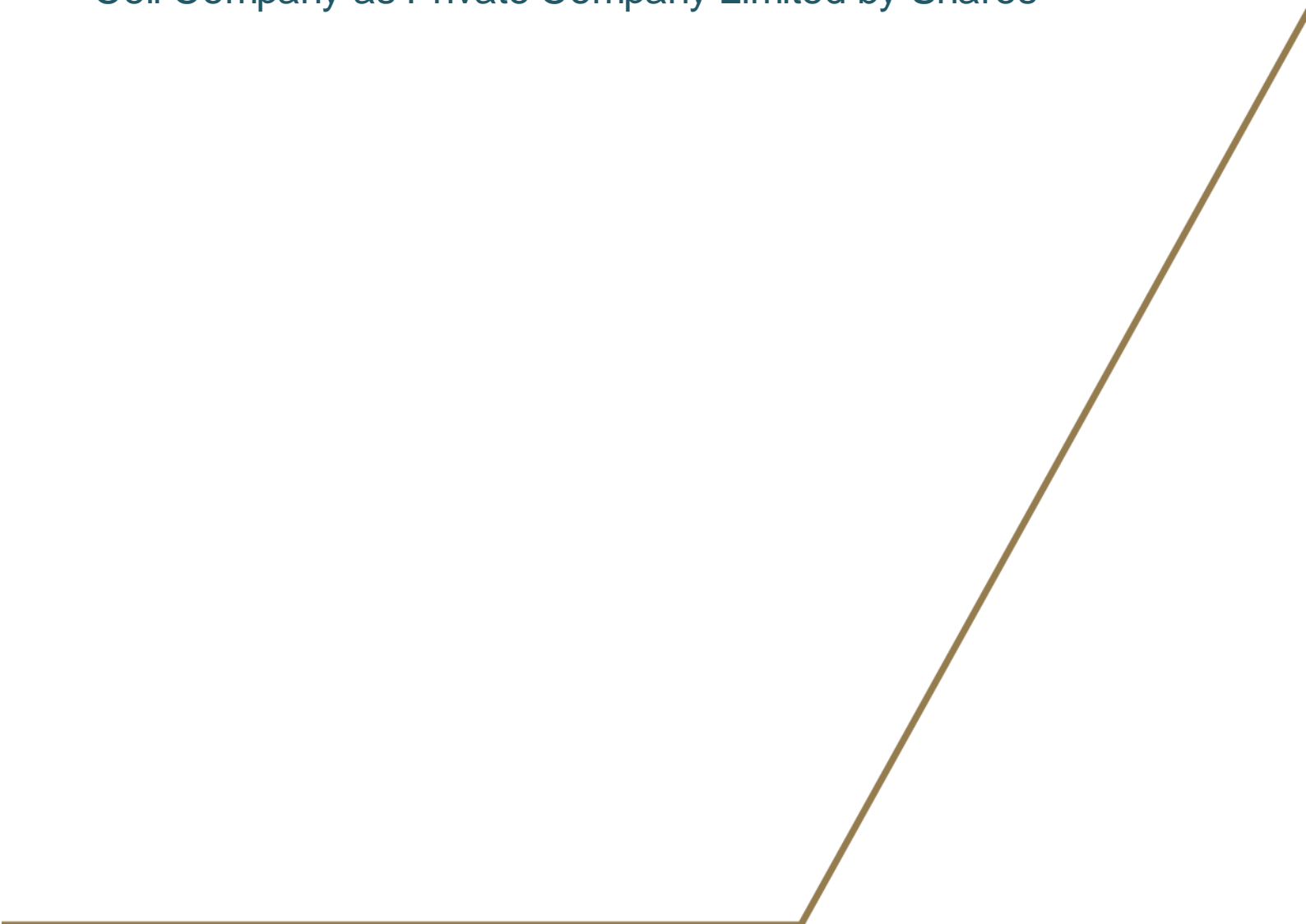




**ABU DHABI  
GLOBAL MARKET**

## **Registration Authority**

**Checklist – Company Set-up - Investment Company as Protected  
Cell Company as Private Company Limited by Shares**



## INCORPORATION / REGISTRATION OF COMPANY – STANDARD REQUIREMENTS

Investment Company as Protected Cell Company as Private Company Limited by Shares

	Standard Requirements	Useful Links
<input type="checkbox"/>	<p>Notification to the ADGM FSRA</p> <ul style="list-style-type: none"> <li>Please refer to the provided FSRA guidance material for investment funds</li> </ul>	<a href="#">ADGM Investment Funds</a>
<input type="checkbox"/>	<p>Choose a company name.</p> <ul style="list-style-type: none"> <li>Search if the company name is still available</li> <li>Refer: Business and Company Name Rules</li> <li>Similar name declaration may be required if the applicants are using a proposed name that is similar to others</li> <li>The name of a Protected Cell Company which is a Private Limited Company must be followed with "Protected Cell Company" (or "PCC"), and then followed with either "LIMITED", "limited", "ltd", "LTD", "l.t.d." or "L.T.D."</li> <li>If the business activity is 6434 Closed ended investment company, then the proposed name must include one of the following word(s): "Closed-Ended Investment Company", "CEIC", "closed ended investment company", "ceic", "(CLOSED ENDED INVESTMENT COMPANY)", "(CEIC)", "(closed ended investment company)" or "(ceic)".</li> <li>If the business activity is 6435 Open ended investment company, then the proposed name must include one of the following word(s): "Open-Ended Investment Company", "OEIC", "open ended investment company", "oeic", "(OPEN ENDED INVESTMENT COMPANY)", "(OEIC)", "(open ended investment company)" or "(oeic)"</li> </ul>	<p><a href="http://www.registration.adgm.com">www.registration.adgm.com</a></p> <p><a href="#">Business and Company Name Rules</a></p>
<input type="checkbox"/>	<p>Select the accounting reference date/end of the fiscal year. (standard: 31 December)</p>	
<input type="checkbox"/>	<p>Articles of association</p> <ul style="list-style-type: none"> <li>Bespoke Articles – the Articles of an Association of an Investment Company are Bespoke by default</li> <li>The articles must provide that the company is established as an investment company</li> <li>If signed version is to be used, evidence of signing authority is required</li> </ul>	
<input type="checkbox"/>	<p>Registered Office Address</p> <ul style="list-style-type: none"> <li>Consent Letter for registered office address provision from ADGM registered Fund Manager or Company</li> </ul>	<a href="#">Consent Letter Template</a>

	Service Provider (template available on the ADGM website)	
<input type="checkbox"/>	<p><b>Authorised Signatories</b></p> <ul style="list-style-type: none"> <li>- Must be individual</li> <li>- At least one individual</li> <li>- At least one of the appointed signatories must be a UAE national, GCC national or hold a valid UAE residence visa. (Individuals who never entered the UAE cannot be appointed as authorised signatories because security clearance from the immigration authorities cannot be processed).</li> </ul> <p><b>Individual</b></p> <ul style="list-style-type: none"> <li>- Personal Details</li> <li>- Service Address</li> <li>- Passport copies of all current and past nationalities</li> <li>- Emirates ID (applicable to UAE nationals)</li> <li>- Evidence of Appointment (this is the resolution for incorporation signed by all Non-Cell Members, which includes the appointment of the authorised signatories – template is available on the ADGM website)</li> </ul> <p><b>Nominee Arrangement Confirmation Form</b></p> <ul style="list-style-type: none"> <li>- Required if any of the signatories holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required)</li> <li>- Form is available on the ADGM website</li> <li>- Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting</li> </ul>	<p><a href="#">Resolution Templates</a></p> <p><a href="#">Nominee Arrangement Confirmation Form – Role – Company</a></p>
<input type="checkbox"/>	<p><b>Directors</b></p> <ul style="list-style-type: none"> <li>- An investment company must have at least one director.</li> <li>- If an investment company has only one director, that director must be a body corporate which is an Authorised Person and which holds the Financial Services Permission in the Abu Dhabi Global Market or in a Recognised Jurisdiction authorising it to carry on the Regulated Activity of Managing a Collective Investment Fund</li> <li>- The appointment of an individual director is permitted, if at least one body corporate director is appointed</li> </ul> <p><b>Body Corporate</b></p> <ul style="list-style-type: none"> <li>- Entity Details</li> <li>- Registered Office Address</li> <li>- Evidence of Appointment (this is the resolution signed by the Non-Cell Members, which includes the appointment of</li> </ul>	<p><a href="#">Resolution Templates</a></p> <p><a href="#">Nominee Arrangement Confirmation Form – Role – Company</a></p>

	<p>the directors – template is available on the ADGM website)</p> <ul style="list-style-type: none"> <li>- Evidence to carry out regulated activity to manage a collective investment fund Financial Services Permission issued by ADGM Financial Regulatory Services Authority or by another recognized jurisdiction</li> <li>- The following documents are only required for non-ADGM registered body corporate directors: <ul style="list-style-type: none"> <li>o Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>o Register of members (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>o Register of directors (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> </ul> </li> </ul> <p><b>Individual</b></p> <ul style="list-style-type: none"> <li>- Personal Details</li> <li>- Service Address</li> <li>- Residential Address</li> <li>- Passport copies of all current and past nationalities</li> <li>- Proof of Residential Address (not more than 3 months old, in the English language may be requested to verify the residential address)</li> <li>- Evidence of Appointment (this is the resolution signed by the Non-Cell Members, which includes the appointment of the directors – template is available on the ADGM website)</li> </ul> <p><b>Nominee Arrangement Confirmation Form</b></p> <ul style="list-style-type: none"> <li>- Required if any of the directors holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required)</li> <li>- Form is available on the ADGM website</li> <li>- Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting</li> </ul>	
<input type="checkbox"/>	<p>Secretary</p> <ul style="list-style-type: none"> <li>- This is not mandatory</li> <li>- Can be individual or Body Corporate</li> </ul>	<p><a href="#">Resolution Templates</a></p>

	<p><b>Individual</b></p> <ul style="list-style-type: none"> <li>- Personal Details</li> <li>- Service Address</li> <li>- Passport copies of all current and past nationalities</li> <li>- Evidence of Appointment (this is the resolution signed by all Non-Cell Members, foreign language documents must be accompanied by certified legal translation to the English language)</li> </ul> <p><b>Body Corporate</b></p> <ul style="list-style-type: none"> <li>- Entity Details</li> <li>- Registered Office Address</li> <li>- Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Register of members (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Register of directors (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Evidence of Appointment (this is the resolution signed by the Non-Cell Members, which includes the appointment of the directors – template is available on the ADGM website)</li> </ul> <p><b>Nominee Arrangement Confirmation Form</b></p> <ul style="list-style-type: none"> <li>- Required if any of the secretaries holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required)</li> <li>- Form is available on the ADGM website</li> <li>- Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting</li> </ul>	<p><a href="#">Nominee Arrangement Confirmation Form – Role – Company</a></p>
<input type="checkbox"/>	<p>Shares Particulars</p> <ul style="list-style-type: none"> <li>- Decide on share class, number of issued, how much are paid and unpaid, and rights attached to the shares</li> <li>- At least one share must be issued at the time of incorporation</li> </ul>	
<input type="checkbox"/>	<p>Non-Cell Members</p> <ul style="list-style-type: none"> <li>- Can be individual or Body Corporate</li> </ul> <p><b>Individual</b></p> <ul style="list-style-type: none"> <li>- Personal Details</li> </ul>	<p><a href="#">Resolution Templates</a></p> <p><a href="#">Nominee Arrangement Confirmation Form</a></p>

	<ul style="list-style-type: none"> <li>- Service Address</li> <li>- Passport copies of all current and past nationalities</li> <li>- Resolution authorizing Incorporation/Registration of ADGM Entity and Evidence of Appointment (this is the resolution signed by the sole individual shareholder or jointly by all individual Non-Cell Members – template is available on the ADGM website)</li> </ul> <p><b>Body Corporate</b></p> <ul style="list-style-type: none"> <li>- Entity Details</li> <li>- Registered Office Address</li> <li>- Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Register of members recently (certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Register of directors (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Evidence of Appointment (separate board resolution required for each body corporate Non-Cell Members, which includes the appointment of the directors – template is available on the ADGM website)</li> <li>- Note: In case there is a combination of body corporate and individual Non-Cell Members, then a separate resolution is required from each body corporate Non-Cell Member and a separate joint resolution from the individual Non-Cell Members.</li> </ul> <p><b>Nominee Arrangement Confirmation Form</b></p> <ul style="list-style-type: none"> <li>- Required if any of the Non-Cell Members holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required)</li> <li>- Form is available on the ADGM website</li> <li>- Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting</li> </ul>	
<input type="checkbox"/>	<p>Cells</p> <p>Note: the creation of cells is optional at the time of incorporation – cells can be created at the time of incorporation, or post-incorporation by submitting the required particulars</p>	

	<p><b>Required Particulars:</b></p> <p><b>Names of Cells:</b></p> <p>As per s1063. Names of protected cell companies:[...]          (3) A protected cell company must assign a distinctive name to each of its cells that– (a) distinguishes the cell from any other cell of the company, and (b) ends with the words ‘Protected Cell’ or with the abbreviation ‘PC’. (4) Sections 52 and 53 (specifying how the name of a limited company must end) shall not apply to a cell of a protected cell company where the cell has the features of a limited company.</p> <p><b>Shareholder Special Resolution:</b></p> <ul style="list-style-type: none"> <li>- As per s299 of the ADGM Companies Regulations “[...] A special resolution of the members (or of a class of members) of a company means a resolution passed by a majority of not less than 75%. [...]”</li> <li>- As per s 1048. Cell companies may create cells of the ADGM Companies Regulations, this special resolution must mention the cell name and “[...] must specify the terms of the articles of the cell that will apply to the cell [...]”</li> </ul>	
<input type="checkbox"/>	<p>Ultimate Beneficial Owners</p> <ul style="list-style-type: none"> <li>- Applicable if an individual or body corporate owns 25% or more of the company</li> <li>- Can be individual or Body Corporate</li> <li>- Document of Beneficial Ownership Distribution (this can be the body corporate Non-Cell Member’s group chart or body corporate Non-Cell Member’s register of shareholders)</li> </ul> <p><b>Individual</b></p> <ul style="list-style-type: none"> <li>- Personal Details</li> <li>- Service Address</li> <li>- Passport copies of all current and past nationalities</li> </ul> <p><b>Body Corporate</b></p> <ul style="list-style-type: none"> <li>- Entity Details</li> <li>- Registered Office Address</li> <li>- Register of members recently (certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language)</li> <li>- Register of directors recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign</li> </ul>	<p><a href="#">Guidance – Beneficial Ownership and Control</a></p>

	<p>language documents must be accompanied by certified legal translation to the English language)</p> <p><b>Nominee Arrangement Confirmation Form</b></p> <ul style="list-style-type: none"> <li>- Confirm if any of the Ultimate Beneficial Owners holds the role on behalf of someone else by filling up this form (if not applicable, choose no but the form must still be submitted)</li> <li>- Form is available on the ADGM website</li> <li>- Upload completed and signed form to the Supporting Documents section of the online application form</li> </ul>	
<input type="checkbox"/>	<p>Data Protection and Data Protection Contact Person</p> <ul style="list-style-type: none"> <li>- Must provide details of the contact person</li> <li>- Complete all applicable questions</li> <li>- Refer: Data Protection Guidance Note</li> </ul> <p><b>DP Contact Person</b></p> <ul style="list-style-type: none"> <li>- Personal Details</li> <li>- Service Address and contact details</li> </ul>	<a href="#">Guidance - Data Protection</a>
<input type="checkbox"/>	<p>Source of wealth Declaration Form</p> <ul style="list-style-type: none"> <li>- With relevant supporting documents may be requested by the ADGM RA depending on the risk rating attributed to the application form</li> </ul>	<a href="#">Sources of Wealth Declaration Form</a>

### REGISTRATION OF COMPANY – INITIAL REGISTRATION FEES – INVESTMENT COMPANY AS PROTECTED CELL COMPANY AS PRIVATE COMPANY LIMITED BY SHARES

	Description	Amount
<input type="checkbox"/>	Application for reserving a name	USD 200
<input type="checkbox"/>	Application of Incorporation of a Protected Cell Company as Private Limited by Shares (Investment Company)	USD 1,000
<input type="checkbox"/>	Issuance of commercial license	USD 400
<input type="checkbox"/>	Business Activity Fee	-
<input type="checkbox"/>	Data Protection	USD 300
	<b>Total</b>	<b>USD 1,900</b>



	<p>Please note that the above fees are excluding the following:</p> <ul style="list-style-type: none"> <li>- Fees for provision of registered office address</li> </ul> <p>For further information, please access the <a href="#">ADGM RA Schedule of Fees</a></p>	
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### ANNUAL RENEWAL FEES – INVESTMENT COMPANY AS PROTECTED CELL COMPANY AS PRIVATE COMPANY LIMITED BY SHARES

	Description	Amount
<input type="checkbox"/>	Application to Renew Commercial License (Investment Company)	USD 1,000
<input type="checkbox"/>	Renewal of business activities	-
<input type="checkbox"/>	Data Protection Annual Renewal	USD 300
<input type="checkbox"/>	Annual Confirmation Statement	USD 100
<input type="checkbox"/>	Annual Accounts Filing	-
	<b>Total</b>	<b>USD 1,400</b>
	<p>Please note that the above fees are excluding the following:</p> <ul style="list-style-type: none"> <li>- Company Service Provider Fees</li> <li>- Fees for provision of registered office address</li> </ul> <p>For further information, please access the <a href="#">ADGM RA Schedule of Fees</a></p>	