registrar before such time on the business day in question as the Registrar may determine from time to time, and
- (b) the appropriate certificate or certified copy is issued to the applicant on that day,

“same day registration” means-

- (a) a request for same day registration and all documents required to be delivered to the Registrar in connection with that registration are received by the Registrar before such time on the business day in question as the Registrar may determine from time to time, and
- (b) the registration is completed on that day.

## SCHEDULE 2

### THE PERFORMANCE OF FUNCTIONS RELATING TO THE RECEIPT OF DOCUMENTS BY THE REGISTRAR AND THEIR REGISTRATION

#### Fees Payable

#### 1. LLPs

In respect of the performance by the Registrar of his functions in relation to the registration of documents delivered to him, the fee specified in relation to each matter below is payable on the registration of the documents so delivered relating to that matter-

<b>Matter in relation to which fee is payable</b>		<b>Amount of fee (USD)</b>
1.	For an application to reserve a name for an LLP under section 47 of the Companies Regulations	200
2.	For an application to extend the time period for the reservation of an LLP name	200
3.	For the application for registration of amalgamation	2,250
4.	For the application for administrative restoration	300
5.	For the registration of an LLP	300
6.	For the registration of all relevant documents in respect of an LLP delivered during a relevant period payable at the end of that period on the registration of the annual return of the LLP under section 778 of the Companies Regulations	100
7.	For the registration of a notice of the appointment of an LLP's auditor	Nil
8.	For the registration of a notice of the reappointment or change of an LLP's auditors	Nil
9.	For the registration of a notice of removal or resignation of an LLP's auditor	Nil
10.	For the registration of a notice of a change of name of an LLP under section 11 of the Limited Liability Partnerships Regulations (other than a change made in response to: (i) a direction of the Registrar under section 56 of the Companies Regulations, (ii) a determination by the Registrar under section 61 of the Companies Regulations, or (iii) on the restoration of the LLP under section 891(2)(a)(i) of the Companies Regulations)	100
11.	For the registration of a notice of a change to the date of the end of the financial year for an LLP	Nil

<b>Matter in relation to which fee is payable</b>		<b>Amount of fee (USD)</b>
12.	For the registration of a notice of a change in the particulars of any of the members of an LLP	100
13.	For the registration of a notice of the appointment or cessation of a member	100
14.	For the striking off the register of an LLP's name	Nil
15.	For the withdrawal of an application to strike-off the register an LLP's name	100
16.	For the registration of a notice of an error in documents lodged with the Registrar	100
17.	For the registration of a notice of a change to the address of the registered office of an LLP	100
18.	For the registration of annual accounts and reports	Nil
19.	For the registration of confirmation statements	100

## SCHEDULE 3

**THE PERFORMANCE OF FUNCTIONS RELATING TO THE PROVISION OF COPIES OF DOCUMENTS KEPT BY THE REGISTRAR**

**Fees Payable**

**1. Provision of documents in electronic form on the Registrar's Website**

In respect of the performance of the Registrar's functions in relation to the provision of copies of material on the register, where an application for inspection or a copy is made by means of RW, the following fees are payable-

<b>Matter in relation to which fee is payable</b>		<b>Amount of fee (USD)</b>
1.	For the provision of a copy of a document, by means of RW, in respect of an LLP	100
2.	For the provision of a certified true copy of a document relating to an LLP	100

## SCHEDULE 4

## FEES RELATING TO THE LICENSING OF LLPS BY THE REGISTRAR AND THEIR REGISTRATION

## Fees Payable

Matter in relation to which fee is payable		Amount of fee (USD)		
		Category A	Category B	Category C
(a)	For an application for a licence under section 9 of the Commercial Licensing Regulations	13,000	8,000*	3,500*
(b)	For an application for renewal of a licence under section 10A of the Commercial Licensing Regulations	13,000	8,000*	3,500*
(c)	For an application for incorporation of an LLP as part of an application for a licence (Rule 9 of the Commercial Licensing Regulations (Conditions of Licence and Branch Registration) Rules 2022 and section 9 of the Commercial Licensing Regulations)	300	300	300
(d)	For an application for variation of a licence (section 12(1) of the Regulations)			
	(i) for variation of a licence where business activity remains in the same licence category	100	100	100
	(ii) for variation of a licence where the variation results in a change of licence category	100 in addition to the fee difference between the existing licence category and the new licence category	100 in addition to the fee difference between the existing licence category and the new licence category	100 in addition to the fee difference between the existing licence category and the new licence category
(e)	For an application for cancellation of a licence (section 12(2) of the Commercial Licensing Regulations)	Nil	Nil	Nil

\*\*An additional fee of USD 500 is payable to the Registrar if the business activity for which a commercial licence is granted is classified as a Designated Non-Financial Business or Profession as set out in the Financial Services and Markets Regulations 2015.

Notes:

1. "Business activity" means a description of activity specified by the Registrar for the purposes of these Rules. The Registrar may specify any number of distinct business activities for the purposes of these Rules. Business activities specified by the Registrar may or may not correspond to the controlled activities and a particular controlled activity may encompass any number of business activities specified by the Registrar. Nothing in these Rules prevents the Registrar from specifying a business activity which falls within the scope of more than one kind of controlled activity.
2. Where an applicant applies for a licence to carry on a controlled activity, the application shall be regarded as including all business activities falling within the scope of the controlled activity.
3. "Category A" refers to any applicant for a licence to carry on the controlled activity of financial services.
4. "Category B" refers to any applicant (other than a Category C applicant) for a licence to carry on any controlled activity other than financial services.
5. "Category C" refers to any applicant for a licence to carry on the controlled activity of other economic activities where the applicant intends only to carry on the activity of retail trade.



**SCHEDULE 5**

**LATE FILING FEES**

**Fees Payable**

**1. Fees payable in respect of late filings made to the Registrar**

In respect of a delay in meeting the filing deadline specified in a relevant section, a late filing fee of USD 150 per month will be automatically charged by the Registrar, for each month or part thereof that the filing is late, up to a maximum of 3 months, in addition to any applicable filing fee.