

GUIDANCE NO. 1 OF 2019

DIFC NAMING POLICY

1. Introduction

- 1.1 This guidance is issued by the ROC pursuant Article 7(3)(a)(iii) of the Operating Law, and is relevant if you wish to establish or register in the DIFC. This guidance is indicative only and is subject to the discretion of the ROC in accordance with the provisions of Applicable Law.
- 1.2 This document does not apply to a person that is present in the DIFC pursuant to any permission provided by the ROC under Applicable Law (e.g. Persons that do not have a commercial licence for their operations in the DIFC).

2. Applicable Laws & Regulations

- (a) Operating Law, DIFC Law No. 7 of 2018 (Operating Law) – Articles 10 (Names), 11 (Change of name), 12 (Power to require change of name).
- (b) Operating Regulations, in force 12 November 2018 (Operating Regulations).

3. Definitions

- 3.1 The following capitalised terms have the meanings set out below:

Applicable Law any law administered by the ROC in the DIFC.

Branch a Person who has registered, or plans to register, as a branch by way of a foreign recognised company, general partner, limited partnership, limited liability partnership or foundation in the DIFC, whichever is applicable.

Copyright any copyright in a name protected by the UAE Federal Copyright Law and/or any other applicable legislation in the DIFC.

DED the Department of Economic Development of the Government of Dubai.

DFSA the Dubai Financial Services Authority.

DIFC the Dubai International Financial Centre.

DIFCA the DIFC Authority.

Person (a) a person planning to establish or continue an entity in the DIFC, or register as a Branch in the DIFC;

(b) a person who is established in the DIFC, or is registered as a Branch in the DIFC; or

(c) where relevant, any legal successor of (a) and (b),

and 'Persons' shall be construed as the plural thereof.

Registered Name the name reserved, proposed or recorded, as the case may be, as a Person's name for establishment, registration or continuation in the DIFC.

Relevant Jurisdiction the UAE or any other jurisdiction that the ROC may determine pursuant to the Operating Regulations.

Restricted Name any name that meets any one of the restriction criteria set out in paragraph 7.

ROC the Registrar of Companies in the DIFC and includes, where applicable, the DIFC's Registry Services function to whom certain duties have been delegated by the ROC.

Trading Name the name reserved, proposed or recorded, as the case may be, as a Person's trading name in the DIFC in the circumstances referred to in paragraph 9, which is different than a Person's Registered Name.

Trademark (a) a trademark registered under the UAE Federal Trademark Law and/or any applicable legislation in the DIFC; or

(b) a well-known trademark which (although not registered as a trademark in the UAE) is a well-known trademark of international reputation that surpasses the country of its origin and acquired fame in any relevant sector among consumers.

UAE the United Arab Emirates.

4. Choosing a name

4.1 Before choosing a Registered Name or a Trading Name for use in the DIFC you should check the DIFC's public register to see if the proposed name is not the same as, or closely resembles, an existing name on the DIFC's public register.

4.2 You may also want to check the proposed name against the [name register of the DED](#), as the DIFC also does not register any name that is the same as, or closely resembles, an existing name on the DED's register of names¹.

4.3 Prior to approving a proposed name, the ROC also checks its list of reserved names to ensure that it is not the same as, or closely resembles, an existing name on the list of reserved names.

4.4 The ROC does not check any proposed names against any Trademarks registry held by the UAE Ministry of Economy, or any other authority, but will require a Registered Name or a Trading Name to be changed if a relevant party brings to his attention that it infringes an existing Copyright or Trademark.

4.5 It is preferable that a Registered Name or a Trading Name reflects the nature of a Person's business in the DIFC but this is not required where you provide the ROC with a satisfactory reason why this should not be the case (e.g. where your Registered Name or Trading Name reflects a particular brand).

4.6 If your activities are regulated by the DFSA, you should also consider the [naming requirements of the DFSA](#).

4.7 If your proposed name closely resembles that of another Person or Branch in the DIFC or DED the ROC may consider your proposed name for approval if you distinguish yourself by adding your proposed activity in

¹ The intention is that at some point name checks will be performed with registration authorities throughout the UAE to ensure that a proposed Registered Name in the DIFC is not a restricted name within the context of what constitutes a Relevant Jurisdiction.

the DIFC to your name, which will assist in distinguishing yourself from someone else and the ROC is satisfied that no intellectual property rights or other legal infringement takes place by doing so.

5. Reserving a name

- 5.1 Prior to submitting an application for establishment, registration or continuation, you may apply to the ROC for the reservation of a proposed name using the form prescribed and paying the prescribed fee stated in the Operating Regulations.
- 5.2 You may put forward up to three (3) proposed names in order of preference but the ROC will only accept the first acceptable name in the stated order of preference for reservation.
- 5.3 Once accepted, a proposed name will remain reserved for a period of ninety (90) days after which the reservation will fall away automatically without any further notification. This period is counted with reference to calendar days, the first counted day being the calendar day after the date of acceptance of the name reservation by the ROC.

6. Suffixes

Persons established in the DIFC must end with the following words or abbreviations (each a suffix) at the end of their Registered Name as follows:

- (a) the name of a private company limited by shares must end with 'Limited' or 'Ltd';
- (b) the name of a public company must end with 'Public Limited Company' or 'PLC';
- (c) the name of a general partnership must end with 'General Partnership' or 'GP';
- (d) the name of a limited partnership must end with 'Limited Partnership' or 'LP';
- (e) the name of a limited liability partnership must end with 'Limited Liability Partnership' or 'LLP';
- (f) the name of a non-profit incorporated organisation must end with 'Non-profit Incorporated Organisation' or 'NPIO';
- (g) the name of a foundation must end with 'Foundation';
- (h) the name of a protected cell company must end with "Protected Cell Company" or 'PCC';
- (i) the name of a special purpose company must end with 'Special Purpose Company' or 'SPC'; (j) the name of an open-ended investment company must end with 'Open-ended Investment Company Limited' or 'OEIC Ltd' or any combination thereof, provided that in the event of it being listed its suffix shall be 'Open-ended Investment Company Public Limited Company' or 'OEIC PLC' or any combination thereof; and
- (k) the name of a closed-ended investment company must end with 'Closed-ended Investment Company Limited' or 'CEIC Ltd' or any combination thereof, provided that in the event of it being listed its suffix shall be 'Closed-ended Investment Company Public Limited Company' or 'CEIC PLC' or any combination thereof.

7. Restricted Names

The ROC retains a discretion as to which names will be permitted in the DIFC.

There are some restrictions in this regard that may affect your choice of a name. Please also note that an objection to what is considered by the ROC as a Restricted Name may take place at any time prior to or after establishment or registration and may also be as a consequence of the change of your status or activities (e.g. a Person that has undergone a change of its status from being regulated by the DFSA to becoming non-regulated).

Restricted Names include the following:

- (a) a name which is the same as, or closely resembles, the name of any Person currently established, registered or otherwise established in the DIFC, or in any other Relevant Jurisdiction unless:
 - (i) the proposed Person is intended to be part of the same group as the existing Person; and
 - (ii) the application to register the name includes a letter from the existing Person confirming that it consents to the registration of the proposed name and that it will form part of the same group;
- (b) a name which is the same as, or closely resembles, any name reserved in favour of any Person in the DIFC;
- (c) a name which is, or is likely to be, misleading or deceptive as to the nature of a Person's activities, its business pre-eminence, its status, or function;
- (d) a name that conflicts, or has the potential to be in conflict with, any Trademark or Copyright;
- (e) a name that is undesirable, inclusive of:
 - (i) a name that carries a sensitive word or expression, without having submitted to the ROC the requisite proof or approval to use such word or expression;
 - (ii) a name that is an opportunistic registration;
 - (iii) a name that includes words or expressions that is offensive to any of the UAE's customs, traditions, morals or symbols, or refers to any banned or sanctioned individual or organisation; or (iv) a name that includes words that would constitute an offence.

For purposes of this paragraph 7:

- (1) Any of the Restricted Name criteria above involving a decision or the exercise of a discretion shall imply a decision or discretion on the part of the ROC in accordance with the powers afforded to him under Article 10 of the Operating Law.
- (2) Some of the key terms used above shall be interpreted as follows:

‘closely resembles’ – means that if two names are so similar that in the discretion of the ROC they are likely to confuse the public as to which Person is which, and includes a name that differs from another name by only a few characters, signs symbols or punctuation or, in the discretion of the ROC, looks and sounds the same, inclusive of the characters, signs, symbols and punctuation in a name referred to in Schedule 1.

‘sensitive word or expression’ – means a name that includes reference to any of the following:

- (i) words that may suggest a relationship with the DIFCA, DFSA or any other governmental authority in the DIFC, Dubai, any other Emirate or the UAE²;
- (ii) the word ‘bank’, ‘insurance’, ‘investment company’ or ‘investment trust’, any term suggesting that it may be a bank, insurer or an investment company, or any word that may indicate it is authorized to carry out any other form financial services (e.g. ‘financial advisor’, ‘asset management’, or adding ‘capital’ to its name³;
- (iii) a name that includes reference to the DIFC, or any of the bodies comprising the DIFC⁴, unless it is used in brackets before the required suffix of its Registered Name, or at the end of its Trading Name, for the sole purpose of indicating its geographical location in the DIFC which is permitted;
- (iv) a name that includes any reference to a Dubai, an Emirate, or the UAE, a place name, famous project, a landmark, a well-known brand or any name with a religious reference in it; or
- (v) a name that signifies the rendering of any professional, medical, educational or other regulated or controlled service (e.g. lawyers, doctors, dentists, accountants)⁵.

‘opportunistic registration’ – means a name (not necessarily registered in the DIFC or any Relevant Jurisdiction) that is the same as, or closely resembles, an existing name in which another person, or that person’s legal successor/s, has goodwill.

8. Name changes

8.1 Any change of a Registered Name or a Trading Name will be effected in accordance with the provisions of the Operating Law and Operating Regulations, provided that the guidance set out herein shall also apply to any new or amended name proposed to the ROC.

8.2 Note also that the ROC has the power to force a Person to change its name in accordance with the provisions of Article 12 of the Operating Law in instances where a Registered Name falls within any of the Restricted Name criteria set out above.

9. Trading Names

9.1 In general, Persons are required to trade under the same name under which they are registered to avoid any confusion. However, where you wish to use a Trading Name that is different from your Registered Name (other than by way of omission of the suffix in your name, which is permitted without the ROC’s approval⁴), you may apply to the ROC for permission on the appropriate form.

9.2 Note, however, that the Restricted Name criteria in paragraph 7 also apply to Trading Names.

9.3 If the ROC permits you to use a Trading Name it shall be stated on your Commercial Licence issued by the ROC. Please note that the ROC may grant a permission to use a Trading Name and may at any time cancel that permission in accordance with the requirements of the Operating Law, the Operating Regulations or this guidance.

² The relevant approval must be obtained from the entity or authority concerned.

³ The DFSA’s written approval or, where applicable, licence needs to be obtained first. ⁴ The necessary body’s prior written approval needs to be obtained, which in case of the letters ‘DIFC’ shall be DIFCA. ⁵ The requisite authority overseeing the rendering of the professional, medical, educational or other regulated or controlled service in the UAE, Dubai or DIFC (whichever is relevant) needs to provide its prior written consent.

⁴ The part in parenthesis in in Operating Regulation 3.2.1 (discarding the requirement to use suffixes for Trading Names means that when Operating Regulation 3.2.2 requires to adherence of Trading Names also to the requirements Operating Regulation 3.1.3, the former must be read so as to exclude any requirement to add suffixes to Trading Names, as mentioned in Operating Regulation 3.1.3(b).

Some examples where Trading Names have been allowed in the past by the ROC include:

- (a) Trading Names that exclude any word that describes the business activity of the Person (e.g. a Person having a Registered Name of “ABC Holdings Ltd” using the Trading Name “ABC”);
 - (b) a Trading Name that is an abbreviation of the Registered Name (e.g. Registered Name: “Family Business Office Ltd” using the Trading Name “FBO”);
 - (c) a Branch of a Person using a Trading Name of that Person in its home jurisdiction; or
 - (d) the use of a brand or a Trademark in a Trading Name (e.g. pursuant to an agency or franchise agreement) for promotion purposes, provided that the right to use such brand or Trademark is provided to the ROC.
- 9.4 Where you are a Branch operating as a representative office in the DIFC, your Trading Name must end with the phrase “(DIFC Representative Office)” at the end of your Trading Name.
- 9.5 It is permitted to register multiple Trading Names under the name of the same Person for retail outlets in the DIFC, provided that each Trading Name of that Person shall require a separate commercial licence issued by the ROC and each commercial licence shall be issued for a separate retail outlet premises in the DIFC.
- 9.6 The following Persons are not permitted to have Trading Names:
- (a) Non-profit incorporated organisations;
 - (b) Foundations; and
 - (c) Special Purpose Companies.

10. Branches

- 10.1 If you register a Branch in the DIFC, you must follow the name and suffix of your parent that indicates its status in its home jurisdiction. The ROC will require proof of your relationship with your parent prior to accepting the parent’s name and suffix for registration.
- 10.2 The Trading Name of a Branch in the DIFC may be different than that of your parent, but only to the extent that:
- (a) it indicates your Branch status;
 - (b) it indicates it you being situated in the DIFC; and/or
 - (c) it describes your activities in the DIFC;
 - (d) use of Trademark.

Dated: 7 February 2019

Schedule 1

Similar Characters, Signs, Symbols and Punctuation

Column 1 – Characters, signs, symbols and punctuation	Column 2 – To be treated the same as:
À Á Â Ã Ä Å Æ Ç È É	A
Æ	AE
Ç	C
Ð	D
È É Ê Ë Ì Í Î Ï	E
Ĝ Ĥ Ħ	G
Ĥ Ħ	H
Ì Í Î Ï	I
Ĵ	J
Ķ	K
Ĺ Ļ Ľ Ŀ	L
Ń Ņ Ñ	N
Ò Ó Ô Õ Ö Ø	O
OE	OE CE
Ŕ Ŗ Ř	R
Ś Ŝ Š	S
Ţ Ț	T
Ù Ú Û Ü Û Ü	U
Ŵ Ŷ ŷ	W
Ỳ Ỵ Ỷ	Y
Ž	Z

Column 1 – Numbers	Column 2 – To be treated the same as:
0	ZERO
1	ONE
2	TWO
3	THREE

NOTICE AND DISCLAIMER – This document and any attachments are the work product of the Dubai International Financial Centre Authority may be privileged and are to be used only for their intended purpose. It may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.

4	FOUR
5	FIVE
6	SIX
7	SEVEN
8	EIGHT
9	NINE

NOTICE AND DISCLAIMER – This document and any attachments are the work product of the Dubai International Financial Centre Authority may be privileged and are to be used only for their intended purpose. It may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.