

Law No. (9) of 2008
Establishing the
Professional Communication Corporation (Nedaa) ¹

We, Mohammed bin Rashid Al Maktoum, Ruler of Dubai,

After perusal of:

Federal Law No. (7) of 1973 Concerning Radio Devices and Communications, and its amendments;

Federal Law No. (1) of 1991 Concerning the Emirates Telecommunications Corporation;

Federal Law by Decree No. (3) of 2003 Regulating the Telecommunications Sector and its amendments;

Law No. (27) of 2006 Concerning Management of the Government of Dubai Human Resources; and

The Order issued on 23 December 2002 unifying radio communications systems of the departments and corporations affiliated to the Government of Dubai,

Do hereby issue this Law.

Title of the Law
Article (1)

This Law will be cited as "Law No. (9) of 2008 Establishing the Professional Communication Corporation (Nedaa)".

Definitions
Article (2)

The following words and expressions, wherever mentioned in this Law, will have the meaning indicated opposite each of them unless the context implies otherwise:

Ruler: His Highness the Ruler of Dubai.

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¹Every effort has been made to produce an accurate and complete English version of this legislation. However, for the purpose of its interpretation and application, reference must be made to the original Arabic text. In case of conflict, the Arabic text will prevail.

Emirate:	The Emirate of Dubai.
Government:	The Government of Dubai.
Nedaa:	The Professional Communication Corporation (Nedaa).
Board of Directors:	The board of directors of Nedaa.
CEO:	The chief executive officer of Nedaa.
Communication Services:	A range of specialised communication services, including the transmission, emission, broadcasting, or reception of signals, sounds, images, or other verbal or written data by wired, wireless, visual, electromagnetic, or any other means of communication.

Establishment and Head Office of Nedaa Article (3)

Pursuant to this Law, a public corporation named the "Professional Communication Corporation 'Nedaa'" is established. Nedaa will have legal personality, financial and administrative autonomy, and the legal capacity required to undertake all acts and dispositions that ensure the achievement of its objectives. Nedaa may enter into contracts with third parties, sue and be sued in its own name, and appoint any other person to represent it for these purposes. Nedaa is hereby affiliated to the General Department of State Security.

Article (4)

The head office of Nedaa will be located in Dubai. Nedaa may establish branches within and outside of the Emirate.

Objectives and Functions of Nedaa Article (5)

Nedaa is established with the aim to:

1. provide Communication Services to, and unify communication systems of, all Government entities, semi-government entities, and vital facilities as per the exigencies of public interest of the Emirate;
2. ensure optimum use of the public communication systems adopted by the Government and used by its entities by the date on which this Law is issued; and

3. develop communication systems designed to operate at times of natural and humanitarian disasters and crises in line with the adopted strategy of the Government.

Article (6)

In conducting its activities, Nedaa will comply with the laws, regulations, and bylaws regulating the telecommunications sector in the UAE. Nedaa will not be deemed as a competitor of other licensed telecommunications companies.

Article (7)

For the purpose of achieving its objectives, Nedaa will have the duties and functions to:

1. provide Communication Services to all concerned entities as per the exigencies of public interest;
2. establish, own, manage, operate, and develop the facilities and telecommunication stations that are necessary for its work;
3. identify and determine the technical specifications of communication devices permitted to be used on Nedaa network;
4. coordinate with other telecommunication companies licensed to conduct similar activities in the UAE to provide each other with the required network coverage where any user of such networks is out of coverage area;
5. set the strategies and policies for distribution of communication circuits within the Emirate;
6. provide consultancy and training services in the field of specialised communications;
7. impose fees in return for the services it provides;
8. perform all transactions and activities that are related to its business and are required for the achievement of its objectives, including to engage in commercial activities and coordinate with federal and foreign government establishments; international organisations; and private companies on matters of mutual interest with a view to achieving Nedaa's objectives and goals;
9. establish, solely or with other persons, companies and branches; invest in, enter into partnership with, hold shares in, forge mergers with, or acquire shares or stocks in, companies or agencies engaged in the same or similar activities as those of Nedaa or in activities which help Nedaa in achieving its objectives within and outside of the UAE;

10. open and manage bank accounts within and outside of the UAE and obtain financing through available financing options as required to achieve the best interests of Nedaa;
11. organise and participate in exhibitions and conferences related to its activities; and
12. perform any other duties that are assigned to it by the General Authority for Regulating the Telecommunications Sector and are relevant to the work of Nedaa and to the objectives for which it is established.

Board of Directors **Article (8)**

Nedaa will have a Board of Directors comprised of a chairman, vice chairman, and three (3) experienced, competent, and specialised members appointed pursuant to a decree issued by the Ruler. Membership of the Board of Directors will be for a renewable period of three (3) years.

Article (9)

The Board of Directors is the highest authority of Nedaa and is responsible for the general supervision of its administrative, technical, and financial affairs. The Board of Directors will issue the resolutions and apply the procedures it deems appropriate for achieving the objectives and goals of Nedaa, including:

1. to set the general policy and project plans of Nedaa;
2. to approve the general plans and strategies of Nedaa;
3. to review the draft annual budget of Nedaa;
4. to approve the organisational structure, and the bylaws regulating the administrative and financial affairs, of Nedaa;
5. to approve the services and products of Nedaa;
6. to manage the property of Nedaa and its branches in line with the general policy of Nedaa;
7. to approve the fees for the services provided by Nedaa;
8. to appoint senior officers of Nedaa;
9. to approve the remuneration of members of the Board of Directors;

10. to send any of the members of the Board of Directors or any of the employees of Nedaa to represent it in seminars, forums, and conferences that are held within or outside of the UAE and are relevant to the objectives of Nedaa; and
11. to perform any other duties related to the objectives and functions of Nedaa.

Article (10)

1. The Board of Directors will convene at least once every three (3) months at the invitation of the chairman or the vice chairman in case of absence of the Chairman. The Board of Directors may also convene at the request of two thirds of its members. Meetings of the Board of Directors will be valid only if attended by a quorum of at least three (3) members, including the chairman or vice chairman. Resolutions of the Board of Directors will be passed by majority vote of the attending members, and in the event of a tie, the chair of the meeting will have a casting vote.
2. For each meeting, minutes of meeting will be prepared and signed by the chair of the meeting and attending members. Such minutes will be recorded in the register of minutes of meetings for perusal by absent members.
3. The Board of Directors may, as it deems appropriate, invite experts and specialists to attend its meetings, but they will have no vote.

Article (11)

The Board of Directors may form temporary or permanent sub-committees to assist it in performing its duties. The Board of Directors will determine the functions and powers of these sub-committees, and may delegate any of its powers to them.

Article (12)

The chairman of the Boards of Directors will represent Nedaa in its relations with third parties and before judicial authorities, and may authorise any of the members of the Board of Directors to represent Nedaa before third parties and judicial authorities.

Article (13)

The chairman and the members of the Board of Directors must not have direct or indirect interest in the contracts or deals concluded with, or on behalf of, Nedaa or its affiliated companies or corporations.

Article (14)

For the purpose of performing its duties and achieving its objectives, Nedaa must follow the principles of justice and transparency without prejudice to the principles of confidentiality.

Article (15)

Neither the chairman nor any member of the Board of Directors will be liable to third parties for any act or omission related to exercising his powers under this Law. Nedaa will be solely liable to third parties for such act or omission.

Chief Executive Officer and his Duties

Article (16)

Nedaa will have a CEO and an administrative body. The CEO will be appointed by a decree of the Ruler and will be the vice chairman of the Board of Directors. The CEO will, within the powers vested in him, manage all affairs of Nedaa to ensure the achievement of its objectives, including, but not limited to:

1. implementing the resolutions issued, and the general policy set, by the Board of Directors;
2. preparing the strategic plan of Nedaa and submitting it to the Board of Directors for approval;
3. preparing the draft annual budget of Nedaa and submitting the same to the Board of Directors for review;
4. proposing the regulations and bylaws conducive to developing the services provided by Nedaa;
5. entering into the contracts and agreements required for the achievement of the objectives of Nedaa;
6. supervising the work of the executive body of Nedaa;
7. proposing the organisational structure and the financial, administrative, and technical bylaws regulating the work of Nedaa;
8. managing Nedaa, and developing and following up its work processes;
9. issuing resolutions related to the personnel affairs of Nedaa;
10. preparing periodic reports on the workflow at Nedaa, and submitting the same to the Board of Directors;

11. giving opinion on the studies and proposals presented to the Board of Directors;
12. appointing employees of Nedaa; and
13. exercising any other powers that are vested in him by the Board of Directors or stipulated in any resolution issued pursuant to this Law, and are relevant to the objectives and functions of Nedaa.

Financial Affairs of Nedaa **Article (17)**

The financial resources of Nedaa will consist of:

1. the annual budgets allocated by the Government to Nedaa;
2. the revenues generated from the sales of, and charges and fees for the services provided by, Nedaa; and
3. any other resources approved by the Board of Directors.

Article (18)

1. Nedaa will have an independent budget which reflects its actual financial position.
2. In regulating its accounts and records, Nedaa will apply the rules and principles of commercial accounting in accordance with recognised international standards.
3. The Board of Directors will, upon the recommendation of the CEO, appoint a recognised audit firm to audit the accounts and financial records of Nedaa.
4. The financial year of Nedaa will commence on 1 January and will end on 31 December of each year, except that the first financial year will commence on the date on which this Law comes into force and will end on 31 December of the following year.

Article (19)

The Department of Finance of the Government of Dubai will conduct a post audit of the accounts and financial transactions of Nedaa.

Article (20)

1. Nedaa must prepare its financial statements and a report on its financial position, and submit the same to the Department of Finance.
2. Nedaa will have the authority to allocate and use its revenues for the development of its systems and achievement of its objectives under this Law.

Cooperation with Nedaa Article (21)

All Government and semi-government departments, corporations, and authorities in the Emirate must fully cooperate with Nedaa to enable it to achieve its goals and objectives.

Article (22)

Effective as of the date on which this Law comes into force, all Government entities must connect to the specialised communications network of Nedaa.

General and Final Provisions Article (23)

The provisions of Law No. (27) of 2006 Concerning Management of the Government of Dubai Human Resources will apply to the civilian employees of Nedaa.

Article (24)

The Board of Directors will issue a bylaw determining the penalties prescribed for violation of any of the provisions of this Law, the regulations and bylaws issued in pursuance hereof, or any of the terms of licences issued by Nedaa. The bylaw will also specify the entity authorised to impose such penalties. The Board of Directors will also issue the implementing bylaw, regulations, resolutions, and instructions required for the implementation of this Law.

Article (25)

The Dubai Courts will have exclusive jurisdiction to hear all disputes arising out of, or in connection with, this Law.

Article (26)

Nedaa will be exempt from all customs duties and local fees on all its imports that are required for its operations and for the achievement of its objectives.

Article (27)

Any provision in any other local legislation will be repealed to the extent that it contradicts the provisions of this Law.

Article (28)

This Law will be published in the Official Gazette and will come into force on the day on which it is published.

Mohammed bin Rashid Al Maktoum

Ruler of Dubai

Issued in Dubai on 4 June 2008

Corresponding to 30 Jumada al-Ula 1429 A.H.