

Law No. (7) of 2011
Amending
Certain Provisions of Law No. (9) of 2004
Concerning Dubai International Financial Centre¹

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

After perusal of:

Federal Law No. (8) of 2004 Concerning Financial Free Zones;

Federal Decree No. (35) of 2004 Establishing a Financial Free Zone in the Emirate of Dubai;

Law No. (9) of 2004 Concerning Dubai International Financial Centre, hereinafter referred to as the “**Original Law**”; and

Law No. (12) of 2004 Concerning the Judicial Authority of Dubai International Financial Centre,

Do hereby issue this Law.

Article (1)

The provisions of Articles (2), (3), (5), (6), (7), (8) and (13) of the Original Law are hereby superseded by the following provisions:

Definitions

Article (2)

The following words and expressions, wherever mentioned in this law, will have the meaning set forth against each of them unless the context implies otherwise:

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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.

State:	The United Arab Emirates.
Emirate:	The Emirate of Dubai.
Ruler:	H.H. the Ruler of Dubai.
Government:	The Government of Dubai.
Centre:	Dubai International Financial Centre.
President:	The President of the Centre.
Governor:	The Governor of the Centre.
Centre's Bodies:	Bodies established pursuant to Article (3) of this Law, and any other entities established by the other Centre's Laws or upon approval of the President.
Higher Board of Directors:	The Higher Board of Directors of the Centre established pursuant to Article (3) of this Law.
Centre Authority:	The Dubai International Financial Centre Authority established pursuant to Article (3) of this Law.
Financial Services Authority:	The Dubai Financial Services Authority established pursuant to Article (3) of this Law.
Centre's Courts:	The Centre's Courts established pursuant to the Centre's Laws.
Financial Services:	Banking and financial activities and services including insurance and reinsurance services, financial markets and financial and monetary brokerage services.
Services, Goods and Products:	Includes, without limitation, materials, equipment, instruments, goods and services of whatever type or description.
Centre Establishments:	Any entity or business established, licensed, registered or authorised to carry on business or activities in the Centre pursuant to the Centre's Laws, including Licensed Centre Establishments.
Licensed Centre Establishments:	Any entity or business which is licensed, registered or authorised by the Financial Services Authority to carry

on Financial Services and any other activities in accordance with the Centre's Laws.

Centre's Laws:	Any laws issued by the Ruler in relation to the Centre.
Centre's Regulations:	Any rules, regulations, bylaws, or orders relating to the Centre issued by the President or the Centre's Bodies.
Payment System:	The methods, procedures and rules to clear and settle payment orders and any activities and services relating to them.

The Centre

Article (3)

1. The Financial Free Zone, established in the Emirate of Dubai called "Dubai International Financial Centre", also known as "DIFC", will have financial and administrative independence and will be affiliated to the Government.
2. The Centre will have a President to be appointed by decree issued by the Ruler.
3. The following bodies will be established in the Centre:
 - a. Dubai International Financial Centre Authority
 - b. Dubai Financial Services Authority
 - c. Dubai International Financial Centre Courts
4. The Centre will have registers to register companies, real property, commercial transactions and other transactions including, without limitation, a real property register, securities register and companies register. These registers will be established and governed pursuant to the Centre's Laws.
5. The Centre will have a Higher Board of Directors which will be chaired by the President and it will have as members the Governor, the chairman of the board of directors of the Financial Services Authority, the chairman of the board of directors of the Centre Authority, the Chief Justice of the Centre's Courts and any other members elected by the President.
6. The Higher Board of Directors will undertake coordination between the Centre's Bodies without affecting their independence.

7. The Higher Board of Directors will hold, upon invitation by its chairman, at least two meetings in each year and whenever the need arises. The President may identify the duties and method of operation of the Board.
8. The Higher Board of Directors may invite any person it deems appropriate to attend its meetings and may seek opinion of any qualified or expert body or person for assistance.

President

Article (5)

In addition to the powers vested in the President by this Law, the President will have the following duties and powers:

- a. to approve the strategies, policies and objectives of the Centre;
- b. to approve and submit the draft Centre's Laws to the Ruler for issuance;
- c. to issue the Centre's Regulations considered by the President proper for realisation of the objectives of the Centre;
- d. to appoint, remove and replace the chairman and members of the board of directors of the Centre Authority and to specify their duties, the terms of their service and their remuneration, pursuant to the Centre's Laws and the Centre's Regulations;
- e. to appoint, remove and replace the chairman and members of the board of directors of the Financial Services Authority and to specify their duties, the terms of their service and their remuneration, pursuant to the Centre's Laws and the Centre's Regulations;
- f. to establish any bodies, departments or boards with the aim to realise the objectives of the Centre, to specify their powers and duties and to cancel, merge and restructure any of them in a manner that realises the objectives of the Centre;
- g. to perform any action he considers necessary to ensure proper management of the Centre;
- h. to approve the annual budgets of the Centre's Bodies; and
- i. to establish advisory committees to provide support and advice, including a special committee to review legislative proposals from the Centre's Bodies. The President will specify the duties, method of holding the meetings and method of operation of these committees; and will specify the remuneration of their members.

Centre Authority

Article (6)

1. The Centre Authority will have separate legal personality and may sue and be sued in this capacity.
2. The Centre Authority will carry out its duties without interference from any of the other Centre's Bodies, and will be responsible for any matter assigned to it pursuant to the Centre's Laws and the Centre's Regulations.
3. The Centre Authority will have an independent budget, and the Government will allocate to the Centre Authority the necessary funds for exercising its duties and powers independently from other Centre's Bodies.
4. The Centre Authority will have a board of directors that will undertake supervision of the functions and activities of the Centre Authority, and will be responsible before the President for the functions of the Centre Authority. The board of directors will, in addition to the duties and powers assigned to it by the Centre's Laws and subject to their provisions, undertake the following:
 - a. to review and adopt strategies, policies and objectives relating to the Centre, excluding those over which other Centre's Bodies have exclusive jurisdiction under the Centre's Laws;
 - b. to prepare and submit to the President reports on the implementation of the strategies, policies and objectives of the Centre referred to in item (a) of this paragraph;
 - c. to propose and submit to the President the draft Centre's Laws falling within the jurisdiction of the Centre Authority;
 - d. to provide for public comment on the draft Centre's Laws and the Centre's Regulations falling within the jurisdiction of the Centre Authority;
 - e. to approve and issue the Centre's Regulations falling within the jurisdiction of the Centre Authority;
 - f. upon approval of the President, to establish ancillary bodies and establishments to the Centre Authority, to specify their duties, and to delegate to them any of the powers of the Centre Authority identified by the Centre's Laws and the Centre's Regulations;
 - g. to approve acquisition, ownership, sale and lease of movable or immovable property including securities, to invest in and outside the Centre for realising

- the objectives of the Centre in accordance with the Centre's Laws and the Centre's Regulations, and to establish representative offices outside the State for promotion of the objectives, operations and various activities of the Centre;
- h. to establish procedures and controls for the operation of bank accounts of the Centre Authority. Upon approval of the President, to obtain loans and financial facilities necessary for the implementation of the Centre Authority operations and to provide assets, equities and entitlements of the Centre Authority in securing such loans and financial facilities;
 - i. to establish procedures and controls regulating the powers of entering into contracts with third parties;
 - j. to review and approve financial statements and accounts of the Centre Authority, and to appoint auditors for the Centre Authority and to determine their fees;
 - k. to approve and submit to the President for approval the annual budget of the Centre Authority;
 - l. to approve fees and other financial charges received by the Centre Authority for services provided by it;
 - m. to appoint and remove the chief executive officer of the Centre Authority and to determine his duties, powers and remuneration, and to approve appointment of the executive staff members and to determine their remuneration upon proposal of the chief executive officer;
 - n. to delegate any of its powers provided by this Law to any employee of the Centre Authority; and
 - o. to delegate any of the duties or powers of the Centre Authority to any government body in the Emirate or any of the other Centre's Bodies excluding the Centre's Courts, and to accept a delegation of duties or powers from any of the Centre's Bodies, excluding the Centre's Courts.
5. The Centre Authority will have a chief executive officer who will have, subject to the Centre's Laws, the following duties and powers:
- a. to propose to, and submit for adoption by, the board of directors of the Centre Authority, the strategies, policies and objectives of the Centre, except for the matters that relate to other Centre's Bodies pursuant to the Centre's Laws, and to follow up their implementation;

- b. to prepare final accounts and the draft annual budget of the Centre Authority and to submit them to the board of directors for approval;
- c. to issue the procedures and standards for implementation of the strategies, policies and objectives of the Centre Authority adopted by the board of directors of the Centre Authority and to follow up their implementation;
- d. to propose fees and other financial charges received by the Centre Authority in consideration of the services offered by it and to submit the same to the board of directors of the Centre Authority for approval, and to follow up collection of such fees and charges;
- e. to agree with the Financial Services Authority on a consultation process concerning the Centre's Laws and the Centre's Regulations;
- f. to provide infrastructure, buildings, administrative and municipal services, security, transportation, information telecommunication technology and any other services necessary for realisation of the objectives of the Centre;
- g. to supervise and monitor the employees and delegates of the Centre Authority;
- h. to monitor and supervise the Centre Establishments licensed, registered or authorised by the Centre Authority and to impose penalties on them, as provided by the Centre's Laws and the Centre's Regulations;
- i. to develop relationships with the other free zones and with third parties in and outside the Emirate, for realisation of the objectives of the Centre Authority and regulation of its operations;
- j. to facilitate operation of the Centre Establishments as per the Centre's Laws and the Centre's Regulations;
- k. to provide all services to the Centre Establishments and to third parties having relationship with the Centre pursuant to the Centre's Laws and the Centre's Regulations;
- l. to open and operate bank accounts for the Centre Authority pursuant to the powers vested in him in this respect by the board of directors of the Centre Authority;
- m. to appoint and employ natural and legal persons in accordance with the Centre's Laws and the Centre's Regulations and the controls established by the board of directors of the Centre Authority in this respect; and

- n. to perform any other duties or powers which may be delegated to him by the board of directors of the Centre Authority or which may be vested in him pursuant to the Centre's Laws.
6. The Centre Authority must keep confidential the information classified as confidential pursuant to the Centre's Laws and the Centre's Regulations which may be received by or disclosed to the Centre Authority, or which may come to its notice in performance of its duties. Such information may not be disclosed to third parties except in the cases permitted by the Centre's Laws and the Centre's Regulations.
7. The Centre Authority is the entity in charge of establishing, regulating and developing the Payment System in the Centre and the board of directors of the Centre Authority may for this purpose:
- a. issue the Centre's Regulations relating to the Payment System;
 - b. make strategies and policies relating to development and operation of the Payment System and the methods necessary for the same and supervise its implementation;
 - c. license and register companies and establishments necessary for operation of the Payment System;
 - d. carry out any other duties considered proper by the Centre Authority for operation of the Payment System pursuant to the prevailing international standards and regulations; and
 - e. agree with the Central Bank of the State on the Central Bank being delegated in respect of the duties or powers relating to the Payment System.

The Financial Services Authority

Article (7)

1. The Dubai Financial Services Authority will have separate legal personality, and may sue and be sued in such capacity.
2. The Financial Services Authority is the body solely responsible for the regulation of Financial Services in the Centre, excluding the Payment System, and for the regulation of activities related thereto; and it is responsible for any matter falling within its jurisdiction pursuant to the Centre's Laws and the Centre's Regulations.

3. The Financial Services Authority will carry out its duties without interference from the other Centre's Bodies, and will be directly accountable to the President.
4. The Financial Services Authority will have an independent budget and the Government will allocate to the Financial Services Authority the funds required for exercising its duties and powers independently from the other Centre's Bodies.
5. The Financial Services Authority will have a board of directors that will undertake supervision of the duties and activities of the Financial Services Authority and will be responsible before the President. The members of the board of directors may be removed only by reason of their gross negligence, incapacity or misconduct in performance of their duties under the Centre's Laws. The board of directors will carry out the duties and powers assigned to it under the Centre's Laws and the Centre's Regulations and in addition, subject to the Centre's Laws and the Centre's Regulations, it will undertake the following:
 - a. to appoint and remove the chief executive officer, to determine his duties and remuneration and to identify the structure, duties and conditions of service of the executive staff members of the Financial Services Authority;
 - b. to determine the infrastructure, buildings, administrative services and any other services necessary for the realisation of the objectives of the Financial Services Authority;
 - c. to make and adopt the strategies, policies and objectives relating to regulation of Financial Services, and any other activities pursuant to the Centre's Laws;
 - d. to prepare and submit to the President the necessary reports concerning implementation of the strategies, policies and objectives of the Financial Services Authority;
 - e. to propose and submit to the President the draft Centre's Laws concerning regulation of Financial Services and the activities relating to them and any other matter within the jurisdiction of the Financial Services Authority;
 - f. to approve and issue the Centre's Regulations concerning regulation of Financial Services and the activities relating to them, and concerning any other matter which falls within the jurisdiction of the Financial Services Authority pursuant to the Centre's Laws;
 - g. to provide for public comment on the draft Centre's Laws and the Centre's Regulations falling within the jurisdiction of the Financial Services Authority;

- h. to supervise and monitor the performance of the chief executive officer of the Financial Services Authority;
 - i. upon approval of the President, to establish ancillary bodies or establishments to the Financial Services Authority, to identify their duties and to delegate to them any of the powers vested in the Financial Services Authority by the Centre's Laws and the Centre's Regulations;
 - j. to review and approve financial statements and accounts of the Financial Services Authority and to appoint auditors for the Financial Services Authority and determine their fees;
 - k. to adopt and submit to the President for approval the annual budget of the Financial Services Authority;
 - l. to approve fees and other financial charges for services provided by the Financial Services Authority;
 - m. to establish controls and procedures concerning the bank accounts of the Financial Services Authority. Upon approval of the President, to obtain loans and financial facilities necessary for implementation of the operations of the Financial Services Authority and to provide assets, rights and entitlements of the Financial Services Authority as security for such loans and financial facilities;
 - n. to establish procedures and controls regulating the powers of entering into contracts with third parties;
 - o. to delegate any of its powers provided by this Law to any employee of the Financial Services Authority; and
 - p. to delegate any of the duties and powers of the Financial Services Authority to the other Centre's Bodies, excluding the Centre's Courts, and to accept a delegation of duties or powers from any of the Centre's Bodies.
6. The Financial Services Authority will have a chief executive officer who will undertake, subject to the Centre's Laws, the following duties and powers:
- a. to propose to, and submit for adoption by, the board of directors of the Financial Services Authority the strategies, policies and objectives of the Financial Services Authority, and to follow up the implementation of what has been adopted;
 - b. to prepare the draft financial statements and accounts and annual budget of the Financial Services Authority and to submit them to the board of directors for approval;

- c. to propose fees and other financial charges received by the Financial Services Authority for services provided by it and to refer the same to the board of directors of the Financial Services Authority for approval;
 - d. to license, authorise and register the Licensed Centre Establishments, in accordance with the Centre's Laws and the Centre's Regulations;
 - e. to monitor and supervise the Licensed Centre Establishments and to impose penalties on them, as provided by the Centre's Laws and the Centre's Regulations;
 - f. to supervise and monitor the employees and delegates of the Financial Services Authority;
 - g. to collect fees and financial charges charged for provision of services by the Financial Services Authority;
 - h. to open and operate the bank accounts for the Financial Services Authority pursuant to the powers vested in him in this respect by the board of directors of the Financial Services Authority;
 - i. to perform any duties which may be delegated to him by the board of directors of the Financial Services Authority or any powers which may be vested in him by the Centre's Laws;
 - j. to agree with the Centre Authority on a consultation process concerning the Centre's Laws and the Centre's Regulations;
 - k. to enter into contracts and agreements and to acquire and dispose of movable properties pursuant to the Centre's Laws; and
 - l. to appoint and employ any natural or legal persons on the terms and conditions he considers appropriate for assisting him in carrying out his duties and powers.
7. The Financial Services Authority must keep confidential the information classified as confidential pursuant to the Centre's Laws and the Centre's Regulations which may be received by or disclosed to the Financial Services Authority or which may come to its notice in performance of its duties. Such information may not be disclosed to third parties, except in the cases permitted by the Centre's Laws and the Centre's Regulations.

Centre's Courts

Article (8)

1. The Centre's Courts will have separate legal personality and will have a Chief Justice appointed by a decree issued by the Ruler. The Centre's Courts will carry out their duties in an independent manner in accordance with the Centre's Laws and the Centre's Regulations.
2. The jurisdiction of the Centre's Courts will be determined pursuant to the Centre's Laws.
3. The Chief Justice of the Centre's Courts will have the following duties and powers:
 - a. to approve and issue the Centre's Regulations relating to the Centre's Courts;
 - b. to prepare and approve the strategies, policies and objectives of the Centre's Courts and to prepare and submit to the President the necessary reports on implementation of those strategies, policies and objectives;
 - c. to approve the fees and charges for services provided by the Centre's Courts;
 - d. to establish procedures and controls regulating the powers of entering into contracts with third parties and opening and operating bank accounts of the Centre's Courts;
 - e. to appoint any natural or legal person he deems appropriate on the terms considered proper by him for exercising the powers of the Centre's Courts and performance of its duties, excluding the judges of the Centre's Courts who will be appointed by decree issued by the Ruler; and
 - f. to review and approve the financial statements and accounts of the Centre's Courts and to appoint auditors for the Centre's Courts and to specify their remuneration.
4. The Centre's Courts will have an independent budget and the Government will allocate to the Centre's Courts the funds required for exercising its duties and powers independently from the other Centre's Bodies.
5. The Courts of the Emirate will have jurisdiction over crimes committed within the Centre.
6. The Centre's Courts will have exclusive jurisdiction to interpret the Centre's Laws and the Centre's Regulations.

Laws Applicable in the Centre

Article (13)

1. The Centre's Bodies and Centre Establishments will carry on its commercial activities, in accordance with the Centre's Laws and the Centre's Regulations.
2. The Centre, the Centre's Bodies, the Centre Establishments, and their employees and their delegates will not be governed, in relation to matters within the jurisdiction of the Centre, by the laws of the Emirate and the regulations and resolutions of any local government body, except as may be provided by a special provision in such laws, regulations or resolutions that they will apply in the Centre.
3. The Governor, the Centre's Bodies, the members of the boards of directors, the employees appointed by the President, the Governor or the Centre's Bodies, and their delegates, will not be liable to third parties for any act or omission committed in relation to carrying out their duties and powers identified by the Centre's Laws and the Centre's Regulations, unless it is established that such act or omission is committed in bad faith.
4. The Centre's Bodies may, for the realisation of their objectives, develop relationships, cooperate and coordinate with third parties in and outside the Emirate and may, to that end, enter into agreements, contracts and memoranda of understanding.

Article (2)

A new Article (5) *bis* is hereby added to the Original Law.

Governor

Article (5) *bis*

1. The Governor will be appointed and removed by a decree issued by the Ruler, upon proposal of the President.
2. The President will specify the conditions of service, employment benefits and remuneration of the Governor.
3. Without prejudice to the independence of the Centre's Bodies pursuant to the Centre's Laws and the Centre's Regulations, the Governor will have the following duties and powers:
 - a. to propose strategies, policies and objectives of the Centre and to submit them to the President for approval, and to follow up their implementation;

- b. to establish specialised committees and work teams for providing the consultancy required for realisation of the objectives of the Centre;
 - c. to enter into agreements, contracts and memoranda of understanding with third parties in and outside of the Emirate, in order to realise the objectives and to regulate the operations of the Centre, in consultation with the Centre's Bodies;
 - d. to appoint, at his own discretion, experts and specialists, on the conditions he deems appropriate, to provide support and advice; and
 - e. to perform any other duties or powers assigned to him by the President, except the duties and powers vested in the President pursuant to Article (5) of this Law.
4. The Governor may not occupy simultaneously with his position as Governor any other position; and must not carry on any activity which may conflict with the objectives and policies of the Centre. This restriction does not include performance of the duties relating to any position or post to which he is assigned or appointed by the Ruler or the President.

Article (3)

The term "Judicial Authority" wherever it appears in the Centre's Laws and the Centre's Regulations will be superseded by the term "Centre's Courts".

Article (4)

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

Article (5)

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

Mohammed Bin Rashid Al Maktoum
Ruler of Dubai

Issued in Dubai on 4 April 2011
Corresponding to 1 Jumada al-Ula 1432 A.H.