



ABU DHABI GLOBAL MARKET
سوق أبوظبي العالمي

Companies Regulations (Paper Form) Rules 2015



COMPANIES REGULATIONS (PAPER FORM) RULES 2015

PART 1 GENERAL INTRODUCTORY PROVISIONS

The Registrar, in exercise of powers conferred by the Companies Regulations 2015, hereby makes the following Rules:-

1. Commencement, citation and interpretation

- (1) These Rules may be cited as the Companies Regulations (Paper Form) Rules 2015.
- (2) These Rules shall come into force on the date of their publication.
- (3) In these Rules, the “Companies Regulations” means the Companies Regulations 2015.
- (4) Defined terms used in these Rules and their meanings are contained in Schedule 1.
- (5) Unless the context otherwise requires-
 - (a) references to sections are to sections of the Companies Regulations;
 - (b) 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;
 - (c) words in the singular include the plural and vice versa and a reference to a gender includes a reference to all genders.
- (6) Material or information referred to in these Rules as being specified, prescribed or described as accessible or available on or through the website is included in and forms part of these Rules.

PART 2 MANNER OF DELIVERY AND RECEIPT

2. Delivery in paper form

Any document required to be delivered to the Registrar under the Companies Regulations, including prescribed forms, may be delivered to the Registrar in paper form.



3. Delivery and receipt

- (1) A document can be delivered in proper form to the Registrar by courier, or by hand to the Registrar's office.
- (2) A document in paper form is to be regarded as received by the Registrar when it is handed over at the reception desk of the Registrar's office at Level 3, ADGM Building, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE during office hours.
- (3) The person filing the document may request for a 'received' stamp at the time the document is handed over to the Registrar.

PART 3 FORM AND AUTHENTICATION OF DOCUMENTS RELATING TO A COMPANY

***Chapter 1* Application**

4. Application and interpretation of Part

- (1) This Part imposes requirements as to the form and authentication of documents delivered under these Rules.
- (2) This Part applies to specified documents delivered to the Registrar which relate to a company and this Part shall be construed accordingly. It does not impose requirements on certified or verified copies or translations.
- (3) For a replacement document, Part 6 imposes requirements that are in addition to the requirements imposed by this Part.

***Chapter 2* Documents in prescribed form delivered under the Companies Regulations**

5. Application of Chapter

This Chapter imposes requirements as to the use of a prescribed form for documents delivered to the Registrar under the Companies Regulations.

6. Prescribed forms

- (1) Prescribed forms are to be used for documents delivered to the Registrar where so required under the legislative provisions which are referred to on those forms.
- (2) A list of all prescribed forms can be found at www.adgm.com.



7. Continuation forms

When in the circumstances indicated on a prescribed form the information to be inserted in that prescribed form is to be continued, the information to be continued is to be inserted on the appropriate continuation form as indicated on the website of the Registrar at www.adgm.com.

8. Use of black ink for text inserted in a prescribed form

Text inserted in a prescribed form must be in black typescript or handwritten in black ink.

9. Signature

A prescribed form must be signed by the person or persons indicated on the form. The signature must be applied to the prescribed form where indicated on the form.

Chapter 3

Non-prescribed form documents delivered under the Companies Regulations

10. Application of Chapter

This Chapter applies to a non-prescribed form document delivered to the Registrar under the Companies Regulations.

11. White paper and black ink

(1) Except as provided in paragraph (2), a document to which this Chapter applies must be on white paper and the text of the document must be in black typescript or handwritten in black ink.

(2) This rule does not apply to the following documents-

Description of document(s)	Section of the regulation under which the document is delivered to the Registrar
Court order or direction	
Court order (but not the copy of the court order delivered under section 590 of the Companies Regulations) (reduction of share capital)	Section 590
Charge documents	
Instrument by which charge is created or evidenced	Section 784



Deed containing the charge or one of the debentures of the series	Section 785
Documents relating to disclosure of addresses	
Evidence relating to an application under section 229(4) of the Companies Regulations	Rule 7 of the Companies Regulations (Address Disclosure) Rules 2015
Notification that a person wishes a decision under section 229 to cease to apply	Rule 17 of the Companies Regulations (Address Disclosure) Rules 2015
Representations as to why a revocation decision should not be made	Rule 18 of the Companies Regulations (Address Disclosure) Rules 2015
Evidence relating to an application under section 962 of the Companies Regulations	Rule 11 of the Companies Regulations (Address Disclosure) Rules 2015

- (3) A non-prescribed form document submitted to the Registrar must contain the name and registered number of the company to which the document relates, unless it is in the table of documents listed above at paragraph (2).
- (4) The documents in the table at paragraph (2) should be submitted in their original form, with appropriate certified or verified copies as required by the Companies Regulations.

12. Signature

- (1) Subject to paragraph (2), a non-prescribed form document submitted to the Registrar must be signed in a prominent position by a director, secretary or other person authorised by the company (in which case evidence of such authorisation should be presented to the Registrar with the document submitted), save where the Companies Regulations specify a particular signatory.
- (2) A document which is specified in the following table must be signed by a person or persons specified for that document in the table. The signature must be applied to the document in a prominent position unless otherwise specified in the last column of the table.



Description of document	Section of the Companies Regulations under which the document is delivered to the Registrar	Person or persons who must sign	Location of signature
Accounts and related documents			
Copy of balance sheet	Section 78(2)(c)	Director	At end of balance sheet
Copy of balance sheet, abbreviated accounts or annual accounts	Section 415(1)	Director	At end of balance sheet
Copy of annual accounts	Section 442(2)	Director	At end of balance sheet
Interim accounts	Section 765(6)	Director	At end of balance sheet
Initial accounts	Section 766(7)	Director	At end of balance sheet
Documents relating to disclosure of addresses			
Notification that a person wishes a decision under section 229 to cease to apply	Rule 17 of the Companies Regulations (Address Disclosure) Rules 2015	The section 229 beneficiary (as defined in the Companies Regulations (Address Disclosure) Rules 2015) or their personal representative	In a prominent position on the document
Representations from a person who is not a company as to why a revocation decision should not be made	Rule 18 of the Companies Regulations (Address Disclosure) Rules 2015	The section 229 beneficiary (as defined for the purposes of the Companies Regulations (Address Disclosure) Rules 2015) or the section 964 beneficiary (as	In a prominent position on the document



Description of document	Section of the Companies Regulations under which the document is delivered to the Registrar	Person or persons who must sign	Location of signature
		defined in the Address Regulations)	
Statements by directors			
Statement by the directors about the solvency statement	Section 585(5)	All directors or a majority of the directors	In a prominent position on the document
Rectification of register			
Objection made by a company	Rule 4 of the Companies Regulations (Applications for Striking-Off, Register Annotations and Rectifications) Rules 2015	Director, secretary, person authorised, administrator, administrative receiver, receiver manager, receiver, liquidator	In a prominent position on the document
Objection made by a person who is not a company	Rule 4 of the Companies Regulations (Applications for Striking-Off, Register Annotations and Rectifications) Rules 2015	The person making the objection	In a prominent position on the document

- (3) Notwithstanding the foregoing the following documents are required by the Companies Regulations to be authenticated by particular persons as specified by the Companies Regulations and the Registrar requires that authentication to be by way of signature-
- (a) Articles of association (delivered to the Registrar under section 6(4)(b) of the Companies Regulations); and
 - (b) Form of resolution (delivered to the Registrar under section 78(2)(a) or section 84(2)(a) of the Companies Regulations).



13. Print of name of signatory on some documents relating to addresses

- (1) This rule applies to the following documents delivered to the Registrar under the Companies Regulations (Address Disclosure) Rules 2015 -
 - (a) Notification that a person wishes a decision under section 229 of the Companies Regulations to cease to apply (delivered under rule 17 of those rules), and
 - (b) Representations from a person who is not a company as to why a revocation decision should not be made (delivered under rule 17 of those rules).
- (2) The name of the person who signs a document to which this rule applies must be printed on the document. That printed name must be in black typescript or handwritten in black ink.

**PART 4
CERTIFIED COPIES AND VERIFIED COPIES**

14. Application of Part 4

This Chapter applies to a certified copy or verified copy of an instrument or debenture delivered to the Registrar under the Companies Regulations.

15. Requirements as to certification or verification

- (1) The certification or verification of a copy document which are required to be submitted to the Registrar under the Companies Regulations must be given-
 - (a) (for a copy of an instrument creating or effecting a charge under Part 24 of the Companies Regulations) by a director, secretary, or duly appointed legal counsel of a person with an interest in the charge; and
 - (b) (for any other copy document) by a director, secretary, permanent representative, administrator, administrative receiver, receiver manager, receiver, liquidator or duly appointed legal counsel of the company to which the copy relates.
- (2) The person giving the certificate or verification must sign at the end of the certificate or verification.

16. White paper and black ink

A copy document to which this Chapter applies must be on white paper and in black typescript or handwritten in black ink.



PART 5 TRANSLATIONS

***Chapter 1* Interpretation provisions**

17. Definitions

In this Part “translation” means a translation into English.

***Chapter 2* Certification of a translation**

18. Requirements as to certification of translation of a document

- (1) The certification of a translation as accurate must be given-
 - (a) (for a translation of an instrument creating or effecting a charge under Part 24 of the Companies Regulations) by a director, secretary, or duly appointed legal counsel of the person with an interest in the charge; and
 - (b) (for any other translation) by a director, secretary, permanent representative, administrator, administrative receiver, receiver manager, receiver, liquidator or duly appointed legal counsel of the company to which the translation relates.
- (2) The certificate must be in black typescript or handwritten in black ink.
- (3) The person giving the certificate must sign at the end of the certificate.
- (4) A translation must be on white paper and the text of the translation must be in black typescript or handwritten in black ink.

PART 6 REPLACEMENT DOCUMENTS

19. Requirements applicable to a replacement document

A replacement document must comply with the following-

- (a) the requirements in Part 2 (manner of delivery and receipt),
- (b) the requirements in Parts 3, 4 and 5 (as the case may be) that are applicable to that document, and



- (c) the requirements in the other paragraphs of this Part 6 (replacement covering form).

20. Replacement covering form

- (1) A replacement document must be accompanied by the following information-
 - (a) a description of the original document to which the replacement relates, and
 - (b) the date of registration of that original document by the Registrar.
- (2) That information must be delivered to the Registrar in a replacement covering form EDF-RP01, as set out on the website of the Registrar.
- (3) A replacement covering form must be on paper that complies with the following requirements-

Size	A4
Colour	White
Orientation	Portrait (Shorter edge across the top)

- (4) Text inserted in a replacement covering form must be in black typescript or handwritten in black ink.
- (5) A replacement covering form must contain the name and registered number of the company or other body to which the form relates except that the requirement for registered number does not apply to such a form which relates to an unregistered company. The name and registered number must be inserted in black typescript or handwritten in black ink in the name and number boxes on the replacement covering form.
- (6) A replacement covering form must be signed by one of the persons indicated on that form. The signature must be applied to the replacement covering form where indicated on the form.



SCHEDULE 1
DEFINITIONS AND GENERAL INTERPRETATION

“company” has the meaning given to it in the Companies Regulations;

“non-prescribed form document” means a document or part of a document which is not required by these rules to be delivered to the Registrar in prescribed form;

“person authorised” means a person authorised by the directors of a company in accordance with section 287(3) or section 291 of the Companies Regulations;

“prescribed form” means a document in the form prescribed as listed on the website of the Registrar at the following address www.adgm.com;

“registered number” has the meaning given to it in the Companies Regulations; and

“replacement document” means a document delivered to the Registrar which is a replacement to which section 950 of the Companies Regulations applies.



SCHEDULE 2
PRESCRIBED FORMS FOR DOCUMENTS RELATING TO COMPANIES DELIVERED UNDER THE
REGISTRAR

<u>Form</u>	<u>Name of Form</u>
INC-01	Reservation of company name
INC-02	Application to register a company
BO-01	Details of Beneficial Ownership
FP-01	Fit & Proper form
AF-AA01	Filing of annual accounts
AR-AR01	Annual Return
AR-CL01	Commercial License Renewal
EDF-N01	Notice of change of name by special resolution
EDF-N02	Notice of change of name by conditional resolution
EDF-N03	Notice confirming satisfaction of the conditional resolution for change of name
EDF-N04	Notice of change of name by means provided for in the articles
EDF-N05	Notice of change of name by resolution of directors Not applicable, a section was included in in the INC-01 and INC-02
EDF-C01	Notice of amendment of articles
EDF-C02	Notice of existence of entrenched provisions of the articles and restriction on the amendment of articles
EDF-C03	Notice of removal of restriction on the company's articles
EDF-C04	Notice of change of statement of company's objects / business activities
EDF-C05	Notice of change of constitution by order of court or other authority
EDF-RO01	Notice of change of registered office address
EDF-CR01	Notice of Single Alternative Inspection Location (SAIL)
EDF-CR02	Change of location of the company records to the single alternative inspection location (SAIL)
EDF-CR03	Change of location of the company records to the registered office
EDF-DS01	Appointment and Cessation of Directors and Secretary
EDF-DS02	Change of details of director and secretary
EDF-A01	Change of accounting reference date
EDF-A03	Notice of resolution removing auditor from office
EDF-SC01	Notice of allotment of shares
EDF-SC02	Notice of consolidation, sub-division, redemption of shares
EDF-SC03	Return of purchase of own shares
EDF-SC04	Notice of sale or transfer of treasury shares
EDF-SC05	Notice of cancellation of treasury shares
EDF-SC06	Notice of cancellation of shares
EDF-SC07	Notice of cancellation of shares held by or for a public company
EDF-SC08	Notice of name or other designation of class of shares



EDF-SC09	Return of allotment by an unlimited company allotting a new class of shares
EDF-SC10	Notice of particulars of variation of rights attached to shares
EDF-SC11	Notice of new class of members
EDF-SC12	Notice of particulars of variation of class rights
EDF-SC13	Notice of name or other designation of class of members
EDF-SC14	Notice of application to court for cancellation of the special resolution approving a redemption or purchase of shares out of capital
EDF-SC14	Notice of application to court for cancellation of the special resolution approving a redemption or purchase of shares out of capital
EDF-SC15	Statement of Capital
EDF-TC01	Application for trading certificate for a public company
EDF-RR01	Application by a private company for re-registration as a public company
EDF-RR02	Application by a public company for re-registration as a private limited company
EDF-RR03	Notice of application to the court for cancellation of resolution for re-registration
EDF-RR03	Notice of application to the court for cancellation of resolution for re-registration
EDF-RR04	Application by a private limited company for re-registration as an unlimited company
EDF-RR05	Application by an unlimited company for re-registration as a private limited company
EDF-RR06	Application by a public company for re-registration as a private unlimited company
EDF-RR07	Application by a public company for re-registration as a private limited company following a court order reducing capital
EDF-RR08	Application by a public company for re-registration as a private company following a cancellation of shares
EDF-RR09	Application by a restricted scope company for re-registration as a non-restricted scope company
EDF-RRA01	Form of assent for re-registration of public company as private and unlimited
EDF-RRA02	Form of assent for re-registration of private limited company as unlimited
EDF-RP01	Replacement of document not meeting requirements for proper deliver
EDF-RP02	Application for rectification by the Registrar of Companies
EDF-RP03	Application for rectification of a registered office address by the Registrar
EDF-RP04	Notice of an objection to a request for the Registrar of Companies to rectify the Register
EDF-RP05	Correction of a director's date of birth which was incorrectly stated on incorporation



EDF-RT01	Application for administrative restoration to the Register
EDF-SD01	Striking off application by a company
EDF-SD02	Withdrawal of striking off application by company
EDF-VT01	Application to deliver to the Registrar a certified voluntary translation of an original document that is or has been delivered to the Registrar