DIFC

Client Handbook

Insolvency, De-registration and Voluntary Strike-off of a DIFC registered Entity

DIFC

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1. Introduction

This handbook provides guidance on the process and requirements to wind up, de-register or voluntary strike off a DIFC registered entity. Please note that the information provided in this handbook is based on the requirements of DIFC Laws and Regulations. Should there be any inconsistency between this handbook and the relevant DIFC legislation, the DIFC legislation shall prevail.

For further details on winding up, please refer to DIFC Insolvency Laws and Regulations.

2. Exit of a DIFC Registered Entity

A DIFC registered entity may voluntarily decide to no longer continue operations from the DIFC or be forced to wind up by a court order. DIFC registered entities may apply for one of the options below to cease operations in the DIFC:

- Winding up
- De-registration
- Voluntary strike off

2.1 Winding up

2.1.1 Definition

A DIFC registered entity may decide to wind up to cease operations from the DIFC. The process of winding up is applicable to the following legal structures:

- Private Company
- Public Company
- Limited Liability Partnership (LLP)
- Non-Profit Incorporated Organisation (NPIO)
- Foundations

There 3 types of winding up that a DIFC registered entity can apply for depending on the party initiating the process:

- Voluntary winding up: a process initiated by the Shareholders, Members, Founding Members or Founders of a DIFC registered entity to wind up and cease operations in the DIFC.
- Compulsory winding up: a process initiated by the Liquidator appointed via a court order to wind up a DIFC registered entity.

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- Creditors Voluntary Winding up: a process initiated by the Liquidator appointed by the Shareholder / Creditors by way of a resolution to wind up a DIFC registered entity.

2.1.2 Submission on the Portal

To submit the request for winding up, please log into the DIFC portal and type the name of the request "Winding up" under the Apply for a services search bar.

The winding up request must be submitted as one request with 2 steps:

- First step: the applicant must select the type of winding up and provide the required details as per the form. At this stage, the entity must have an appointed liquidator that is registered by the DIFC Registrar of Companies (RoC) as an insolvency practitioner. For the list of insolvency practitioners and official liquidators, please click here. The entity may also provide 3 publication notices required by the RoC, however, this can be submitted later as part of second step.
- Second step: This step can only be accessed after approving stage 1 and email notification will be sent to the portal user to proceed to step 2 with a link to the form on the system. The portal user can also access this form by logging into the portal and navigating to Complete pending actions table on the home page. As part of this step, the entity must provide 3 published notices (if required) if not provided earlier and the final liquidator report.

Please ensure the following is completed before or during the winding up process:

- Terminate the entity's lease if the lease is still active.
- If the entity has an establishment card, it must cancel the establishment card. For more detail on the establishment card, please email gs.helpdesk@difc.ae.
- If the entity has employees, all active or expired sponsored and non-sponsored employees must be cancelled through the portal.
- If the entity has an allocated PO Box in DIFC, it must apply for cancelation of the PO Box through the portal.
- If the entity has an available PSA deposit or portal balance in its portal account, it should apply for a refund through the portal.
- If the entity has any issued fines that are not paid, it must complete the payment of all pending fines.

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2.1.3 Required Document

Below please find the documents that must uploaded on the DIFC portal to submit the winding up request. The documents vary based on the legal structure of the entity and the type of winding up selected. For further details, please refer to the pathway guide on the DIFC portal or the DIFC Insolvency Laws and Regulations.

2.1.3.1 Public or Private Company

Type	Required documents
Voluntary winding up	- Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity - Liquidator Appointment Resolution signed by the directors of the company. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please click here. - Signed Statutory Declaration by Directors. A template is generated by the portal upon filing the request for ease of reference. - Resolution by Shareholders. A template is generated by the portal upon filing the request for ease of reference. Please note that a notarized Power of Attorney (PoA) must be provided to assign a delegate signing on behalf of an individual shareholder. - Copy of 3 notices issued in a well-known appointed publication published within 14 days after passing of the resolution, for three (3) consecutive days. This document can be submitted as part of the first step or second step of this request. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.
Compulsory winding up	- Upload a copy of the court order as part of the stage 1 submission. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request.
Creditors voluntary winding up	- Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity. - Liquidator Appointment Resolution signed by the directors of the company. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please click here. - Resolution by Shareholders. A template is generated by the portal upon filing the request for ease of reference.

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	- Directors Statement of affairs prepared by the Directors of the company. - Minutes of the creditors' meeting ratifying the appointment of the Liquidator. - Copy of 3 notices issued in a well-known appointed publication published within 14 days after passing of the resolution, for three (3) consecutive days. This document can be submitted as part of the first step or second step of this request. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.

2.1.3.2 Limited Liability Partnership (LLP)

Type	Required documents
Voluntary winding up	- Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity. - Liquidator Appointment approval by the members. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please click here. - Signed Statutory Declaration by Members. A template is generated by the portal upon filing the request for ease of reference. - Resolution by Members. A template is generated by the portal upon filing the request for ease of reference. Please note that a notarized Power of Attorney (PoA) must be provided to sign on behalf of individual members. - Copy of 3 notices issued in a well-known appointed publication published within 14 days after passing of the resolution, for three (3) consecutive days. This document can be submitted as part of the first step or the second step of this request. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.
Compulsory winding up	- Upload a copy of the court order as part of the stage 1 submission. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request.

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2.1.3.3 Non-Profit Incorporated Organisation (NPIO)

Type	Required documents
Voluntary winding up	- Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity. - Liquidator Appointment approval by the Founding Members. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please click here. - Signed Statutory Declaration by the Founding Members. A template is generated by the portal upon filing the request for ease of reference. - Resolution by Founding Members. A template is generated by the portal upon filing the request for ease of reference. Please note that a notarized Power of Attorney (PoA) must be provided to sign on behalf of individual Founding Members. - Copy of 3 notices issued in a well-known appointed publication published within 14 days after passing of the resolution, for three (3) consecutive days. This document can be submitted as part of the first step or the second step of this request. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.
Compulsory winding up	- Upload a copy of the court order as part of the stage 1 submission. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request.

2.1.3.4 Foundations

Type	Required documents
Voluntary winding up	- Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity. - Liquidator Appointment approval by the Council Members. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please click here. - Signed Statutory Declaration by the Council Members. A template is generated by the portal upon filing the request for ease of reference. - Resolution by Founders. A template is generated by the portal upon filing the request for ease of reference. Please note that a notarized

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	Power of Attorney (PoA) must be provided to sign on behalf of individual Founders. - Copy of 3 notices issued in a well-known appointed publication published within 14 days after passing of the resolution, for three (3) consecutive days. This document can be submitted as part of the first step or the second step of this request. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.
Compulsory winding up	- Upload a copy of the court order as part of the stage 1 submission. - Final Liquidator's Report. This document must be uploaded as part of the second step of this request.

2.1.4 Fees

Fees are not applicable. If the entity has any outstanding payments or fines, the winding up process will not be approved until the pending payments are completed.

2.2 De-registration

2.2.1 Definition

De-registration is a process initiated by the Directors, Partners, Members or Council Members of an entity to de-register a DIFC registered entity.

This process is applicable to the following legal structures:

- Recognised Company (RC)
- Recognised Limited Liability Partnership (RLLP)
- Limited Partnership (LP)
- Recognised Limited Partnership (RLP)
- General Partnership (GP)
- Recognised General Partnership (RP)
- Recognised Foundation (RF)

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2.2.2 Submission on the DIFC Portal

To submit the request for De-registration, please log into the DIFC portal and type the name of the request "De-registration" under the Apply for a services search bar. The portal user must select the type of De-registration and provide the required details along with documents to be uploaded.

Once submitted, the request will be reviewed by the Registry services team and upon approval, the De-registration letter will be issued the entity will cease to exist in the DIFC.

Please ensure the following is completed before or during the De-registration process:

- Terminate the entity's lease if the lease is still active.
- If the entity has an establishment card, it must cancel the establishment card. For more detail on the establishment card, please email gs.helpdesk@difc.ae.
- If the entity has employees, all active or expired sponsored and non-sponsored employees must be cancelled through the portal.
- If the entity has an allocated PO Box in DIFC, it must apply for cancelation of the PO Box through the portal.
- If the entity has an available PSA deposit or portal balance in its portal account, it should apply for a refund through the portal.
- If the entity has any issued fines that are not paid, it must complete the payment of all pending fines.

2.2.3 Required Documents

Below please find the documents that must uploaded on the DIFC portal to submit the de-registration request. The documents vary based on the legal structure of the entity and the type of de-registration selected. For further details, please refer to the pathway guide on the DIFC portal or the DIFC Insolvency Laws and Regulations.

Legal Structure	Required documents
Recognised Company	- Signed statutory declaration by directors. The statutory declaration must be made within 5 weeks preceding the date of the resolution date or on the same date. A template is generated by the portal upon filing the request for ease of reference. - Signed resolution by directors. A template is generated by the portal upon filing the request for ease of reference. - Copy of a one notice published in a well-known publication within 14 days after passing of the resolution. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.

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Recognised Limited Partnership Recognised General Partnership General Partnership Limited Partnership	- Signed statutory declaration by general partners. The statutory declaration must be made within 5 weeks preceding the date of the resolution date or on the same date. A template is generated by the portal upon filing the request for ease of reference. - Signed resolution by general partners. A template is generated by the portal upon filing the request for ease of reference. - Copy of a one notice published in a well-known publication within 14 days after passing of the resolution. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.
Recognised Limited Liability Partnership	- Signed statutory declaration by designated members. The statutory declaration must be made within 5 weeks preceding the date of the resolution date or on the same date. A template is generated by the portal upon filing the request for ease of reference. - Signed resolution by designated members. A template is generated by the portal upon filing the request for ease of reference. - Copy of a one notice published in a well-known publication within 14 days after passing of the resolution. - If the entity is conducting legal services, a no objection letter issued by the Dubai Legal Affairs Department is required.
Recognised Foundation	- Signed statutory declaration by council members. The statutory declaration must be made within 5 weeks preceding the date of the resolution date or on the same date. A template is generated by the portal upon filing the request for ease of reference. - Signed resolution by council members. A template is generated by the portal upon filing the request for ease of reference. - Copy of a one notice published in a well-known publication within 14 days after passing of the resolution.

2.2.4 Fees

Fees are not applicable. If the entity has any outstanding fees or fines, the de-registration process will not be approved until the pending payments are completed.

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2.3 Voluntary strike off

2.3.1 Definition

A DIFC registered entity can apply for Voluntary strike off to cease operations in the DIFC and strike its name off the Public Register in accordance with Articles 32 (5) of the DIFC Operating Law, DIFC Law No. 7 of 2018.

2.3.2 Submission on the DIFC Portal

To submit the request for Voluntary strike off, please log into the DIFC portal and type the name of the request "Voluntary strike off" under the Apply for a services search bar.

Once submitted, the request will be reviewed by the Registry services team and upon approval, a notice will be published on the DIFC website for the Public to object to the notice by sending a direct request to the Registrar of companies. The notice is published for 90 days only.

Once the notice period is over and no objection is received, the entity will be struck off the RoC register.

Please ensure the following is completed before submitting the voluntary strike off request:

- Terminate the entity's lease if the lease is still active.
- If the entity has an establishment card, it must cancel the establishment card. For more detail on the establishment card, please email gs.helpdesk@difc.ae.
- If the entity has employees, all active or expired sponsored and non-sponsored employees must be cancelled through the portal.
- If the entity has an allocated PO Box in DIFC, it must apply for cancelation of the PO Box through the portal.
- If the entity has an available PSA deposit or portal balance in its portal account, it should apply for a refund through the portal.
- If the entity has any issued fines that are not paid, it must complete the payment of all pending fines.

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2.3.3 Required Documents

Below please find the documents that must uploaded on the DIFC portal to submit the Voluntary strike off request. The documents vary based on the legal structure of the entity. For further details, please refer to the pathway guide on the DIFC portal or the DIFC Insolvency Laws and Regulations.

Legal Structure	Required documents
Private Company Public Company Recognised Company	- A notification and no-objection letter signed by the directors confirming that there has been no objection to the voluntary strike off. This document is generated by the portal upon filing the request. - board resolution approving the request for voluntary strike off. A template is generated by the portal upon filing the request.
Recognised Limited Partnership Recognised General Partnership General Partnership Limited Partnership	- A notification and no-objection letter signed by the partners confirming that there has been no objection to the voluntary strike off. This document is generated by the portal upon filing the request. - Signed partners' approval of the request for voluntary strike off. A template is generated by the portal upon filing the request.
Limited Liability Partnership Recognised Limited Liability Partnership	- A notification and no-objection letter signed by the members confirming that there has been no objection to the voluntary strike off. This document is generated by the portal upon filing the request. - Signed designated members approval of the request for voluntary strike off. A template is generated by the portal upon filing the request.
Foundation Recognised Foundation	- A notification and no-objection letter signed by the council members confirming that there has been no objection to the voluntary strike off. This document is generated by the portal upon filing the request.

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	- Signed council member resolution approving the request for voluntary strike off. A template is generated by the portal upon filing the request.
Non-Profit Incorporated Organisation	- A notification and no-objection letter signed by the founding members confirming that there has been no objection to the voluntary strike off. This document is generated by the portal upon filing the request. - Signed founding members resolution approving the request for voluntary strike off. A template is generated by the portal upon filing the request.

2.3.4 Fees

$200

3. Returned submissions

Whilst reviewing the application, should we require further information, the application will be returned requesting for further information or re-uploading certain documents. Below please find the steps for returned requests:

1. If a service request is submitted with missing information or documents, an email notification will be sent to the portal user with clear comments from DIFC Services.
2. The email provides a link to the 'pending actions' screen page on the portal, which will specify the steps required for completing the action. Alternatively, the user can log-in to the DIFC client portal to view the "Pending Actions" list. There are 3 types of returned requests:
    a. Request for more information: In the event that a request is returned for more information, the reviewer will request for additional information. Client must provide the information required under the 'customer comments' section then click on Save.
    b. Request for re-upload: In the event that a request is returned for re-upload of a document, go to the 'Pending Actions' page and click on 'Upload documents'. Upload the correct file then click on 'Save'.
    c. Request for edit: the form will be enables and the portal user will be requested to edit the submission.

Upon submitting the required information or re-uploading the documents, the request will be sent to DIFC Services team for their review.

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