



Non-Financial and Retail Checklist

**Non-Profit
Incorporated
Organisation (NPIO)**

1. Non-Profit Incorporated Organisation (NPIO)

To set up an entity as a Non-Profit Incorporated Organisation (NPIO) in DIFC, a few conditions must be fulfilled:

- There must be a minimum of 3 Founding Members who will be UAE residents.
- There must be a minimum of 1 Secretary
- An NPIO shall always have a registered office in DIFC
- An NPIO shall adopt the Charter of Organisation
- An NPIO is prohibited from carrying out any activities other than its Authorised Purposes

For more details about the legal structure of an NPIO, refer to [DIFC Non Profit Incorporated Organisations Law, Law No. 6 of 2012](#).

1.1. Initial Approval

Section name	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. Select Non-Profit Incorporated Organisation (NPIO). 3. Details of your entity's establishment. Select New. 4. Your entity's legal structure. Select Non-Profit Incorporated Organisation (NPIO). 5. Type of Entity. Select NPIO. <p>Ensure that your selections are accurate as they will determine the rest of the steps and requirements.</p> <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.</p> <p>For more details on DIFC legal structures, click here or contact us on setup@difc.ae.</p>

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Business Activities	<p>Tell us about the NPIO's activities that will be conducted in and from the DIFC. Ensure that you provide adequate details.</p> <p>Keep in mind that certain activities require approval from other Government Authorities.</p>
Entity name	<p>Choose a name for the proposed NPIO. 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 at no additional cost by clicking on 'reserve.'</p> <p>Confirm that your name is not like 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>
Founding Members	<p>Identify the Founding Members of the NPIO. There must be a minimum of 3 Founding Members. All Founding Members must be UAE residents.</p> <p>You will need to certify the passport of each individual Founding Member. This can be done through:</p> <ul style="list-style-type: none"> - our online certification option by selecting 'Online Certification of Passport' which shouldn't take more than 5 minutes or - by uploading each of their certified passports. Select 'Online Certification of Passport' if you prefer to avoid multiple uploads.
	<p>Document: Certified Passport Copy of Each Individual Founding Member <i>Passport copies of Founding 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 Founding Member.</p> <p>Ensure that the passport certification does not cover or hide the passport bio page. 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: CV <i>This document is required for individual founding members that did not provide a LinkedIn profile only.</i></p>

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	<p>Upload the CV or bio of the individual Founding Members providing details on work experience and achievements.</p> <p>Document: Certificate of Incorporation for Each Body Corporate Founding Member <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 the body corporate 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 If the individual Founding Member has delegated the signing of the charter to another person, upload a notarised and valid Power of Attorney approving the delegation.</p>
Ultimate Beneficial Owners (UBOs)	<p>The UBOs of an NPIO must be:</p> <p>A natural person that has the legal right to exercise, or actually exercises, significant control or influence over the activities of the Governing Body, person or other arrangement administering the property or carrying out the objects of the Non Profit Incorporated Organisation.</p> <p>If there is no Ultimate Beneficial Owner of the Entity under either of Regulations 3.1.1 or 3.1.4, each: a natural person that is a member of its Governing Body; and the Ultimate Beneficial Owner of a body corporate member of its Governing Body shall be deemed to be an Ultimate Beneficial Owner of the entity.</p> <p>For more details on the DIFC UBO Regulations, please click here.</p>
Affiliated Entities	<p>Tell us about your affiliates registered in DIFC and/or other free zones in the UAE. In case you have an affiliate or affiliates established in DIFC that you would like to share office space with, indicate it in this step.</p> <p>Document: Letter of Consent <i>A letter of Consent is required only if the NPIO is sharing office space with an affiliate entity in DIFC.</i></p> <p>If the NPIO is sharing office space with another affiliated entity, upload a letter of consent for sharing office space issued by the affiliated entity which must be the lease holder in DIFC.</p>
Background on Entity	<p>Provide the following:</p> <ul style="list-style-type: none"> - An overview of the NPIO that is being established in DIFC - The purpose of the NPIO - The reason for choosing DIFC - A brief history of the parent entity (if applicable) - The bios of the ultimate beneficial owner(s)

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	<p>Document(s): Group Ownership Structure and Organisational Chart</p> <p><i>Required only if the NPIO is part of group</i></p> <p>Upload a group ownership structure diagram and the organisational chart (If applicable).</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 initially funding the NPIO.</p> <p>In addition to telling us how these funds were acquired, provide information on the volume of wealth under which your NPIO will be established.</p>
	<p>Document(s): Bank statements / Financial statements</p> <p>Upload a 6-month bank statement of the individual(s) or a 2 year financial statement of the body corporate(s) who will be funding the NPIO.</p>
Fit and Proper Questionnaire	<p>Complete the standard fit and proper questionnaire. Your answers will help determine whether or not the NPIO 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
Charter of Organisation	<p>Indicate that the Charter of Organisation has been duly adopted by the Founding Members of the NPIO.</p>

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<p>Registered Address</p>	<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>In case you are operating from more than 1 unit, you may select 1 or more to be your registered address, provided that these units are located in the same building.</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>Secretary (Optional)</p>	<p>Identify the Secretary of the NPIO. The Secretary can be either a person who is at least 18 years old or a body corporate from a recognised jurisdiction.</p> <p>Document: Certified Passport Copy of the Secretary <i>The passport copy of the Secretary is required only if it has not been certified online.</i></p> <p>Upload a clear, valid and certified passport copy of the</p> <p>Document: Certificate of Incorporation of the Body Corporate Secretary <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 Secretary that is certified by the issuing authority. If the certification is not electronic, it must not be older than 6 months.</p>
<p>Authorised Signatory</p>	<p>Identify the authorised signatory or signatories of the NPIO. 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>

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<p>Management Details</p>	<p>Add the details of:</p> <ul style="list-style-type: none"> - The most senior person who will manage the NPIO in DIFC - A general communications contact person - An emergency contact person - A compliance 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>
<p>Data Protection</p>	<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 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. If your query is about how DIFC Authority collects or processes your personal data, please contact dpo@difc.ae. If you have questions about interpretation of DIFC data protection law and regulations, please contact commissioner@dp.difc.ae.</p>

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Establishment Card (optional)	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 .
Review and Submit	Review your application before you submit it. You will not be able to update or edit any information on the application post submission.

1.3. Documents

Undertaking Letter	Upload an undertaking letter, signed by all Founding Members.
Charter of Organisation	<p>Upload the NPIO's charter of organization in a PDF format unsigned, The charter can be signed by the incorporators 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. - If the document is signed outside the UAE, it must be notarised by the relevant authority and the UAE embassy. <p>Click here for useful templates.</p>
Resolution of Body Corporate Founding Members	<p>This document is required for Body Corporate Founding Members only.</p> <p>Upload the resolution that:</p> <ul style="list-style-type: none"> - authorises the incorporation of the NPIO in DIFC. - states that the charter of the organisation has been duly adopted by the founding members of the NPIO. - appoints the person authorised to sign on behalf of the body corporate in relation to the incorporation of the NPIO. - It appoints the authorised signatories to be listed on the license. Please ensure the names are matching the names listed on the portal. <p>Click here for the template.</p>
Personnel Sponsorship Agreement	This document is required only if the NPIO applied for an Establishment Card and is automatically uploaded by the system.

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	This document will be sent to you through DocuSign by the DIFC 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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1.4. Fees

Service	Non-Retail	Retail
Registrar of Companies		
Name Reservation (optional)	Nil	Nil
Incorporation fees		
A Non Profit Incorporated Organisation	\$100	NA
License fees upon incorporation and annually (An additional fee of AED 20 is applicable for Knowledge and innovation fees)		
A Non Profit Incorporated Organisation	\$1,000	NA
Government Services (An additional fee of AED 20 is applicable for Knowledge and innovation fees)		
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 ***	\$750 (Non-Financial)	
To inform the DP Commissioner that the entity does not process personal data	Nil	

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