

ZAWEL زاول

GUIDELINE

Department: Commercial Registration and Licensing
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PREFACE

Dubai Healthcare City Authority – Regulatory (DHCR) is an independent regulatory arm of Dubai Healthcare City Authority (DHCA). The DHCA is the governing body of Dubai Healthcare City (DHCC) – a health and wellness destination in the world’s largest healthcare free-zone.

DHCR regulates the free zone and reports directly to the DHCA Board. It is responsible for ensuring compliance and enforcement of international quality standards for clinical and non-clinical facilities. It also oversees the licensing of all healthcare professionals, educators and operators, and the setting and maintenance of international best healthcare practices within DHCC.

INTRODUCTION

The Registration and Licensing Department (R&L) is the regulatory department within Dubai Healthcare City Authority- Regulatory which:

- Registers companies in Dubai Healthcare City;
- Maintains and updates the Company Registry and register of Shareholders and Directors; and
- Ensures that companies registered in Dubai Healthcare City comply with the free zone rules and regulations and applicable State and Federal legislation in relation to company establishment and liquidation.

In accordance with the Dubai Healthcare City Authority (DHCA) Licensing Regulations, business partners are required to have a valid commercial license at all times during their operation within the DHCC jurisdiction and they must be registered and incorporated by the Companies Registry before they can operate. The Registrar of Companies (ROC) provides fast and simple incorporation services to provide prospective businesses partners with the legal structure required to set up their business, obtain credit and raise capital. Once the company is registered, the Companies Registry will update and amend the registration status, as required.

The ZAWEL Commercial License (ZCL), ‘ZAWEL’ meaning “starting an activity now” in Arabic, enables applicants to acquire their commercial licenses as soon as possible, applicants are exempted from the requirement of obtaining a lease agreement (i.e. an office space) during the first year of incorporation. Business partners will require a lease agreement to be registered along with the Ejari Contract upon renewal of the commercial license only.

Additionally, eligible existing business partner can renew their Commercial License under “Zawel” concept without lease contract for the same period of Zawel (1 year) subject to the approval of Chief Regulatory Officer -DHCR.



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1. PURPOSE

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| 1.1 | To provide a more efficient process and improved customer experience for new and existing potential business partners through offering instant company registration and issuance of a ZAWEL Commercial License. |
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2. SCOPE OF APPLICATION

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| 2.1 | DHCR allows the instant establishment of the company with the following legal structures: <ul style="list-style-type: none"> • Branch of a UAE Establishment; • Branch of a UAE Company; • Free Zone Limited Liability Company (Corporate); and • Free Zone Limited Liability Company (Individual). |
| 2.2 | Non-Clinical Activities (which do not require external approval) |
| 2.3 | Existing Company from Private Investor Buildings will be allowed to renew the Commercial License under “Zawel” subject to approval from CRO-DHCR. |

3. PROCEDURE

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| 3.1 | <p>Step 1: Submit initial Application for Provisional Approval (Lease is not mandatory)</p> <p>Prospective investors who wish to set up a Company in DHCC should contact R&L team of DHCR. The R&L representative will be responsible for communicating the process, providing the necessary templates and acting as investors’ primary point of contact to support them through the registration steps.</p> <p>The Applicant should submit the following documents:</p> <ul style="list-style-type: none"> 3.3.1 A completed Initial Application Form for Initial Application – (<i>Online</i>); 3.3.2 A Business Plan as per the template provided; 3.3.3 Colour copies of passports (valid for at least 6 months from the date of submission) for each of the following individuals: <ul style="list-style-type: none"> • Manager of the proposed company; • Director(s) of the proposed company; • The shareholder(s) of the proposed company; and • The legal representative (if appointed). |
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<p>3.2</p>	<p>Step 2: Initial Application Review <i>Time Scale: 15 Minutes</i></p> <p>The representative of Registration and Licensing Department of DHCR will review the application on the spot or it will be forwarded to the Registrar of Companies for review if it is required.</p> <p>Applications for a ZAWEL Commercial License to operate in DHCC must be approved by the ROC of DHCR, who will assess whether the proposed company meets all of DHCR's commercial licensing requirements. The commercial licensing requirements are intended to ensure compliance of corporate regulation, enhance the quality of services and excellence.</p> <p>3.2.1 To avoid delay in processing your application please ensure that adequate information is provided. During the review process, DHCR may contact the applicant to request additional information or clarification.</p> <p>3.2.2 If the application is rejected, the applicant will be notified with a regret letter by the representative of DHCR, and DHCR reserves the right not to disclose the reasons for unsuccessful applications.</p> <p>3.2.3 If the application is provisionally approved, the representative of ROC of DHCR will send the applicant a Provisional Approval letter (Electronic Version), as well as a request for submission of the legal documents required for company registration.</p>
<p>3.3</p>	<p>Step 3: Submit legal documents for company registration (Commercial License)</p> <p>The applicant should forward the required legal documents as soon as possible to ensure speedy registration of the proposed entity. Please refer to the checklist (Appendix 2) of legal documents required, for each company type.</p>
<p>3.4</p>	<p>Step 4: Legal Documentation Review <i>Time Scale: 15 Minutes</i></p> <p>ROC Team of DHCR will conduct an initial review of the legal documents submitted by the applicant. Should the submitted legal documents be incomplete, the application is put on hold, and the applicant is informed accordingly.</p>
<p>3.5</p>	<p>Step 5: Make Required Payments</p> <p>Applicant will be requested to settle the registration and license fee.</p>



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3.6	<p>Step 6: Deposit Share Capital</p> <p>Investors can deposit the share capital, as per the Board resolution in Dubai Healthcare City Authority's Trust Account. Once the share capital has been deposited in the trust account, the Applicant will be provided a receipt confirming the details of the deposit (the 'Proof of Capital'). The copy 'Proof of Capital' needs to be uploaded with the commercial license application.</p> <p>Alternatively, DHCR has rights to waive share capital deposit requirement subject to Authority approval during the incorporation of company.</p>
3.7	<p>Step 7: Notarization Stage - Sign Resolution, Articles & Memorandum of Association</p> <p>Following the acceptance of the application, the Authority will prepare the legal documents. Each shareholder, or their duly appointed representative, will need to visit the R&L offices to sign the original Articles and Memorandum of Association for their new company. In case of corporate shareholder, notarization by the Notary Public and legalization by the United Arab Emirates (UAE) Embassy in the country in which the shareholder is incorporated will be required. DHCR Registration & Licensing team will then issue an attested Board Resolution in order to facilitate the opening of a corporate bank account at the applicant's chosen bank in the UAE.</p>
3.8	<p>Step 8: Sign Personnel Sponsorship Agreement (PSA)</p> <p>Upon receiving the Proof of Capital, R&L will issue a Personnel Secondment Agreement (PSA). Either the manager, or all shareholders or all Directors of the proposed company (or their duly appointed representative) must sign the PSA.</p>
3.9	<p>Step 9: Collect ZAWEL Commercial License</p> <p><i>Time Scale: Immediate</i></p> <p>Upon signing the PSA you will be able to collect your Commercial Licence. The license should be submitted to your bank to open your corporate account and allow access to your company's funds.</p>

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4.1	Applicants must ensure that the online application is typed and that all names mentioned within are exactly as they appear in the passports and on all other legal documents being submitted.
4.2	All legal documents, greater than one page have to be sealed.
4.3	Powers of Attorney need to be accompanied by a valid passport copy of the Attorney.
4.4	The Authority reserves the right to request for any additional documents, as required.



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4.5	The Authority reserves the right to request for additional document attestations by the UAE Embassy or other Embassies, as necessary.
4.6	Board Resolution and/or Power of Attorney for the Manager must state the Manager's full name as per passport, including nationality and valid passport number.
4.7	The legal documents must be in English and / or Arabic. Documents in any other language must be accompanied by a certified English or Arabic translation.

5 DEFINITIONS

5.1	All DHCR approved definitions and abbreviations are available on the DHCR website at this link: https://dhcc.ae/Documents/LawsAndRegulations/ManualsAndTechnicalReferences/DHCR%20Definitions%20and%20Abbreviations.pdf
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6 APPENDICES (as applicable)

6.1	Terms and Conditions
6.2	Check-List of required legal documents for Company Registration



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APPENDIX 1

Terms and Conditions

- *FZ-LLC owned by corporates shareholder or Branch UAE companies must have valid power of attorney prior to applying for the service.*
- *All the members of company management (Shareholder, Director, Manager) shall visit the Registration and Licensing Office to sign the required documents which require notarization.*
- *The proposed company names (English and Arabic) are subject to DHCA review and approval.*
- *Memorandum and Articles of Association will be issued upon receipt of proof of share Capital for FZ-LLC.*
- *ZAWEL commercial license will not be renewed without a valid lease agreement and EJARI.*
- *ZAWEL commercial license visa quota will be 2 as standard, any additional visa quota requirements will be granted subject to approval of Registrar of Companies.*
- *Existing Commercial License who is granted for approval for renewal under Zawel concept , DHCR reserve the right to change Visa Quota as applicable subject to approval of Registrar of Companies.*
- *DHCR reserve the right, at its sole discretion to ask, amend, revoke any required document at any time as applicable.*
- *DHCA reserve the right, at our sole discretion, to change, modify or otherwise cancel the application at any time. Please review these Terms and Conditions periodically.*



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APPENDIX 2

Check-List of Legal Documents Required for Company Registration

1. Establishing a FZ-LLC with a corporate person as shareholder(s)

1	<p>Details of the Shareholders For Foreign Companies:</p> <ul style="list-style-type: none"> • Original certificate of registration (or equivalent) of the shareholder. A copy will be accepted if notarized. • Original certificate of good standing (or equivalent) of the shareholder. A copy will be accepted if notarized. <p><i>If the above documents do not state the names of Directors, company officers and official signatories, please submit additional documents setting out this information (such as the official company register)</i></p> <p>For UAE Companies:</p> <ul style="list-style-type: none"> • Copy of a valid Commercial License issued by the Department of Economic Development for the Corporate Person. • Copy of the commercial Register issued by the Department of Economic Development for the Corporate Person
2	<p>Memorandum and Articles of Association of the corporate shareholder <i>Original or notarized copy of the Memorandum of Association, Articles of Association and list of current Directors.</i></p>
3	<p>Board resolution of the corporate person(s) calling for the establishment of the FZ-LLC <i>A specimen document for The Board Resolution can be downloaded from online application. The board resolution must be on the shareholder's letter, notarized and, if non UAE shareholder, legalized up to the level of UAE embassy in the country in which the shareholder is incorporated.</i></p> <p><i>If the power of attorney is a separate document and not part of the Board Resolution, it must be notarized and, if non UAE shareholder, legalized up to the level of UAE embassy in the country in which the shareholder is incorporated.</i></p>
4	<p>Registry Identification form (RIC) and Passport and visa copy of the Manager, Director(s) and legal representative <i>RIC form (filled version will be provided by R&L representative) must be submitted for each of the following individuals:</i></p> <ul style="list-style-type: none"> • The Manager • The Director(s) • The negotiator/legal representative (if applicable) <p><i>The RIC forms must be notarized outside of DHCC if it's not notarized by DHCR R&L Representative</i></p>
5	<p>'Letter of No Objection' for employment of the Manager if applicable <i>A 'Letter of No Objection' must be provided from the existing Residency visa sponsor of the Manager (if he/she holds a UAE Residency visa). The letter of no objection must be signed by the sponsor or his or her duly appointed signatory.</i></p>
6	<p>Undertaking Letter (template will be provided by R&L representative)</p>

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2. Establishing a FZ-LLC with a natural and a corporate person as shareholder(s)

1	<p>Details of the corporate shareholder(s) For Foreign Companies:</p> <ul style="list-style-type: none"> • <i>Certificate of registration (or equivalent) of the shareholder. A copy will be accepted</i> • <i>Certificate of good standing (or equivalent) of the shareholder. A copy will be accepted</i> <p><i>If the above documents do not state the names of Directors, company officers and official signatories, please submit additional documents setting out this information (such as the official company register)</i></p> <p>For UAE Companies:</p> <ul style="list-style-type: none"> • <i>Copy of a valid Commercial License issued by the Department of Economic Development for the Corporate Person.</i> • <i>Copy of the commercial Register issued by the Department of Economic Development for the Corporate Person</i> <p>Details of the natural shareholder(s)</p> <ul style="list-style-type: none"> • <i>Personal profile/CV of the individual shareholder(s) – optional</i> • <i>A Bank reference letter for the personal account of the individual shareholder(s) – optional</i> • <i>Passport and visa copy</i>
2	<p>Memorandum and Articles of Association of the corporate shareholder <i>Copy of the Memorandum of Association, Articles of Association and list of current Directors</i></p>
3	<p>Board resolution of the corporate person(s) calling for the establishment of the FZ-LLC <i>A specimen document for The Board Resolution can be downloaded from online application. The board resolution must be notarized and, if non UAE shareholder, legalized up to the level of UAE embassy in the country in which the shareholder is incorporated.</i></p> <p><i>If the power of attorney is a separate document and not part of the Board Resolution, it must be notarized and, if non UAE shareholder, legalized up to the level of UAE embassy in the country in which the shareholder is incorporated.</i></p> <p>Board resolution of the natural shareholder(s) calling for establishment of the FZ-LLC <i>A specimen document for The Board Resolution can be downloaded from online application. The board resolution must be notarized by R&L Representative. if non UAE shareholder, legalized up to the level of UAE embassy in the country in which the shareholder is residing.</i></p>
4	<p>Registry Identification form (RIC), passport and visa copy of the Manager, Director(s), legal representative and natural shareholder</p> <p><i>RIC (filled version will be provided by R&L representative) must be submitted for each of the following individuals:</i></p> <ul style="list-style-type: none"> • <i>The Manager</i> • <i>The Director(s)</i> • <i>The Shareholder(s)</i> • <i>The negotiator/legal representative (if applicable)</i>



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	<i>The RIC forms must be notarized if non UAE shareholder.</i>
5	<p>‘Letter of No Objection’ for employment of the Manager, if applicable</p> <p><i>A ‘Letter of No Objection’ must be provided from the existing Residency visa sponsor of the Manager (if he/she holds a UAE Residency visa). The letter of no objection must be signed by the sponsor or his or her duly appointed signatory.</i></p>
6	Undertaking Letter (template will be provided by R&L representative)

3. Establishing a FZ-LLC with a natural person as shareholder(s)

1	<p>Details of the natural shareholder(s)</p> <ul style="list-style-type: none"> • Personal profile/CV of the individual shareholder(s) – optional • A Bank reference letter for the personal account of the individual shareholder(s) – optional • Passport and visa copy
2	<p>Board resolution of the natural shareholder(s) calling for establishment of the FZ-LLC</p> <p><i>A specimen document for The Board Resolution can be downloaded from online application. The board resolution must be notarized by R&L Representative. if non UAE shareholder, legalized up to the level of UAE embassy in the country in which the shareholder is residing.</i></p>
3	<p>Registry Identification form (RIC), passport and visa copy of the Manager, Director(s), legal representative and natural shareholder</p> <p><i>RIC (filled version will be provided by R&L representative) must be submitted for each of the following individuals:</i></p> <ul style="list-style-type: none"> • The Manager • The Director(s) • The Shareholder(s) • The negotiator/legal representative (if applicable) <p><i>The RIC forms must be notarized if non UAE shareholder.</i></p>
4	Undertaking Letter (template will be provided by R&L representative)
5	<p>‘Letter of No Objection’ for employment of the Manager, if applicable</p> <p><i>A ‘Letter of No Objection’ must be provided from the existing Residency visa sponsor of Manager (if he/she holds a UAE Residency visa). The letter of no objection must be signed by the sponsor or his or her duly appointed signatory.</i></p>

4. Establishing a Branch of UAE Company / Est

1	<p>Details of the shareholder(s)</p> <ul style="list-style-type: none"> • Copy of a valid Commercial License issued by the Department of Economic Development for the Corporate Person. • Copy of the commercial Register issued by the Department of Economic Development for the Corporate Person
2	Memorandum and Articles of Association of the parent company



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	<p>Copy of the Memorandum of Association, Articles of Association and list of current Directors.</p>
3	<p>Board resolution of the parent company establishing the Branch Office A specimen document for the Board Resolution can be downloaded from online application. If the power of attorney is a separate document and not part of the Board Resolution, it must be notarized.</p>
4	<p>Registry Identification form (RIC), passport and visa copy of the Manager and legal representative</p> <p>RIC (filled version will be provided by R&L representative) must be submitted for each of the following individuals:</p> <ul style="list-style-type: none">• The Manager• The negotiator/legal representative (if applicable) <p>The RIC forms must be notarized if non UAE shareholder.</p>
5	<p>Undertaking Letter (template will be provided by R&L representative)</p>
6	<p>'Letter of No Objection' for employment of the Manager if applicable</p> <p>A 'Letter of No Objection' must be provided from the existing Residency visa sponsor of the Manager (if he/she holds a UAE Residency visa). The letter of no objection must be signed by the sponsor or his or her duly appointed signatory.</p>