

Non-Financial Checklist

Limited Liability Partnership (LLP)

1. Limited Liability Partnership (LLP)

To set up an entity as a Limited Liability Partnership (LLP), a minimum of 2 Members must be appointed.

For more details about the legal structure of an LLP, refer to DIFC [Limited Liability Partnership Law, Law No. 5 of 2004](#) and [Limited Liability Partnership Regulations](#).

1.1. Initial Approval

Steps	Description
Entity Structure	<p>Define the following:</p> <ol style="list-style-type: none"> 1. Your entity type. Select Non-Financial . 2. The business sector of your principal activity. 3. The details of your entity's establishment. Select New. 4. Your entity's legal structure. Select Partnership. 5. Your entity's type . Select Limited Liability Partnership. <p>If you are not supported by a legal advisor, we highly recommend that you get in touch with our Business Development representative before choosing your legal structure. For more details on DIFC legal structures, click here or contact us on setup@difc.ae.</p>
Business Activities	<p>Tell us about the LLP's business activities that will be conducted from DIFC. Ensure that you provide adequate details.</p> <p>Keep in mind that certain activities require approval from other Government Authorities. Refer to the list of non-financial activities for more details.</p>
Entity name	<p>Choose a name for the proposed LLP. The portal will allow you to search for a name and select up to 3 options. You may also reserve a name for 90 days by clicking on 'reserve' at no additional cost. Confirm that your name is not identical to an existing entity.</p> <p>Document: Evidence of Consent <i>This document is required only if the name is identical to an existing entity.</i></p> <p>Upload evidence of relationship/consent if the proposed name is identical to the name of an existing entity in the UAE other than your affiliates or parent entity.</p>

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<p>Identify Members</p>	<p>Identify the members of the LLP. A minimum of 2 Members are needed. A Member can be an individual or a body corporate.</p> <p>If the entity has more than 20 Members, you can use an import option. Click the 'Import from CSV' link under this section where you will be able to download a template. Update the template with your Members details to add your 20+ Members, and then upload that file, making sure that it is not more than 10MB in size.</p> <p>You will need to certify the passport of each individual Member. This can be done through:</p> <ul style="list-style-type: none"> - our online certification option by selecting 'Online Certification of Passport' or - by uploading each of their certified passports. Select 'Online Certification of Passport' if you prefer to avoid multiple uploads.
	<p>Document(s): Certified Passport Copy of Each Individual Member</p> <p><i>Passport copies of Members are required only if they have not been certified online.</i></p> <p>Upload a clear, valid and certified passport copy of each individual member. Ensure that the passport certification does not cover or hide the passport bio page.</p> <p>Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the DIFC Certification Policy.</p>
	<p>Document: Certificate of Incorporation for Each Body Corporate Member</p> <p><i>This document is required if the body corporate is NOT a DIFC registered entity.</i></p> <p>Upload a certificate of incorporation or a similar document for body corporate Members that is certified by the issuing authority. If the certification is not electronic, it must not be older than 6 months.</p>
	<p>Document: Notarised PoA</p> <p>If the individual Members has delegated the signing of the Partnership Agreement to another person, upload a notarised and valid Power of Attorney approving the delegation.</p>
<p>Ultimate Beneficial Owners (UBOs)</p>	<p>Confirm if you will be submitting your LLP's UBO data in hard copy or on the portal.</p> <p>If the submission is made via the portal, you must add:</p> <ul style="list-style-type: none"> - Any natural person who has the legal right to exercise, or actually exercises, significant control or influence over the activities of the LLP and is identified as a UBO as per the DIFC UBO regulations. - Any body corporate beneficial owner that has the legal right to exercise significant control or influence over the activities of the

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	LLP and is identified as an exempt entity as per the DIFC UBO Regulations .
Affiliated Entities	Tell us about your affiliates registered in DIFC and/or other free zones in the UAE. In case you have an affiliate established in DIFC that you would like to share office space with, indicate it in this step.
	<p>Document: Letter of Consent <i>Letter of Consent is required only if your LLP will be sharing office space with an affiliate entity in DIFC.</i></p> <p>If your LLP will be sharing office space with another affiliated entity in DIFC, upload a letter of consent for sharing office space issued by the affiliated entity in DIFC. The entity issuing the letter must be the leaseholder or the owner of the property.</p>
Background on Entity	<p>Provide the following in detail:</p> <ul style="list-style-type: none"> - An overview of the LLP that is being established in DIFC - The relevant market sector of the LLP - The reason for choosing DIFC - A brief history of the parent entity (if applicable) - The bios of the ultimate beneficial owner(s) - Expected number of employees in the first year of operation.
	<p>Document(s): Group Ownership Structure and Organisational Chart <i>These documents are required if you are part of a group structure.</i></p> <p>Upload a group ownership structure diagram and the organisational chart. This is not applicable if your activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on a DNFBP, click here.</p>
Sources of Income	<p>Tell us in detail about the sources of income and wealth of the individuals or body corporates who will be funding the LLP.</p> <p>In addition to telling us how these funds were acquired, provide information on the volume of wealth under which your LLP will be established.</p> <p>This step is not applicable if your activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on DNFBP, click here.</p>
	<p>Document(s): Bank statements Upload a 3-month bank statement of the individual(s) or a 2 year financial statements of the body corporate(s) who will be funding the LLP in DIFC.</p>

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Compliance Procedures	<p>This section is applicable to certain activities. Provide details on the compliance procedures and corporate governance.</p> <p>This section will not appear if you are conducting activities classified as a Designated Non-Financial Business or a Profession (DNFBP)</p>
	<p>Document(s): Compliance Procedures <i>Optional Upload</i></p> <p>Upload your anti money laundering policy and procedure depicting your guidelines, role of AML Officer, etc.</p>
	<p>Document: Corporate Governance Structure <i>Optional Upload</i></p> <p>Upload a corporate governance structure depicting the board and operational committees and their respective roles.</p>
Fit and Proper Questionnaire	<p>Complete the standard fit and proper questionnaire. Your answers will help determine whether or not your LLP meets the requirements to operate in DIFC.</p>
Review and Submit	<p>Review the initial approval application prior to your submission. Upon submission, you will not be able to update any information until the application is returned by your relationship manager.</p>

1.2. Register with DIFC

Steps	Description
Partnership Agreement	<p>Specify if you would like to electronically sign the partnership agreement.</p>
Registered Address	<p>Specify the location of records and registers. You are also required to add your operating location(s).</p> <p>If you are sharing office space with an affiliate, the registered address of the affiliated entity will appear.</p> <p>Leased/subleased properties can be viewed only if the lease agreement is registered with the DIFC Registrar of Real Property.</p> <p>If your lease agreement is signed with DIFC Investments Ltd including the co-working space, the lease agreement will be registered automatically by the landlord.</p> <p>In case you will be operating from more than 1 unit, you may select 1</p>

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	<p>or more to be your registered address, provided that these units are located in the same building.</p>
Authorised Signatory	<p>Identify the Authorised Signatory or Signatories of the LLP. You can add a minimum of 1 Signatory and a maximum of 10 Signatories. Authorised Signatories must be at least 18 years old.</p> <p>The names of listed Authorised Signatories will appear on the DIFC License.</p>
	<p>Document: Passport Copy of Each Signatory <i>The passport copy of each Signatory is required only if it has not been certified online.</i></p> <p>Upload the passport copy of each Authorised Signatory.</p>
Management Details	<p>Add the details of:</p> <ul style="list-style-type: none"> - The most senior person who will manage the LLP in DIFC - A general communications contact person - An emergency contact person
	<p>Document: Passport copy of the most senior person <i>The passport copy of the most senior person is required only if it has not been certified online.</i></p> <p>Upload the passport copy of the most senior person in DIFC entity.</p>
Data Protection	<p>In this section, you need to select the type of Data Protection notification which can be either:</p> <ul style="list-style-type: none"> - To inform the Commissioner of Data Protection that you do process personal data - To inform the Commissioner of Data Protection that you do not process personal data <p>Please note that processing personal data includes personal data and information related to your employees, suppliers, customers, etc. If the entity is planning to hire employees or provide services to customers, then it will process personal data.</p> <p>If as a newly licensed entity you select the first option and confirm that the entity does currently or will process personal data, you will be required to submit a Data Protection Notification service request (A draft will be created for your ease of reference under pending actions on the portal home page) within a maximum of 6 months from the date of issuance of the DIFC license.</p> <p>If you select the second option and inform the Commissioner that the entity will not process personal data, the same will be reviewed post issuance of the DIFC license. The Commissioner's Office may reject or request further information about your submission to clarify why you</p>

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	<p>think the entity does not process personal data. If rejected, you will have 6 months from license issuance to submit the Data Protection Notification service request.</p> <p>As part of this section, you will also be required to provide details of a contact person for Data Protection related matters.</p> <p>Guidance on notifications are available on the DIFC DP website.</p> <p>If you have questions about the portal or the notification process, please email portal@difc.ae.</p> <p>If your query is about how DIFC Authority collects or processes your personal data, please contact dpo@difc.ae.</p> <p>If you have questions about interpretation of DIFC data protection law and regulations, please contact commissioner@dp.difc.ae.</p>
Establishment Card (optional)	<p>Tell us if you wish to apply for an establishment card. An establishment card is a card issued by the General Directorate of Residency and Foreigners Affairs in Dubai to allow an entity to submit employment visa applications. For any queries related to the establishment card, contact gs.helpdesk@difc.ae.</p>
Review and Submit	<p>Review your application carefully before you submit it. You will not be able to update or edit any information on the application post submission.</p>

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1.3. Documents

<p>Partnership Agreement</p>	<p>Upload the partnership agreement of the LLP in a PDF format.</p> <p>The document must be signed by the Members in one of the following ways:</p> <ul style="list-style-type: none"> • Electronically using DocuSign. DIFC Services will initiate the signing using DocuSign. • At DIFC Services, in the presence of a DIFC Services Official. • Outside the UAE with notarisation from the relevant authority and the UAE embassy.
<p>Resolution of the Body Corporate Members</p>	<p>This document is required for Body Corporate Members only.</p> <p>Upload the resolution of the board of Members that does the following:</p> <ul style="list-style-type: none"> - It authorises the incorporation of the LLP in DIFC. - It appoints the person authorised to sign on behalf of the partnership in relation to the incorporation of the new partnership. - It appoints the authorised signatories to be listed on the license - It should not be older than 6 months from the date of approval. <p>Click here for the template.</p>
<p>Designated Non-Financial Business Providers (DNFBP) In Principle Approval</p>	<p>This document is required only if the LLP is conducting a DNFBP Activity.</p> <p>Upload a copy of the Dubai Financial Services Authority (DFSA) In Principle Approval for DNFBP registration. For more details on DNFBP activities, click here.</p>
<p>Approval or NoC from the relevant Government Authority</p>	<p>This document is required only if the LLP is undertaking a business activity that requires an approval from another government authority.</p> <p>Upload the approval document or the No Objection letter issued by the relevant government authority. To view the list of activities that require third party approval, refer to the list of non-financial activities and retail activities for more details.</p>
<p>Personnel Sponsorship Agreement</p>	<p>This document is required only if the LLP applied for an Establishment Card and is automatically uploaded by the system.</p> <p>This document will be sent to you through DocuSign by the DIFC</p>

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	Services team upon submission of the application.
Note: <i>If any of the documents are not in the English Language, they must be accompanied by a legal translation certified to the satisfaction of the Registrar.</i>	

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Document Control No.
DIFC-CS-GU-04 Rev.09

Document Classification
Public

Document Updated on
12th Feb 2023

Date/Frequency of Review
As and when required

12/01/2022
**Uncontrolled
copy if printed**

1.4. Fees

Service	Non-Retail	Retail
Registrar of Companies		
Name Reservation (optional)	\$200	\$200
Incorporation fees		
A Limited Liability Partnership	\$8,000	\$3,400
License fees upon incorporation and annually		
A Limited Liability Partnership	\$12,000	\$5,100
Government Services		
New Establishment Card Fees (if applicable)		
- Normal	\$618	\$618
- Express	\$656	\$656
Personnel Sponsorship Agreement Deposit	\$680	\$680
Data Protection		
To inform the DP Commissioner that the entity processes personal data	\$1,250 (Financial) \$750 (Non-Financial) \$250 (Retail)	
To inform the DP Commissioner that the entity does not process personal data	Nil	

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