

CHECKLIST - COMPANY INCORPORATION

ALL COMPANY TYPES (see notes below)		
Documents Required		Comments
1.	Memorandum & Articles of Association (signed by all shareholders)	
2.	Agent Appointment letter	Template - Annexure 1
For Individual Shareholders and Ultimate Beneficial Owners		
1.	Certified copy of in force passport	
2.	Certified copy of current utility bill or local authority tax bill or tenancy agreement or residency certificate showing address of current permanent residence or bank statement	
For Corporate Shareholders		
1.	Certified copy of Certificate of Incorporation or Registration and any trade license or equivalent	
2.	Certified copy of Memorandum & Articles of Association	
3.	Current Certificate of Incumbency or Register Extracts	
4.	Current Certificate of Good Standing	
5.	Certified copy of passport of the authorized signatory of the corporate shareholder	
6.	Name of shareholders and ultimate beneficial owners (as defined in regulation 26 of the RAK ICC Registered Agent Regulations 2018)	
7.	Certified copy of corporate resolution approving the incorporation of the RAK ICC company	Template - Annexure 2
For Trusts as Shareholders		
1.	Trust deed	
2.	Current certified Register Extract for the Trust	
3.	Details of all additions to the trust (if any)	
4.	Certified copies of passports of settlor, protector & beneficiaries	
5.	Corporate Trustee – as for Corporate Shareholders above	
6.	Individual Trustee – as for Individual Shareholders above	
For Foundations as Shareholders		
1.	Certified copy of Certificate of Incorporation or Registration and any Trade license or equivalent	
2.	Foundation regulations and charter	
3.	Foundation minutes approving the incorporation of the RAK ICC company	
4.	Current Certificate of Good Standing	
5.	For foundation council members and protectors who are natural persons - see For Individual Shareholders above	
For Individual Directors		
1.	As for Individual Shareholder above	
2.	Consent letter from the director & secretary	Template - Annexure 3
For Corporate Directors		
1.	See 1-6 of Corporate Shareholder above	
2.	Resolution of corporate directors/secretaries accepting the appointment as directors/secretaries of the company	Template - Annexure 4
ADDITIONAL REQUIREMENTS FOR COMPANIES LIMITED BY GUARANTEE		
1.	Guarantee members and their ultimate beneficial owners should be treated in the same way as shareholders above	

ADDITIONAL REQUIREMENTS FOR SEGREGATED PORTFOLIO COMPANIES (SPCs)		
1.	Application form	
2.	Business plan of the SPC	
3.	Evidence of knowledge and expertise	Regulation 142 of BCR
ALL TYPE OF COMPANY		
1.	Ultimate beneficial owner and Nominee declaration form.	

NOTES:

1. If the Memorandum & Articles of Association are signed wholly within the UAE, please provide an undertaking letter from the registered agent. Template attached under Annex 5.
2. In case the documents are signed under a Power of Attorney, then provide a passport copy of the person signing under the POA along with valid copy of POA.
3. Documents in foreign languages must be accompanied by duly certified English or Arabic translations. 5. Documents which must be current should be dated within 3 months from the date of the application.
6. All documents must be duly signed and stamped by registered agent; copies must be certified by the registered agent or a notary.
7. The Registrar reserves the right to call for additional documents.
8. In addition to providing the documents above, it is the responsibility of Registered Agents to comply with regulation 26 of the RAK ICC Registered Agent Regulations 2018 and applicable UAE law (including as regards the prevention of money laundering and terrorist finance).
9. All documents and declared information will be subject for inspection by the Registry.

ANNEXURE 1

1. Template for Agent appointment letter

Date _____

To,

The Registrar
RAK International Corporate Centre
Government of Ras Al Khaimah
P.O. Box 30099
Ras Al Khaimah
UAE

Re: Appointment as Registered Agent

I hereby confirm that I have appointed _____ [Registered Agent name & address] _____ as the Registered Agent of the International Business Company, _____ [New RAKICC Company Name] _____, to be formed in my/our name(s).

Yours sincerely

Name of Shareholder _____

Signature of Shareholder _____

ANNEXURE 2

2. Template for Corporate Resolution approving the incorporation of the RAK ICC Company

Resolution Of The Shareholder(S) Of _____ [Corporate Shareholder Name]

Registration number: _____

Minutes of Meeting of the company held at the Registered Office at _____ [Registered Address]

held on the _____ day of _____ 20

IT WAS RESOLVED:

1. TO incorporate a new International Business Company under the

Ras Al Khaimah International Corporate Centre Business Companies Regulations 2018 under the name _____ [New RAKICC Company Name]

or any other name as approved by the authority.

2. THAT _____ [Corporate Shareholder Name] will be the sole shareholder of the proposed new Ras Al Khaimah International Business Company, _____ [new RAKICC Company name] with ____ shares of [Currency] each.

3. TO appoint _____ [name of authorised signatory], _____ [nationality] national, Passport No. _____ [passport #] & _____ [name of authorised signatory], _____ [nationality] national, Passport No. _____ [passport #]

as authorized signatories on behalf of the company to singly sign incorporation documents of the proposed new Ras Al Khaimah International Business Company, _____ [New RAKICC Company Name].

4. THAT _____ [name of authorised signatory], _____ [nationality] national, Passport No. _____ [passport #] will be appointed as Director & Secretary of the proposed new Ras Al Khaimah International Business Company, _____ [new RAKICC Company name].

5. There being no other business, the meeting was declared closed.

Signed on: _____

Name & Signature of Shareholder: _____

ANNEXURE 3

3. Template Consent Letter from Individual Director & Secretary

Date _____

To,

The Registrar
RAK International Corporate Centre
Government of Ras Al Khaimah
P.O. Box 30099
Ras Al Khaimah
UAE

Sub: Consent letter

I hereby accept my appointment as _____ Director [& Secretary] _____ of _____ [New RAKICC Company Name] _____, an international business company
proposed to be incorporated at RAK International Corporate Centre, Ras Al Khaimah, United Arab Emirates.

I confirm that my appointment will be effective from the date of incorporation of _____ [New RAKICC Company Name] _____.

Yours sincerely

Name of Director (/Secretary): _____

Signature of Director(/Secretary): _____

ANNEXURE 4

4. Template for Corporate Resolution from new corporate director/corporate secretary

CORPORATE DIRECTOR / SECRETARY LETTERHEAD

Registration No. _____

Resolution of the [Shareholder(s)] _____

/ Director(s)] _____ of the above mentioned company registered in the

_____ [Name of jurisdiction] _____ at _____ [registered address] _____.

The shareholder of the above mentioned company (hereinafter 'the company') with Registration No. _____ incorporated on _____ [day] [month] [year] _____ adopted the following resolutions:

IT WAS FURTHER RESOLVED that, subject to approval of the RAKICC Registrar, the Company accepts the appointment as corporate director/corporate secretary of _____ [COMPANY NAME] _____.

There being no other business, the meeting was declared closed.

I / We, the undersigned being authorised to sign on behalf of the Company, hereby adopt this Resolution on _____ [day] [month] [year] _____.

Name of the Director _____

Authorised signatory _____

Designation / Position in Authority _____

ANNEXURE 5

5. Template for Witnessing signatures by registered agent

TO BE PRINTED ON REGISTERED AGENT LETTERHEAD

Date _____

To,

The Registrar
RAK International Corporate Centre
Government of Ras Al Khaimah
P.O. Box 30099
Ras Al Khaimah
UAE

Sub: Confirmation on witnessing signature

This is to confirm that I, [name of the person witnessing the signing], _____

[Designation] _____ of [Registered Agent Name] _____ on

_____ [date] _____ have witnessed the signing of the relevant documents for [name of the company] by [name of the client signing],

the [shareholder / director] of the said company. _____

Yours sincerely

Registered Agent Name _____

Signature _____

DECLARATION OF ULTIMATE BENEFICIAL OWNER (UBO) AND NOMINEES



Ras Al Khaimah International Corporate Centre Beneficial Ownership Regulations 2019

Note: Information contained in this form shall be stored by the Companies Registry at the RAK International Corporate Centre and will not be shown on any public domain.

Introduction

All Registered Agent are requested to supply RAKICC with details of their UBO's and make this information up to date

What information is required?

Information you need to complete this form When completing information for an individual, you require the following: full name; date of birth; residential address; home country address; nationality (including all nationalities held); passport number (copy of passport will be required); occupation; date on which the person became a Beneficial Owner; grounds on which that person is considered to be a beneficial owner.

Who is a beneficial owner?

Beneficial owners are individuals who ultimately own or control the entity, or on whose behalf a transaction or activity takes places.

For a company, a beneficial owner is any individual who:

- owns or controls 25% or more of the shares or voting rights;
- ultimately owns or controls whether directly or indirectly 25% or more of the shares or voting rights in the business;
- holds the right, directly or indirectly, to appoint or remove a majority of the board of directors;
- has the right to exercise, or actually exercises, significant influence or control over the corporate body;
- exercises ultimate control over the management; or ▪ controls the corporate body.

If shares or rights are held by a **nominee**, the beneficial owner will be the person for whom the nominee is acting. If the nominee is acting for a legal entity, then the beneficial owner will be the person who exercises ultimate control over the legal entity.

For a **partnership**, a beneficial owner is any individual who controls 25% or more of the capital of the partnership, or who ultimately is entitled to control 25% or more of the voting rights of the partnership.

DECLARATION OF ULTIMATE BENEFICIAL OWNER (UBO) AND NOMINEES

For a **trust**, a beneficial owner includes: the settlor, trustees, beneficiaries, and any individual who has control over a trust.

Note: Completion of Parts A and B is mandatory. If the shareholder / director is acting as nominee, you need to complete Part B with the beneficial ownership details of the person on whose behalf the nominee is acting. If a trust is a beneficial owner or controller, you need to complete Parts B & C of this form. If a foundation is a beneficial owner or controller, you need to complete Parts B & D of this form.

PART A: COMPANY DETAILS

Company Name	
Registration Number	
Name of Shareholder(s)	

Note: If two or more UBO need to be declare, each UBO need to submit a separate declaration.

If the shareholder / director is acting as nominee, you need to complete Part C with the details of the nominated person.

PART B: DETAILS OF BENEFICIAL OWNER(S) / CONTROLLER(S)

Title (Mr. / Mrs. / Miss / Ms)	
Full Name of individual	
Date of birth	
Place and country of birth	
Nationality	
Other Nationality	
Residential Address	
Home Country Address	
Passport Number (copy of passport will be required)	
Passport Issuance date	
Passport expiration date	

DECLARATION OF ULTIMATE BENEFICIAL OWNER (UBO) AND NOMINEES

Date on which the person became a Beneficial Owner	
UBO Percentage of shares	
Grounds on which that person is a Beneficial Owner	Choose an item.
Other details	

PART C: NOMINEE DETAILS

Is there a Nominee arrangement in place? <i>(If yes below need to be completed)</i>	Choose an item.
Type of Nominee <i>(Shareholder/Director)</i>	Choose an item.
Nominator Full name	
Nominee Full Name	
Date of birth	
Place and country of birth	
Nationality	
Other Nationality	
Residential Address	
Home Country Address	
Passport Number (copy of passport will be required)	
Passport Issuance date	
Passport expiration date	
Date on which the person became a Nominee	
Nature of Nominee relationship	Choose an item.
Other details	

DECLARATION OF ULTIMATE BENEFICIAL OWNER (UBO) AND NOMINEES

PART D: ADDITIONAL INFORMATIONS OF BENEFICIAL OWNER(S) /

If UBO is not direct shareholders, please use the text box above to provide any additional information related to the UBO structure of the company.

I/We the undersigned being the Shareholder / Director / Secretary of the company hereby declare that the particulars and information provided in this statement are true to the best of my/our knowledge and belief. I/We am also aware of the penalties applicable as per the Regulations in force, for providing false information. I/We understand that under no circumstances does the provision of information in this statement exonerate the company from its duties and responsibilities set out in relevant and applicable Regulations and associated requirements.

Full Name	
Signature	
Date	

*Please provide with the passport copies of the UBOs mentioned along with UAE visa (if applicable).