
Federal Decree-Law No. (37) of 2021

Issued on 20/09/2021

Corresponding to 13 Safar 1443 H.

ON THE COMMERCIAL REGISTER**Abrogating****Federal Law no. 5 of 1975**

We, Khalifa bin Zayed Al Nahyan, President of the United Arab Emirates State,

After perusal of the Constitution,

Federal Law no. (1) of 1972 on the Competencies of Ministries and Powers of Ministers, and its amendments;

Federal Law no. (5) of 1975 on the Commercial Register;

Federal Law no. (5) of 1985 promulgating the Civil Transactions Law and its amendments;

Federal Law no. (11) of 1992 promulgating the Civil Procedure Law and its amendments;

Federal Law no. (10) of 1993 promulgating the Law of Evidence in Civil and Commercial Transactions, and its amendments;

Federal Law no. (18) of 1993 promulgating the Commercial Transactions Law, and its amendments;

Federal Law no. (4) of 2000 on UAE Securities & Commodities Authority and Market, and its amendments;

Federal Law no. (8) of 2004 on the Financial Free Zones;

Federal Law no. (1) of 2006 on Electronic Transactions and Commerce and its amendments;

Federal Decree-Law no. (9) of 2016 on Bankruptcy, and its amendments;

Federal Decree-Law no. (14) of 2018 on the Central Bank and the Regulation of Financial Institutions and Activities, and its amendments;

Federal Decree-Law no. (19) of 2019 on Insolvency;

Federal Law no. (4) of 2020 on Securing Interest with Movable Property;

Federal Decree-Law no. (32) of 2021 on Commercial Companies;

And according to the suggestion of the Minister of Economy and the approval of the Cabinet,

Issued the following Decree-Law:

Article 1 – Definitions

In the implementation of the provisions of this Decree-Law, the following words and expressions shall have the meanings stated beside them unless the context requires otherwise:

State: The United Arab Emirates.

Ministry: Ministry of Economy

Minister: Minister of Economy

Competent Authority: Local government entity and free zone authorities competent to issue licences for Economic Activities, which include commercial, industrial, tourism, media and other Economic Activities licensed in the State.

Economic Activity: It includes commercial, industrial, tourism, media, and other Economic Activities licensed in the State.

Economic Register: A database to be established at the Ministry that includes Commercial Register data, such as names and data of those subject to the provisions of this Decree-Law and the Commercial Register number, which is provided by the Competent Authority, in addition to any other data specified by the Implementing Regulation of this Decree-Law.

Commercial Register: A database to be established at the Competent Authority, in which the names and data of those subject to the provisions of this Decree-Law are registered with the Competent Authority, each within its competence.

Economic Register Number: An identification number issued to the establishment of Economic Activity upon its registration in the Economic Register at the Ministry.

Commercial Register Number: An identification number issued to the establishment of Economic Activity upon its registration in the Commercial Register at the Competent Authority.

Article 2 – Objectives

This Decree-Law aims to:

- 1- Regulate the uses of the Commercial and Economic Registers in the State.
- 2- Provide an accurate and unified database for all the data related to traders and Economic Activities licensed in the State, and any updates or modifications to such data.

Article 3 - Scope of Implementation

The provisions of this Decree-Law shall apply to everyone who carries out an Economic Activity in the State, and in particular the following categories:

- 1- Companies subject to the provisions of the Commercial Companies Law.
- 2- Civil companies that take one of the forms of commercial companies.
- 3- Companies established by the federal Government or local Governments or in which they participate, and that carry out an Economic Activity in the State.
- 4- Companies and establishments that practice a professional activity.
- 5- Companies established by law or pursuant to a Law or Decree to practice a commercial activity.
- 6- Branches, offices and agencies of foreign companies.
- 7- Companies and establishments that practice their activities in the free zones in the State.
- 8- Sole proprietorships.
- 9- Any other entities to be added by virtue of a Cabinet Decision.

Article 4 - Establishment of the Commercial and Economic Registers

1- A Commercial Register shall be established in the Competent Authority in which the names of those subject to the provisions of this Decree-Law shall be stated, along with all data and documents stipulated in this Decree-Law and those specified by the Implementing Regulation of this Decree-Law and other laws. Every change in such data shall also be stated therein.

2- A register called the Economic Register shall be established in the Ministry, which includes the data of those subject to the provisions of this Decree-Law, along with the data and information of the Commercial Register and every change that occurs to such data. This register may include any other data specified by the Implementing Regulation of this Decree-Law.

3- The economic data in the Economic Register shall be the property of the Ministry.

4- It shall be prohibited for any physical or legal person to practice any Economic Activity unless it is registered in the Commercial Register.

Article 5 - Application for Registration in the Commercial Register

1- Those subject to the provisions of this Decree-Law shall submit an application for registration in the Commercial Register to the Competent Authority according to the form prepared by the latter, containing the following data:

- a- Name of the applicant and proof of his identity and address.
- b- The trade name with which he wishes to practice the commercial activity, if any.
- c- The legal form he wishes to take to carry out the activity.

- d- Type of activity he wishes to practice.
- e- Amount of capital, if any.
- f- Address of business concern, if any.
- g- Names of authorised signatories.
- h- E-mail address and contact numbers.
- i- Any other documents or data stipulated in the Implementing Regulation or in other laws.

2- The Competent Authority shall, after the licensing requirements being met, decide on the application for registration, and in the event of approval of the application for registration, the applicant shall be granted a certificate of his registration in the Commercial Register, after paying the prescribed fee. The Competent Authority shall include the data referred to in Clause (1) above in its Commercial Register and shall update such data and any changes occurring thereto.

3- The Competent Authority shall link and share the data referred to in Clause (1) above, and any change or update occurring thereto in the Economic Register, during the period and by the means and mechanism specified by the Implementing Regulation of this Decree-Law. The Ministry and the Competent Authority shall complete the procedures for electronic linkage with the Economic Register.

Article 6 - Notation of Change or Amendment of the Data of Registration in the Commercial Register

1- The person registered in the Commercial Register shall request notation of any update or amendment occurring to the registration data during the period specified by the Competent Authority, and the same procedures of registration in the Commercial Register shall apply in this regard.

2- The Competent Authority may, sua sponte, notate any change or modification that occurs to the registration data, in accordance with the cases and procedures specified by the Implementing Regulation of this Decree-Law. In such event, the Competent Authority shall notify the person whose data is notated in the Commercial Register within the period specified by the Implementing Regulation of this Decree-Law.

Article 7 - Registration Renewal in the Commercial Register

The registration renewal in the Commercial Register shall be in accordance with the rules and procedures specified by the Implementing Regulation of this Decree-Law.

Article 8 - Commercial Register Number and Display of the Registration Certificate

The Implementing Regulation of this Decree-Law shall specify the cases in which those subject to the provisions of this Decree-Law shall mention the Commercial Register number in their businesses and transactions with third parties, as well as the cases and conditions in which their registration certificate in the Commercial Register shall be displayed inside the business concern or on the websites of the business concern.

Article 9 - Cases of Deletion of Registration in the Commercial Register

1- The person subject to the provisions of this Decree-Law or his representative, heirs or liquidators - as the case may be - shall request, in accordance with the conditions prescribed for registration, the deletion of registration from the Commercial Register in any of the following cases:

a- In cases of sole proprietorships and the like:

(1) The person subject to the provisions of this Decree-Law abandons his Economic Activity, or leaves the State permanently, unless he appoints a responsible manager in his place to manage his Economic Activity.

(2) Death of the person subject to the provisions of this Decree-Law, unless his heirs request the continuation of the Economic Activity, provided that the provisions of any other law are not violated and that they meet the conditions for carrying out that activity.

b- In case of legal entity:

(1) End of the company's liquidation.

(2) Demise of the legal entity of the company.

c- Any other cases specified by the Implementing Regulation of this Decree-Law.

2- The application shall be submitted within the period specified by the Competent Authority. If the concerned person does not submit the application for deletion on the specified date, the Competent Authority may, after verifying the event that leads to the deletion, delete this registration sua sponte. The data shall be updated in the Commercial Register, and the Ministry and the concerned entities shall be notified thereof.

Article 10 - Judicial Rulings and Notation in the Commercial Register

Courts or judicial committees shall send to the competent local authority a copy of the rulings set forth hereinafter within the period and by the means and mechanism specified by the Implementing Regulation of this Decree-Law, for notation accordingly in the Commercial Register:

1- Rulings for adjudicating or canceling bankruptcy, rulings for setting the date for cessation of payment of debts, or amending the same, or decisions for accepting and ending judicial deposits, and rulings for objecting thereto (if any).

2- Rehabilitation rulings.

3- Rulings and decisions issued to impose enjoinder on those subject to the provisions of this Decree-Law, to appoint trustees or agents for absentees, or to dismiss them or lift the enjoinder.

4- Rulings for the dismissal of partners or dismissal of managers.

5- Rulings for the dissolution and liquidation of companies or their nullification and the appointment or dismissal of liquidators.

6- Rulings for placing the business concern under judicial custody.

7- Rulings and decisions issued to give permission to a minor or his representative to trade, cancel or restrict permission to trade in a business concern.

8- Rulings issued to impose penalties preventing the person subject to the provisions of this Decree-Law from carrying out his business, and to state the name of the trustee and the date of his appointment.

9- Rulings issued concerning judicial custody.

10- Any other rulings or decisions issued by the Courts or Judicial Committees specified by the Implementing Regulation of this Decree-Law.

The Competent Authority shall notate in the Commercial Register in accordance with these rulings and decisions as soon as it is notified of the same, in accordance with the procedures prescribed in the Implementing Regulation of this Decree-Law.

Article 11 - Mortgage of Business Concern

Any mortgage of the business concern or any of its elements specified in the Implementing Regulation of this Decree-Law shall be registered in the Commercial Register. The Implementing Regulation of this Decree-Law shall specify the procedures for its registration.

Article 12 - Regulation of the Procedures of Deletion and Restoration of Registration

The Implementing Regulation of this Decree-Law shall regulate the procedures and rules for deletion of registration in the Commercial Register, and the procedures and conditions for restoration thereof.

Article 13 - Data and Information of the Commercial Register and Economic Register

The Ministry and the Competent Authority, as the case may be, may publish on its website the data of the Commercial or Economic Register specified by the Implementing Regulation of this Decree-Law.

Article 14 - Liability for Validity of Data

The applicant for registration shall be liable for the validity and accuracy of the data and documents contained in the application, and the Competent Authority shall not be liable for the invalidity and inaccuracy of the data.

Article 15 - Res Judicata of Registration Data

The data entered in the Commercial Register and the Economic Register shall be considered an argument in favour of the establishment with Economic Activity, or against it, from the date of its registration, and it is not permissible to protest against third parties with any statement that shall be registered or notated unless this procedure is taken. However, a third party with interest may invoke this statement against the person subject to the provisions of this Decree-Law.

Article 16 - Access to the Registration Data

1- Any person may access the basic data and documents registered in the Commercial or Economic Register as specified by the Implementing Regulation of this Decree-Law.

2- Any person may request the Ministry or Competent Authority to obtain an extract of the registration data in the Commercial or Economic Register or any other specified data, as specified by the Implementing Regulation of this Decree-Law.

3- Government entities may access the registration data in the Commercial Register or the Economic Register as required by the nature of their work and to the extent necessary to carry out the same, in accordance with the Implementing Regulation of this Decree-Law.

Article 17 - Correction of Errors

1- If the Competent Authority finds that a material or procedural error has occurred during the registration or amendment process, it shall correct it within the period specified by the Implementing Regulation from the date of discovering the error or from the date of submitting the correction application by a person with a capacity or the legal representative of the establishment with Economic Activity.

2- If a correction request is submitted by a person with a capacity or the legal representative of the establishment with Economic Activity, and the Competent Authority finds that there is no error, its decision to reject the request shall be justified.

Article 18 - Appeal

Any interested party may file an appeal to the Competent Authority against the decision of registration or notation of amendment, removal, or restoration, within a period of (15) fifteen days from the date of notification of the decision of rejection, provided that the appeal is justified and accompanied with all supporting documents. Such appeal shall be decided upon within (30) thirty days from the date of submittal thereof according to the procedures in force at the Competent Authority.

Article 19 – Administrative Sanctions

The acts committed in violation of the provisions of this Decree-Law and the decisions issued thereunder shall be subject to the administrative sanctions issued by the Competent Authority in this regard.

Article 20 - Adjustment of Situations

Those addressed by the provisions of this Decree-Law shall adjust their situation in accordance with its provisions, within a period not exceeding one year from the date of becoming aware of its provisions, and such period may be extended by a Cabinet Decision.

Article 21 - Economic Register Fees

The Cabinet may issue a decision concerning the fees necessary for the implementation of the provisions of this Decree-Law.

Article 22 - Implementing Regulation

The Cabinet shall – upon the Minister's suggestion and in coordination with the Competent Authority – issue the Implementing Regulation of this Decree-Law within (6) months from the day following the date of publication thereof.

Article 23 - Abrogations

1- Federal Law no. (5) of 1975 on the Commercial Register shall be abrogated, as well as any provision contrary to or inconsistent with the provisions of this Decree-Law.

3- The decisions and rules in force before the provisions of this Decree-Law come into force, and in a manner that does not conflict with its provisions, shall continue to be effective until the issuance of their replacement in accordance with the provisions of this Decree-Law.

Article 24 - Publication and Entry into Effect of the Decree-Law

This Decree-Law shall be published in the Official Gazette and shall enter into effect (6) months from the day following the date of publication thereof.

Issued by us at the Presidential Palace in

Abu Dhabi:

On: 13 Safar 1443 H

Corresponding to: 20 September 2021

Khalifa bin Zayed Al Nahyan

President of the United Arab Emirates State

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