

# **GUIDELINE ON NOTIFYING CHANGES TO AN FZCO**

**(to ensure compliance to the Implementing Regulations  
No. 1 of 1999,  
regarding Free Zone Company in Jebel Ali Free Zone  
issued pursuant to Dubai Local Law No. 2 of 1986).**

# SECTION 1

## **The Contents:**

Form No: 1A Board's Resolution regarding Increase of Share Capital.  
Form No: 1B Board's Resolution regarding Decrease of Share Capital.  
Form No: 1C Board's Resolution regarding the Distribution of (reduction in) share capital.

Form No: 2 Board's Resolution regarding Change of FZCO's Name.

Form No: 3 Board's Resolution regarding Change of FZCO's Address.

Form No: 4A Board's Resolution regarding Transfer of share(s) in Free Zone Company.

Form No: 4B Board's Resolution regarding the acceptance of Ownership

Form No: 5A Board's Resolution regarding Appointment of FZCO's Director / Manager / Secretary.

Form No: 5B Board's Resolution regarding Resignation / change in particulars of FZCO's Director / Manager / Secretary.

Form No: 6 Board's Resolution regarding Financial Year.

Form No: 7 Board's Resolution regarding the distribution of profits.

Form No: 8 Board's Resolution regarding the charge over shares.

Form No: 9 Board's Resolution regarding the security interest.

Form No: 10 Board's Resolution regarding De-registration.

Form No: 11 Board's Resolution regarding Establishment of New FZCO Branch.

Form No: 13 Board's Resolution regarding Change of FZCO Banker's Name & Address.

Form No: 14 Board's Resolution regarding Change of FZCO's auditor.

.....FZCO.

**Board's Resolution Regarding  
Increase of Share Capital.<sup>1</sup>  
(1) Cash / (2) Equipment & Machinery / (3) Profit**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Board of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the share capital shall be:

1. Increase to	Million Dirhams.	
Divided into	Shares of	Dirhams each. <sup>2</sup>

2. The Capital shall be distributed by shareholders as following:

<u>Name of Shareholders:</u>	<u>No. of Shares</u> <u>(Dhs. 100,000 each)</u>
------------------------------	--

With effect from the date of the Certificate of Change in Share Capital issued by the Jebel Ali Free Zone Authority.

**FZCO Board:**

Authorised signatory:

Signed by: \_\_\_\_\_ Date: \_\_\_\_\_ / \_\_\_\_\_ / 200

- 
- 1) Letter from the bank confirming the additional amount \* Audited Financial Statement from the external Auditors confirming existing Share Capital \* Original Share Certificate  
2) Copy of the Invoices confirming value of the Equipment & Machinery and Bill of Lading \* Audited Financial Statement from external Auditors confirming the existing Share Capital is maintained and confirming the net value of the Equipment & Machinery \* Original Share Certificate  
3) Audited Financial Statement from the external auditors confirming the net profit \* Original Share Certificate

**Note:** We charge 2% for Additional Increase with a minimum of AED 3000 and a maximum of AED 50,000/- plus 200AED for each new certificate.

<sup>1</sup> This specimen format must be written on FZE's letterhead.

<sup>2</sup> The amount of each share must be One Hundred Thousand Dirhams.

.....FZCO.

**Board's Resolution Regarding  
Decrease of Share Capital.<sup>3</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the share shall capital be:

<b>Decrease to</b>	<b>Dirhams.</b>	
<b>Divided into</b>	<b>Shares of</b>	<b>Dirhams each.<sup>4</sup></b>

With effect from the date of the Certificate of Change in Share Capital issued by the Jebel Ali Free Zone Authority.

**FZE Owner's Name:**

Authorised signatory:

Signed by:

Date:            /            / 200

<sup>3</sup> This specimen format must be written on FZE's letterhead.

<sup>4</sup> The amount of each share must be One Million Dirhams or Multiple thereof.



.....FZCO.

**Board's Resolution Regarding  
Change of FZCO's Name<sup>6</sup>**

According to the Implementing Regulations & Memorandum & Article of Association of the FZCO

I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the  
Jebel Ali Free Zone Authority, the above mentioned name be changed to the following new name:

.....FZCO.

With effect from the date of the Certificate of Change of Name issued by the Jebel Ali Free Zone  
Authority and accept all previous liabilities related to the old name of the above-mentioned FZCO.

**FZCO Board:**

Authorised signatory:

Signed by:

Date:            /            /200

*Please, attach with this:*

*1) Certificate of Formation 2) Share Certificates 3) Original Trade Licence*  
FZCO Reg. No.

Form No. 3

---

<sup>6</sup> This specimen format must be written on FZCO's letterhead.

.....**FZCO.**

**Board Resolution Regarding  
Change of FZCO's Address.<sup>7</sup>**

According the Implementing Regulations & Memorandum & Articles of Association of the FZCO.  
I / We being the Owner of the mentioned above FZE, hereby declare that subject to approval of the  
Jebel Ali Free Zone Authority, the address should be changed to:

**New Address:**

**With effect from**        /        /**200**

**FZCO Board:**

Authorised signatory:

Signed by:

Date:        /        /**200**

---

<sup>7</sup> This specimen format must be written on FZCO's letterhead.



.....**FZCO.**

**Board Resolution Regarding  
Acceptance of Ownership.<sup>10</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO and with effect from the date of the Certificate of transfer of shares issued by the Jebel Ali Free Zone. I / We being the Owner of the above mentioned FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, accept:

**1.a. Name:**.....**as the new owner of the share(s).**

**1.b. Nationality:**

**1.c. Address:**

2. and all previous liabilities related to the above mentioned FZCO.

I / We being the new Owner of the above mentioned FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, accept:

- 1. to be the new owner of the share(s) of the above mentioned FZCO.
- 2. all liabilities related to the above mentioned FZCO.

**The Name of the New Owner of the Share(s), Transferee:**

Authorised Signatory:

**FZCO Owner's Name (Transferor):**

Authorised Signatory

**Sign:**

Date:                    /                    /200

*Please, attach with this:*

- 1) *Audited Financial Statement from external Auditors confirming the existing Share Capital is maintained and confirming the net value of the Equipment & Machinery*
- 2) **Individual Shareholder:** *Specimen Signature, Passport Copy, Bank Reference regarding the personal Account, CV*
- 3) **Non-Individual Shareholder:** *Certificate of Formation and Memorandum and Articles of Association, both notarized and attested from the Country of Origin*

<sup>10</sup> This specimen format must be written on FZCO's letterhead.

.....FZCO.

**Board Resolution Regarding  
Appointment of FZCO's Director / Manager / Secretary.<sup>11</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we appoint the following as FZCO's Director / Manager / Secretary with effect from / / 200

**FZCO's Director**

Mr/Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

**FZCO's Manager / Secretary**

Mr/Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

**FZCO Board:**

Authorised signatory:

Signed by:

Date: / / 200.

---

*Please, attach with this:*

- 1) *Passport Copy*
- 2) *Specimen Signature +New Authorization Card+ Original Trade Licence (in case of appointing New Manager).*

FZCO Reg. No.

Form No. 5B

---

<sup>11</sup> This specimen format must be written on FZCO's letterhead.

.....FZCO.

**Board Resolution Regarding  
Resignation / Change in particulars of FZCO's Director / Manager / Secretary.<sup>12</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we accept the following FZCOE's Director / Manager / Secretary resignation / it's change in particulars with effect from / /200

**FZCO's Director**

Mr./Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

**FZCo's Manager / Secretary**

Mr./Ms.....

Holding Passport No.

Nationality:

Address in Dubai:

**FZCO Board:**

Authorised signatory:

Signed by;

Date: / /200

---

<sup>12</sup> This specimen format must be written on FZCO's letterhead.







.....**FZCO.**

**Board Resolution Regarding  
Security Interest<sup>18</sup>.**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the above mentioned FZCO (**mortgagor**), hereby declare that subject to approval of the Jebel Ali Free Zone Authority, our property (assets) detailed below is subject to mortgage:

**Description of the property (assets):**

**Date of mortgage:** / /200

**Amount Secured by mortgage:** **Dirhams.**

**Name of mortgagee:**

**Address of mortgagee:**

I / We being the mortgagee of the above mentioned FZCO's property, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, accept and take the responsibility of the mortgaged property (assets) detailed above.

**Signed by mortgagee:**

**FZCO Board (mortgagor):**

Authorised signatory:

Signed by Date: / /200

FZCO Reg. No.

Form No.10

---

<sup>18</sup> This specimen format must be written on FZCO's letterhead.  
*Please, attach with this a report from the FZCO's Auditor regarding FZCO's status & a copy of Mortgage Agreement. In case of Assignment of lease an FZCO should obtain an approval from JAFZA prior to this O.D.*

.....FZCO.

**Board Resolution Regarding  
De-registration.**<sup>19</sup>

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we wind up and de-register the mentioned FZCO under the supervision of an accountant with effect from / /200

**FZCO Board:**

Authorised signatory:

Signed by

Date: / /200

*Please, submit with this:*

- 1) *Certificate of Formation;*
- 2) *Share Certificates;*
- 3) *Original Trade Licence;*
- 4) *De-registration Fee – AED 5,000;*
- 5) *Licence Cancellation Fee – AED 1,500;*
- 6) *Liquidation Report from the External Auditors*

FZCO Reg. No.

Form No. 11

---

<sup>19</sup> This specimen format must be written on FZCO's letterhead.

.....**FZCO.**

**Board Resolution Regarding  
Establishment of New FZCO'S Branch.<sup>20</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, we establish a new branch in:

**Country:**

**Operating Name:**

**Address:**

**Legal Representative of our New Branch:**

**FZCO Board:**

Authorised signatory:

Signed by

Date:            /            /200

FZCO Reg. No.

Form No. 12

---

<sup>20</sup> This specimen format must be written on FZCO's letterhead.

.....FZCO.

**Owner's Declaration Regarding  
Change of FZE Banker's Name & Address.<sup>21</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the FZCO Banker's Name & Address should be changed to:

**FZCO Board:**

Authorised signatory:

Signed by

Date: / /200

FZCO Reg. No.

Form No. 13

<sup>21</sup> This specimen format must be written on FZCO's letterhead.

.....**FZCO.**

**Board Resolution Regarding  
Change of FZCO's Auditor.<sup>22</sup>**

According to the Implementing Regulations & Memorandum & Articles of Association of the FZCO. I / We being the Owner of the mentioned above FZCO, hereby declare that subject to approval of the Jebel Ali Free Zone Authority, the FZCO's Auditor is changed to:

**FZCO Board:**

Authorised signatory:

Signed by

Date:                    /                    /200

<sup>22</sup> This specimen format must be written on FZCO's letterhead.

---