Licensing Regulations – 2018

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PREAMBLE

These Regulations are issued under the Free Zones Law and concern the licensing of Free Zone Entities to carry out certain permitted activities in or from the Free Zone.

PART 1 – Application, Interpretation and Commencement

Article 1 (Citation/Title)

These Regulations will be referred to as the Licensing Regulations.

Article 2 (Definitions)

In these Regulations:

Applicant means a natural or juristic person who submits an Application.

Application means the application in the prescribed form submitted to the Authority in accordance with Article 8.

Authority means the Free Zones Authority, established pursuant to the Free Zones Law.

Beneficial Owners of an entity means a natural person who has (alone or with one or more others) ultimate ownership or Control of the entity, including a natural person who exercises ultimate effective Control over the entity regardless of legal ownership.

Board means the board of directors of the Authority.

Branch means a branch that is registered or is to be registered by the Originating Company pursuant to the Free Zones Legislation.

Business Plan means the business plan that an Applicant submits in the form prescribed by the Authority.

CEO means the Chief Executive Officer of the Authority, as appointed or replaced from time to time.
**Certificate** means the certificate of incorporation or registration issued by the Authority to evidence that a Free Zone Entity has been properly incorporated or registered in accordance with the Free Zones Legislation.

**Company** means a limited liability company that is incorporated or is to be incorporated pursuant to the Free Zones Legislation.

**Control** means, in relation to an Applicant (including an Originating Company) or a Free Zone Entity, a person who:

(A) holds twenty five per cent (25%) or more of the shares in the entity;

(B) is entitled to exercise, or controls the exercise of, twenty five per cent (25%) or more of the voting power in the entity;

(C) is able to exercise significant influence over the management of the entity by virtue of shareholding or voting power, or by contractual or other arrangements, including but not limited to such entity’s board of directors and senior executive function; or

(D) is able to exercise influence by other means without ownership, including through personal or family connections to persons in positions described in paragraphs (A) to (C), by participating in the financing of the entity, or through historical or contractual associations with the entity.

For purposes of the aforesaid definition:

(i) **shares** means:

(a) in relation to an Applicant or a Free Zone Entity with a share capital, fully subscribed or allotted shares;

(b) in relation to an Applicant or a Free Zone Entity with capital but no share capital, rights to share in the capital of the entity;

(c) in relation to an Applicant or a Free Zone Entity without capital, interests conferring any right to share in the profits, or liability to contribute to the

الشهادة تعني شهادة تأسيس أو تسجيل الصادرة عن الهيئة الإدارية تأسيس أو تسجيل كيان في المنطقة الحرة بشكل صحيح وفقاً لشروط المناطق الحرة.

الشركة تعني الشركة ذات المسؤولية المحدودة المؤسسة وفقاً لشروط المناطق الحرة.

السيطرة/التحكم تعني في ما يتعلق بمقدم الطلب (بما في ذلك الشركة المنشأة) أو كيان المنطقة الحرة، الشخص الذي:

أ. يملك خمسة وعشرين بالمائة (25%) أو أكثر من الأسهم أو الحوافز في الكيان;

ب. له الحق بمشاركة أو التحكم بمشاركة، خمسة وعشرين بالمائة (25%) أو أكثر من حق التصويت في الكيان;

ج. يتمتع بالقدرة على ممارسة صلاحية لها تأثير كبير على إدارة الكيان، بمثابة الأسهم أو الحوافز أو حق التصويت، أو بسبب الترتيبات التشريعي، أو علاجها، بما في ذلك على سبيل المثال لا الحصر مجلس إداره ذلك الكيان وإدارة التنفيذية العليا له أو

د. يتمتع بالقدرة على ممارسة التأثير بوسائل أخرى غير ملكية الأسهم أو الحوافز، بما في ذلك العلاقات الشخصية أو العائلية مع أشخاص في المواقع الواردة في الفقرات من (أ) إلى (ج)، ومن خلال المشاركة في تمويل الكيان، أو من خلال الارتباطات التاريخية أو التشريعي، أو

الأسماء/الحصص تعني:

أ. الأسهم أو الحوافز المكتتب بها أو المخصصة بالكامل بالنسبة لقدم الطلب أو كيان المنطقة الحرة المكتتب برأس مالها;

ب. حقوق المشاركة في رأس المال بالنسبة لقدم الطلب أو كيان المنطقة الحرة التي لها رأس مال غير مكتتب به؛

ج. بالنسبة لقدم الطلب أو كيان المنطقة الحرة التي ليس لها رأس مال، هي الحقوق التي تمتع أي حق في المشاركة في الأرباح أو مسؤولية للمساهمة في الخسائر؛ أو تودي
losses of the entity; or giving rise to any obligation to contribute to the debts or expenses of such entity in the event of winding up; and

(ii) voting power, in relation to an Applicant or a Free Zone Entity which does not have general meetings at which matters are decided by the exercise of voting rights, means the right under the Articles of Association of the entity to alter its constitution.

Council of Ministers means the Council of Ministers of the State.

Designated Land means the specific plot of land, premises or area within the Free Zone (or outside the Free Zone where appropriate as determined by the Authority) allocated by a Letter of Intent or a Lease.

Financial Services Regulations means the laws, regulations, rules, policies, decisions and orders governing the carrying out of financial services activities in or from the Free Zone prepared in conjunction with the Qatar Central Bank.

Free Zone Entity means an entity that has been incorporated or registered in a Free Zone.

Free Zone shall have the meaning given to it by the Free Zones Law.

Free Zones Law means Law Number 34 of 2005 as amended by Decree-Law Number 21 of 2017 – Regarding the Free Zone as amended from time to time.

Free Zones Legislation means the Free Zones Law, these Regulations and any regulations, rules, policies, resolutions, decisions or orders issued from time to time in connection with the Free Zone.

Landlord means the Authority, its representative or any other entity that owns or grants Leases for any Designated Land or any buildings, premises or constructions erected on such Designated Land as may be
approved by the Authority from time to time.

**Lease** means a master lease, a sub-lease or an agreement granting usufructuary rights and any amendments thereto, entered into between a Free Zone Entity and a Landlord.

**Letter of Intent** means a document issued by the Authority to the Applicant under Article 8(5) of these Regulations.

**Licence** means a licence to carry out one or more Permitted Activities issued by the Authority to a Free Zone Entity pursuant to these Regulations.

**Licensing Criteria** means the criteria issued from time to time by the Authority to obtain a Licence.

**Manager** means one (1) or more natural persons appointed by an Applicant or a Free Zone Entity to manage and be the principal representative(s) both within the Free Zone and in all matters before or otherwise involving the Authority.

**Originating Company** means an entity, whether incorporated within or outside the State, which seeks to register or has registered a Branch under these Regulations.

**Permitted Activity** means an economic activity under the Free Zones Law that a Free Zone Entity is permitted to be taken from the list of activities set out in the Schedule of Permitted Activities.

**Register** means the register created and maintained by the Authority in accordance with Article 20.

**Regulations** means these Licensing Regulations and, where the context so requires, includes any rules, policies, resolutions, decisions or orders issued under or in connection with these Regulations.

**Schedule of Fees** means the schedule of fees as issued and updated from time to time by the Authority pursuant to Article 21.
Schedule of Fines means the schedule of fines issued and updated from time to time by the Authority pursuant to Article 22.

Schedule of Permitted Activities means the list of permitted activities issued and updated from time to time by the Authority.

Shareholder means a person who is the registered owner of shares in a Company.

State means the State of Qatar.

Article 3 (Interpretation)

(1) In these Regulations, a reference to:

(a) a law includes all secondary or subordinate legislative instruments (including regulations, resolutions, decisions, decrees, policies or orders issued by the Authority, the Council of Ministers or any other State authority having jurisdiction over the Free Zone) made from time to time under that law as amended, restated or re-enacted from time to time;

(b) a provision of any law or regulations includes a reference to that provision as amended, restated or re-enacted from time to time;

(c) the singular includes the plural and vice versa;

(d) a year, month or day means a year, month or day of the Gregorian calendar;

(e) the masculine gender includes the feminine gender or a body corporate;

(f) a document or instrument in "prescribed form" is a reference to that document or instrument in the form prescribed by the Authority from time to time;

(g) in writing includes any form of representing or reproducing words in a legible form; and

(h) a person includes any natural or juristic person, body corporate or body.
unincorporated, including a branch, company, partnership, unincorporated association, government or state (including any governmental department, body or authority).

(2) The headings in these Regulations do not affect their interpretation.

(3) Any reference to an Article, a paragraph or a sub-paragraph in these Regulations without further identification is a reference to an Article, a paragraph or a sub-paragraph of an Article in these Regulations.

(4) Any reference in these Regulations to “include”, “including”, “in particular”, “for example”, “such as” or similar expressions will be considered as being by way of illustration or emphasis only and is not to be construed so as to limit the generality of any words preceding them.

(5) Any reference to a document or instrument requiring certification by a juristic person may be signed by an authorised signatory on behalf of such person.

(6) Any reference to the “Authority” includes any person who has been delegated or granted powers by the Authority to regulate, develop, operate or manage any Free Zone in accordance with the Free Zones Legislation.

(7) Any reference to the “CEO” includes a person who has been delegated authority by the CEO.

Article 4 (Application)

(1) These Regulations are issued by the Board pursuant to powers granted to it under the Free Zones Law and govern, amongst other things, the licensing of Free Zone Entities to carry out Permitted Activities.

(2) The Board and the Authority may, within the scope of their respective jurisdictions, authority or powers, amend these Regulations from time to time, waive any requirements of the Regulations, or make such rules,
policies, decisions, orders and regulations to supplement these Regulations as they consider necessary or appropriate to implement, carry out or enforce the Free Zones Law or any of the Free Zones Legislation.

(3) Pursuant to the Free Zones Law, the Authority is empowered to establish a facility to issue approvals, permits and licences required for the licensing of Free Zone Entities and for such entities to carry out Permitted Activities in or from the Free Zone. Notwithstanding any other provision in any laws, rules, policies, decisions, orders or regulations of the State, only the Authority is permitted to issue Licences, Certificates and any other documents relating to or required for Free Zone Entities to carry out any Permitted Activities in or from the Free Zone. All such Licences, Certificates and any other documents issued by the Authority in connection with the Free Zone will be recognised as binding by all persons in the State, without the need for any additional governmental approvals, licenses or permits.

(4) Unless specified to the contrary by these Regulations, the licensing, regulation and incorporation of entities in the Free Zone and the carrying out of Permitted Activities in or from the Free Zone will be governed exclusively by the provisions of and be regulated as provided by and pursuant to the Free Zones Legislation.

Article 5 (Other State authorities)

(1) To the extent that any person is licensed in accordance with the Free Zones Legislation to carry out any Permitted Activity in or from the Free Zone, such person will require no further licence, consent, permit or registration in the State in order to carry on such activity in or from the Free Zone. In carrying out such Permitted Activity, such person will be subject to regulation and enforcement procedures only as provided by the Free Zones Legislation.

(2) The licensing or regulation of any activity conducted by a person licensed in accordance with the Free Zones Legislation.

(3) Manasaً تنفيذ أو تطبيق قانون المناطق الحرة أو أيّ من تشريعات المناطق الحرة.

(4) ما لم يرد خلاف ذلك في هذه اللائحة، فإنّ ترخيص وتنظيم وتأسيس الكيانات في المنطقة الحرة ومارسة الأنشطة المرخص بها داخل المنطقة الحرة أو من خلالها، يخضع حصرًا لاحكام التنظيمية الواردة في تشريعات ووثائق المناطق الحرة ويدعمها على النحو الموصى به في تلك التشريعات.

المادة 5 (الهيئات الأخرى في الدولة)

(1) أي شخص مرخص له تنفيذ أيّ نشاط مرخص به في المنطقة الحرة أو من خلالها يقدّم طريقًا للتشريعات المحلية، لا يحتاج الحصول على أيّ ترخيص أو موافقة أو تصريح أو تسجيل آخر في الدولة لمارسة ذلك النشاط في أو من منطقة حرة. ومن خلال ذلك يتمّ تنظيم那个人 في تشريعات وإجراءات التنظيم والوثائق المرتبطة بها في تشريعات المناطق الحرة فقط.

(2) يقع أي ترخيص أو تنظيم لأيّ نشاط يقوم به شخص مرخص وفقًا لتشريعات المناطق الحرة (وفق ما هو مقصود بتشريعات المناطق الحرة أو أيّ من تشريعاتها).
Legislation will (subject only as provided in Article 7) fall outside the jurisdiction of the other authorities of the State.

State laws relating to the licensing or regulation of any economic activity which would apply to such persons (but for the Free Zones Legislation) will not apply to the carrying out of Permitted Activities by such persons, to the extent they regulate matters the subject of the Free Zones Legislation or to the extent they are otherwise excluded by, conflict with or are inconsistent with such legislation.

Article 6 (Commencement)

These Regulations will come into force on the date issued or determined by the Board.

PART 2 – Licensing of Business Activities within the Free Zone

Article 7 (Conducting business in the Free Zone)

(1) No person will carry out any Permitted Activity in or from the Free Zone unless it has been issued a Licence in accordance with these Regulations.

(2) Without prejudice to Article 7(1), no person will carry out any financial services activities in or from the Free Zone unless it has complied with the Financial Services Regulations.

(3) The Authority may elect to issue specific licences to persons who provide support or ancillary services within the Free Zone. The Authority will determine which provisions of these Regulations will apply to and govern such licences (including any benefit or incentive which may be made available by the Authority to such persons).

Article 8 (Application)

(1) An Applicant must submit an Application in the form that the Authority prescribes. The Application must include the following:

(a) a brief background on the Applicant;
(b) a Business Plan;

(c) a statement of the Applicant’s Designated Land requirements, including type of property, gross internal area required and the term;

(d) a statement of the Applicant’s intended activities by reference to the Schedule of Permitted Activities;

(e) any other information or document which the Authority requires from time to time; and

(f) payment or evidence of payment of the relevant fee for the Application as set out in the Schedule of Fees.

(2) The Authority will not assess an Application that does not comply with Article 8(1) or any other applicable requirement.

(3) The Authority may approve or reject the Application.

(4) Any failure by the Applicant to provide the information required by Article 8(1) (or appropriate verification of such information) in a timely manner may result in a rejection of the Application.

(5) If the Authority approves an Application, a Letter of Intent will be issued confirming the reservation of Designated Land for the Applicant, including any terms and conditions applicable to such reservation (including but not limited to the period of time for which the reservation will apply and any rights of access to the Designated Land), and attaching a draft of the Lease to be entered into by the Free Zone Entity.

(6) In the event that an Application is approved by the Authority:

(a) the Applicant must form a Free Zone Entity; and

(b) the Free Zone Entity must enter into a Lease in accordance with Article 16.

(7) Once the Free Zone Entity enters into the Lease, the Authority will issue the Free Zone Entity with a Licence.
The Authority may impose any additional condition, restriction or requirement in the Licence.

An Applicant may make a written request to withdraw the Application at any time before a decision has been made by the Authority regarding the Application for a Licence.

Article 9 (Licensing Criteria)

1. The Authority may not approve an Application unless it is satisfied that the Applicant has fulfilled the relevant Licensing Criteria.

2. The Authority may also take into account, the following matters in determining whether to approve or reject an Application:
   a. the activity that the Applicant wishes to conduct;
   b. the position and circumstances of the Applicant, the Application, the Permitted Activity and any implications or potential implications in respect of the State, other states or other bodies, institutions and organisations, and the Free Zone Entities;
   c. the need to protect the public interest, reputation or efficient operation of the Free Zone or the State;
   d. the position and circumstances of the Authority or the State and their objectives, strategies and priorities;
   e. the accuracy and veracity of the supporting information supplied by the Applicant; and
   f. any other factors which the Authority deem appropriate.

Article 10 (Information contained in the Licence)

A Licence will state:

1. the Free Zone Entity’s registered name and trading name (if applicable);

The Authority may impose any additional condition, restriction or requirement in the Licence.

An Applicant may make a written request to withdraw the Application at any time before a decision has been made by the Authority regarding the Application for a Licence.

The Authority may not approve an Application unless it is satisfied that the Applicant has fulfilled the relevant Licensing Criteria.

The Authority may also take into account, the following matters in determining whether to approve or reject an Application:

- the activity that the Applicant wishes to conduct;
- the position and circumstances of the Applicant, the Application, the Permitted Activity and any implications or potential implications in respect of the State, other states or other bodies, institutions and organisations, and the Free Zone Entities;
- the need to protect the public interest, reputation or efficient operation of the Free Zone or the State;
- the position and circumstances of the Authority or the State and their objectives, strategies and priorities;
- the accuracy and veracity of the supporting information supplied by the Applicant; and
- any other factors which the Authority deem appropriate.

A Licence will state:

1. the Free Zone Entity’s registered name and trading name (if applicable);
Article 11 (Term of the Licence)

1. A Licence remains valid unless revoked or the Free Zone Entity holding the Licence is dissolved.

2. At least thirty (30) days before each anniversary of the issue of the Licence, the Free Zone Entity must:
   (a) pay the applicable annual fee as set out in the Schedule of Fees;
   (b) supply to the Authority details of any changes to the Free Zone Entity in the form prescribed by the Authority;
   (c) if required, provide to the Authority copies of its latest financial statements; and
   (d) satisfy any other requirement imposed by the Authority.

Article 12 (Conditions, restrictions and requirements following issuance of a Licence)

1. The Authority may as it considers appropriate, by notice in writing, impose any condition, restriction or requirement on the Licence of a Free Zone Entity or require a person specified in the condition, restriction or requirement to take or refrain from taking any action:
   (a) if the Free Zone Entity has requested the Authority to take such action in a form duly authorised by the Free Zone Entity;
   (b) if the entity’s Certificate is invalid, revoked or suspended for any reason;
(c) if the Free Zone Entity has breached any condition, restriction or requirement of its Licence or no longer meets or is unlikely to meet the relevant Licensing Criteria;

إذا خالف كيان المنطقة الحرة أي شرط أو قيد أو مطلب من الترخيص الممنوح له أو لم يعد يستطيع أو من غير المتوقع أن يستطيع متطلبات الترخيص ذات الصلة;

(d) if the Free Zone Entity has furnished misleading or inaccurate information to the Authority for the purpose of obtaining or receiving a Licence or complying with any other obligation under the Free Zones Legislation;

إذا لم يكن لدى كيان المنطقة الحرة عدد إيجار ساري المفعول أو لم بدأ بالنشاط المرخص به خلال الفترة التي تحددها الهيئة;

(e) if the Free Zone Entity does not hold a valid Lease or has not commenced the Permitted Activity within the period prescribed by the Authority;

إذا لم يتم كيان المنطقة الحرة بدفع المبالغ المستحقة وواجبة السداد وفقاً لهذه اللائحة أو أي من تشريعات المناطق الحرة بما في ذلك أيّ رسم أو غرامات مطبقة;

(f) if the Free Zone Entity has not paid amounts due and payable under these Regulations or any Free Zones Legislation including any applicable fees or fines;

إذا توقف كيان المنطقة الحرة عن القيام بالنشاط المرخص به في المنطقة الحرة لمدة تسعين (90) يوماً;

(g) if the Free Zone Entity has ceased to carry out the Permitted Activity in the Free Zone for a period of ninety (90) days;

إذا كان كيان المنطقة الحرة يقوم بأي نشاط ذي طبيعة أو فئة مختلفة عن النشاط المرخص به;

(h) if the Free Zone Entity is carrying out any activity of a different nature or category to that of the Permitted Activity;

إذا كان كيان المنطقة الحرة يقوم بأي نشاط ذي طبيعة أو فئة مختلفة عن النشاط المرخص به;

(i) upon assignment (directly or indirectly) of benefit in interest in or Control of the Free Zone Entity to any third party, or any change in the ownership of the Free Zone Entity without the prior written consent of the Authority;

في حال خالف كيان المنطقة الحرة أي من أحكام عقد الإيجار، يتم عندها إنهاء عقد الإيجار من قبل أي من الطرفين أو إذا انتهى عقد الإيجار ولم يتم تجديده خلال ثلاثين (30) يوماً من انتهاء مدته ولم تمنح الهيئة تمديداً عن الإيجار؛ إضافياً لوقت من أجل تجديد;

(j) if the Free Zone Entity is in breach of any of the provisions of its Lease, the Lease is terminated by either party to it or the Lease has expired and has not been renewed within thirty (30) days of expiration and the Authority has not granted an extension of time to renew;

إذا اصبح كيان المنطقة الحرة (أو الشركة المنشئة في حالة الفرع) غير قادر على سداد دينه أو أقر بعدم القدرة على سدادها عند استحقاقها، أو حق دفع أي مديوناته، أو بسبب المصروفات المالية الفعلية أو الموقعة. بدأ بمالاً مع دائن واحد أو أكثر من دانته يهدف إعادة جدولة أيّ من مديوناته المالية؛

(k) upon a contravention of any provision of the Free Zones Legislation or any laws applicable to the Free Zone Entity;

إذا خالف كيان المنطقة الحرة أو أي قواعد أخرى تسرى على كيان المنطقة الحرة;

(l) if a Free Zone Entity (or, in the case of a Branch, an Originating Company) is unable to or admits inability to pay its debts as they fall due, suspends making payments on any of its debts or, by reason of actual or anticipated financial
(m) upon any order of any court of competent jurisdiction to revoke or suspend the Licence; and

(n) if the Authority considers it necessary for the protection of the public interest or reputation or proper operation of the Free Zone.

(2) The right of the Authority to impose any condition, restriction or requirement pursuant to Article 12(1) includes the right to vary or revoke any condition, restriction or requirement previously imposed by the Authority.

Article 13 (Revocation or suspension of a Licence)

(1) The CEO may by notice in writing, revoke or suspend a Free Zone Entity’s Licence if any of the events mentioned in Article 12(1) occur or where the Free Zone Entity is in breach of its Licence.

(2) A Free Zone Entity may refer a decision issued pursuant to Article 13(1) as a grievance for the review by the Board within fifteen (15) days of receipt of the decision. The Board will provide a written statement of its decision and supporting reasons within a period of one (1) month from the date of receipt of the grievance.

(3) The Free Zone Entity may, within a period of three (3) months of the decision of the Board, refer the decision to a court of competent jurisdiction under the Free Zones Legislation.

(4) If the Authority suspends or revokes the Licence, the Free Zone Entity must immediately:

(a) cease to carry out all activities in and from the Free Zone; and

(b) notify all relevant third parties about such suspension or revocation of its Licence.
If the Authority suspends or revokes the Licence, the Authority may publicise or notify any person of such revocation or suspension.

Article 14 (Role of the Manager)

The Applicant or the Free Zone Entity must at all times appoint at least one (1) Manager who is its principal representative within the Free Zone and will represent the Applicant or the Free Zone Entity in all matters which relate to the Free Zones Legislation.

An Applicant may in its Application specify the extent of the powers of the individual appointed as the Manager. In the absence of any specification, limitation or regulation, the Manager will be deemed to have all powers and authority necessary to legally bind the Applicant or the Free Zone Entity in all dealings with all third parties.

A copy of any instrument setting out the powers of the Manager must first be registered with the Authority and thereafter shall be included in the Register and the Licence.

An Applicant or a Free Zone Entity must notify the Authority in writing within fourteen (14) days of any change of Manager or the scope of his powers using the prescribed form and payment of the relevant fee (if any).

PART 3 – Benefits and Incentives

Article 15 (Benefits and incentives)

The Authority may determine from time to time, in accordance with the Free Zones Law, the benefits or incentives that may be made available to an Applicant or a Free Zone Entity.

Any Licence issued by the Authority may be accompanied by a notice specifying the benefits or incentives to be made available by the Authority to the Applicant or Free Zone Entity.

PART 4 – Leases

Article 16 (The Lease)
The requirements imposed on a Free Zone Entity in Articles 16(2) to 16(5) are conditions of a Licence.

An Applicant must sign a Lease with the Landlord within the period stipulated by the Authority in the Letter of Intent.

A Free Zone Entity must pay fees for the Designated Land in accordance with the terms of the Letter of Intent or the Lease.

A Free Zone Entity must not sub-lease the Designated Land to any person without the prior written approval of the Authority. Where the Authority approves a sub-lease (which approval may be granted subject to any additional conditions, restrictions or terms prescribed by the Authority), the Free Zone Entity will be jointly and severally liable and responsible, along with the sub-lessee, to the Authority and any person for any act or omission of the sub-lessee, which act or omission is contrary to any Free Zones Legislation. Any sub-leasing arrangement entered into between the Free Zone Entity and a sub-lessee must not contradict or override any master lease agreement entered into between such Free Zone Entity and the Landlord or any Free Zones Legislation. The sub-lease agreement must be approved by the Authority.

Where applicable, the Free Zone Entity must carry out and complete all works on the Designated Land in accordance with the terms of the Letter of Intent, the Lease, the Free Zones Legislation and the requirements of the Authority to enable it to carry out the Permitted Activities.

If the Free Zone Entity is unable to complete all works within the period stipulated in the Lease for any exceptional reason, the Authority may extend the period for completion.

A Landlord will be entitled to, subject to obtaining the prior approval of the Authority, enter into any arrangements to sub-lease, assign, transfer, novate or dispose of any Lease without the prior written consent of any other person.

If the Free Zone Entity is unable to complete all works within the period stipulated in the Lease for any exceptional reason, the Authority may extend the period for completion.

The requirements imposed on a Free Zone Entity in Articles 16(2) to 16(5) are conditions of a Licence.

A Free Zone Entity must not sub-lease the Designated Land to any person without the prior written approval of the Authority. Where the Authority approves a sub-lease (which approval may be granted subject to any additional conditions, restrictions or terms prescribed by the Authority), the Free Zone Entity will be jointly and severally liable and responsible, along with the sub-lessee, to the Authority and any person for any act or omission of the sub-lessee, which act or omission is contrary to any Free Zones Legislation. Any sub-leasing arrangement entered into between the Free Zone Entity and a sub-lessee must not contradict or override any master lease agreement entered into between such Free Zone Entity and the Landlord or any Free Zones Legislation. The sub-lease agreement must be approved by the Authority.

Where applicable, the Free Zone Entity must carry out and complete all works on the Designated Land in accordance with the terms of the Letter of Intent, the Lease, the Free Zones Legislation and the requirements of the Authority to enable it to carry out the Permitted Activities.

If the Free Zone Entity is unable to complete all works within the period stipulated in the Lease for any exceptional reason, the Authority may extend the period for completion.

A Landlord will be entitled to, subject to obtaining the prior approval of the Authority, enter into any arrangements to sub-lease, assign, transfer, novate or dispose of any Lease without the prior written consent of any other person.

If the Free Zone Entity is unable to complete all works within the period stipulated in the Lease for any exceptional reason, the Authority may extend the period for completion.
grant the Free Zone Entity an extension of time to permit it to complete the works on the Designated Land.

(8) A Lease entered into by a Landlord before or after the issuance of these Regulations is only effective if approved by the Authority.

PART 5 – Powers of the Authority

Article 17 (Power to request information and documentation)

(1) The Authority may exercise all powers granted to it pursuant to any of the Free Zones Legislation, including requiring a Free Zone Entity, by written notice, to do the following:

(a) provide to the Authority in the manner and in the form prescribed in the Authority’s notice, any information or document which the Authority may require for the exercise of its duties or powers under the Free Zones Legislation; and

(b) permit an officer or agent of the Authority or any other competent authority of the State to enter any Designated Land occupied by the Free Zone Entity for the purpose of obtaining or verifying any information.

(2) The Authority’s powers referred to in Article 17(1) include the right to make copies of any documents produced by the Free Zone Entity and require the Free Zone Entity to certify the accuracy of the copies.

(3) A Free Zone Entity must co-operate fully with, and respond to any requests from, the Authority or any of its representatives, investigators, advisors or consultants for information or documents relating to its Shareholders (including details concerning their legal owners and Beneficial Owners), business, assets and activities within the period prescribed in the notice.

Article 18 (Power to investigate)

(1) The Authority may appoint one or more persons to investigate the affairs of a

(8) لا يكون عند الإجازة الذي يبرمه الموخر قبل أو بعد إصدار هذه اللائحة سارياً إلا إذا وافق عليه الهيئة.
Free Zone Entity, to determine whether a person or entity has contravened a provision of the Free Zones Legislation, breached a term of its Licence, or following receipt of a complaint from a third party.

(2) The Authority will notify the Free Zone Entity of the appointment of such investigators(s) in writing.

(3) The investigator(s) may, if considered necessary for the purposes of the investigation, look into the affairs of any other body corporate which is an affiliate of a Free Zone Entity or any other person who is connected to a Free Zone Entity.

(4) The Authority may on written notice require a Free Zone Entity to allow the investigator(s) to enter the Designated Land of a Free Zone Entity if considered necessary for the purpose of carrying out the investigation pursuant to this Article 18.

(5) The investigator must submit a report to the Authority as soon as practicable following completion of its investigation and the report must include the investigator’s findings on whether the Free Zone Entity is in contravention of any part of the Free Zones Legislation or in breach of its Licence.

Article 19 (Power to regulate form and content of advertising)

(1) The Authority may by written notice to a Free Zone Entity:

(a) object to a trading name used by a Free Zone Entity if it considers that the trading name is misleading to the public or is otherwise undesirable; and

(b) request a retraction of any advertisement or campaign which the Authority considers misleading or necessary in order to protect the public or the reputation or proper operation of the Free Zone.

(2) Where the Authority has given a Free Zone Entity notice under Article 19(1), the entity must not use the trading name and must cease carrying out the
undesirable or misleading advertising or campaign activity.

**PART 6 – Register**

**Article 20 (Register)**

1. The Authority will establish and maintain a Register of Free Zone Entities.

2. The Register may be held in electronic form or in any other permanent manner and may include all relevant information contained in an Application and a Licence, including:

   a. the registered name, number and address of the Free Zone Entity;

   b. the Permitted Activity of the Free Zone Entity;

   c. the registered name and address of the Applicant and any other parent company (including the Originating Company) or shareholder (along with details of the legal owner and Beneficial Owners of any body corporate);

   d. the name, address and identification details of the Shareholders of the Free Zone Entity;

   e. the Lease;

   f. the name, address, identification details and powers of the Manager;

   g. any condition, restriction or requirement imposed upon the Licence;

   h. any key asset (movable or immovable) owned, leased, occupied or used by the Free Zone Entity;

   i. any mortgage, pledge, charge or other encumbrance (howsoever described and howsoever arising) created by the Free Zone Entity or over any part of its assets; and

   j. any other information deemed relevant by the Authority.

3. The Authority may decide to update the information required for the Register from time to time and each Free Zone Entity.

**المقسم 6 - السجل**

المادة 20 (السجل)

1. على الهيئة القيام بإنشاء سجل لكيانات المنطقة الحرة والحفاظ عليه.

2. يجوز الاحتفاظ بالسجل إلكترونياً أو بأيّ طريقة أخرى بصورة دائمة، وقد تشمل جميع المعلومات الارتباط في اللطلب والترخيص ذات الصلة على:

   a. الأسم المسجل ورقم التسجيل وعنوان كيان المنطقة الحرة;

   b. النشاط المرخص به كيان المنطقة الحرة;

   c. الاسم المسجل والعنوان لمقرّ الطالب والشركة الأم (بما في ذلك الشركة المنشأة) أو الشريك (بالإضافة إلى معلومات المالك المالي والمملوكيين المستفيدين من أي شخص اعتباري);

   d. اسم وعناوين الشركاء في كيان المنطقة الحرة وتفاصيل البوة الخاصة بكل منهم;

   e. عقد الإيجار;

   f. اسم وعنوان وصلاحيات المديروبيانات هوئية;

   g. أي شرط أو قيد أو مطلوب مفروض على الترخيص;

   h. أي أصول رئيسية (منقولة أو غير منقولة) مملوكة أو مستأجرة أو مغولة أو مستخدمة من قبل كيان المنطقة الحرة;

   i. أي رهن أو رهن حيازي أو عبء أو تكليف آخر (بحمالة أو موصولاً وناشئاً) تم إنشاؤه بواسطة كيان المنطقة الحرة أو على أي جزء من أصوله;

   j. أي معلومات أخرى تراها الهيئة ذات صلة.

3. يجوز للهيئة أن تقرر تحديث المعلومات المطلوبة للسجل من وقت لآخر، ويجب على كل كيان في المنطقة الحرة
Entity must provide any additional information requested by the Authority (within the timelines prescribed by the Authority).

(4) The Authority may make available information contained in the Register maintained by it to the public or to any interested persons in accordance with the prevailing Free Zones Legislation.

(5) A Free Zone Entity must promptly supply to the Authority, using the prescribed form, details of any changes to the information contained in the Register within the timelines prescribed by the Authority or in any of the Free Zones Legislation.

PART 7 – General Provisions

Article 21 (Fees)

(1) The Authority will issue a Schedule of Fees and may update the schedule from time to time.

(2) An Applicant or a Free Zone Entity must pay any fee due to the Authority immediately upon the fee becoming due.

(3) Fees paid by an Applicant or a Free Zone Entity are not refundable.

Article 22 (Fines)

(1) The Authority will issue a Schedule of Fines and may update the schedule from time to time.

(2) The Authority may impose fines for a contravention of the Free Zones Legislation.

Article 23 (Service of documents)

A document served in relation to any matter under the Free Zones Legislation may be served on a Free Zone Entity and will be deemed delivered by leaving it at the registered office of the Free Zone Entity in the Free Zone.

Article 24 (Alternative corporate structures)
The Authority may from time to time issue Licences to persons to establish alternative forms of corporate structures or legal entities within the Free Zone (other than a Company or a Branch).

The Authority will determine which parts of the Free Zones Legislation (in whole or in part) will apply to such structures or entities.

Article 25 (Entities incorporated or registered within the State)

An entity incorporated or registered in the State may apply to establish a Free Zone Entity provided it complies with these Regulations and satisfies the requirements of the Authority.

Article 26 (Amendments to these Regulations)

These Regulations, or any part of these Regulations, and any rules, policies, decisions or orders supplementing these Regulations may at any time be replaced, cancelled, updated, restated, revised or reissued without prior notification to any person and such regulations, rules, policies, decisions or orders will have the same legal effect as these Regulations. No person will have a right to bring any claim or action against the Authority based upon any replacement, cancellation or amendment of these Regulations.

An Applicant and a Free Zone Entity are required to comply with the version of these Regulations or any rules, policies, decisions or orders supplementing these Regulations as are currently in force and will not be relieved from any obligation to comply with the current version of these Regulations or any such rules, policies, decisions or orders because such person was not aware that these Regulations had been updated, restated, revised or reissued or that the rules, policies, decisions or orders were in force.
## Annex 1

**Revisions to the Licensing Regulations**

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[Abbreviation Key]

1. المرفق
2. التعديلات على لائحة الترخيص