

Law No. (30) of 2023
Establishing Parkin Company¹

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

After perusal of:

Federal Law No. (7) of 1999 Issuing the Pensions and Social Security Law and its amendments;

Federal Law by Decree No. (32) of 2021 Concerning Commercial Companies;

Federal Law by Decree No. (33) of 2021 Regulating Labour Relations, its amendments, and its Implementing Bylaw;

Law No. (5) of 1995 Establishing the Department of Finance;

Law No. (17) of 2005 Establishing the Roads and Transport Authority and its amendments;

Law No. (1) of 2016 Concerning the Financial Regulations of the Government of Dubai, its Implementing Bylaw, and their amendments;

Law No. (8) of 2016 Regulating the Grant of Law Enforcement Capacity in the Government of Dubai and its Implementing Bylaw;

Law No. (8) of 2018 Concerning Management of the Government of Dubai Human Resources;

Law No. (25) of 2023 Establishing the Dubai Investment Fund;

Law No. (26) of 2023 Concerning the Executive Council of the Emirate of Dubai;

Decree No. (1) of 2019 Regulating the Establishment of Companies by Government Entities in the Emirate of Dubai;

Executive Council Resolution No. (5) of 2016 Regulating Car Parks in the Emirate of Dubai, its Implementing Bylaw, and their amendments; and

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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.

Executive Council Resolution No. (23) of 2020 Prescribing the Rules, Conditions, and Procedures Governing the Establishment of Companies by Government Entities in the Emirate of Dubai,

Do hereby issue this Law.

Title of the Law
Article (1)

This Law will be cited as "Law No. (30) of 2023 Establishing Parkin Company".

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:

Emirate:	The Emirate of Dubai.
Government:	The Government of Dubai.
Executive Council:	The Executive Council of the Emirate of Dubai.
Resolution:	Executive Council Resolution No. (5) of 2016 Regulating Car Parks in the Emirate of Dubai, its Implementing Bylaw, and their amendments.
RTA:	The Roads and Transport Authority.
TRA	The Traffic and Roads Agency of the RTA.
Director General:	The director general and chairman of the Board of Executive Directors of the RTA.
Government Entity:	Any of the Government departments, public agencies or corporations, Government councils or authorities, or other public entities affiliated to the Government.
Company:	Parkin Company PJSC, established pursuant this Law.

Articles of Association:	The articles of association of the Company.
Board of Directors:	The board of directors of the Company.
CEO:	The chief executive officer of the Company.
Public Car Park:	An area within the Emirate supervised by the RTA and designated pursuant to planning and construction legislation for Vehicles to park in whether for a fee or free of charge. This includes on-street car parks, off-street car parks, and multi-storey car parks.
Private Car Park:	An area that may be used pursuant to planning and construction legislation as a private car park, and that the TRA authorises, in accordance with the Resolution, a person or entity to use for this purpose whether with or without consideration.

Establishment of the Company Article (3)

A public joint-stock company named "Parkin Company PJSC" is hereby established. The Company will have legal personality, financial and administrative autonomy, and the legal capacity to conduct its activities and achieve its objectives, in accordance with this Law, the Articles of Association, and other legislation in force in the Emirate.

Head Office of the Company Article (4)

The head office of the Company will be located in the Emirate. Other branches and offices of the Company may be established within or outside of the Emirate as determined in the Articles of Association.

Concluding Contracts with the Company and Transferring Rights and Obligations Article (5)

- a. The RTA will, under a franchise agreement to be concluded between the RTA and the Company, outsource all or any of its functions in respect of Public Car Parks, Private Car Parks, and issuing the relevant Permits stipulated in the Resolution and other legislation

in force in the Emirate, in a manner that enables the Company to achieve the objectives for which it is established. The franchise agreement will state its term and the rights and obligations of both parties.

- b. The RTA may authorise the Company to transfer the franchise granted to it under paragraph (a) of this Article to third parties, in accordance with the conditions and rules prescribed by the RTA in this respect.
- c. The RTA will, in coordination with the Department of Finance, determine the rights, assets, property, tangible and intangible assets, privileges, obligations, guarantees, and undertakings of the RTA that will be transferred to the Company.
- d. All the aforementioned assets, property, rights, privileges, obligations, guarantees, and undertakings will be transferred to, and registered in the name of, the Company or any company owned by or affiliated to it, in accordance with the legislation in force in the Emirate. The concerned Government Entities must, upon the request of the Company, take the necessary action to complete the transfer and registration process.

Share Capital of the Company Article (6)

- a. The issued and paid-up share capital of the Company will be specified in the Articles of Association.
- b. The share capital of the Company will be transferred from the Government account to the share capital account of the Company.
- c. All the shares of the Company will be wholly owned by the Government. The Executive Council may determine the percentage of shares that may be transferred to other parties through Public Subscription or private subscription.
- d. The liability of the Company will be limited to its paid-up capital. The liability of shareholders will be limited to the nominal value of the shares they own.

Term of the Company Article (7)

The term of the Company is ninety-nine (99) years commencing from the date of its registration on the commercial register in accordance with the legislation in force in the Emirate. This term will be automatically renewed for the same period in accordance with the provisions of the Articles of Association.

Objectives and Powers of the Company

Article (8)

- a. The Company will have the following objectives:
1. to establish, plan, design, develop, manage, and supervise Public Car Parks; and implement the legislation regulating them, including the Resolution, in accordance with the franchise agreement concluded with the RTA;
 2. to issue Persons with Public Car Park Permits and allow them to use, operate, and reserve Public Car Parks, in accordance with the rules prescribed by the RTA under the franchise agreement concluded with the Company;
 3. to manage, establish, develop, and design Private Car Parks; invest in these car parks and in commercial activities related to them; and conclude contracts with the competent entities in respect of these car parks within and outside of the Emirate, in accordance with the legislation in force;
 4. to conduct studies and research related to Public Car Parks and Private Car Parks, and provide consultation and advisory services in respect thereof; and
 5. to achieve any other objectives determined in the Articles of Association.
- b. For the purpose of achieving the objectives mentioned in paragraph (a) of this Article, the Company may:
1. contract with others to achieve its objectives;
 2. establish companies wholly or partially owned by it, or directly or indirectly hold shares in any companies related to its objectives within or outside of the Emirate;
 3. own, possess, use, take lease of, lease out, and dispose in any legal manner of, land and other real property, Vehicles, equipment, and machinery as required to achieve its objectives and enable it to perform its functions under this Law, the Articles of Association, the Resolution, and other legislation in force in the Emirate;
 4. invest and use its property in any commercial, financial, service, or industrial fields;
 5. borrow funds in accordance with the legislation in force in the Emirate;
 6. grant rights of usufruct and any other real rights on the assets and property owned by the Company to any entity or company engaged in the field of work of the Company;

7. collect fees and fines in accordance with the Resolution and other legislation in force in the Emirate; and use any electronic or digital tools or systems for that purpose; and
8. perform any other work or activities related to the achievement of its objectives, as stipulated in the Articles of Association.

Articles of Association

Article (9)

- a. Without prejudice to the provisions of this Law and other legislation in force in the Emirate, the Chairman of the Executive Council will approve the Articles of Association. The Articles of Association must determine all matters related to regulating the Company affairs, particularly the following:
 1. the procedures for increasing or reducing the share capital of the Company;
 2. the number of shares constituting the share capital of the Company, and the nominal value of each share;
 3. the procedures for obtaining loans from banking and financial institutions;
 4. the revenues of the Company;
 5. the formation of the general assembly of the Company, and determination of its functions;
 6. the budget and Financial Year of the Company;
 7. the procedures for distributing profits and losses;
 8. the procedures for establishing branches of the Company within or outside of the Emirate;
 9. the formation of the Board of Directors and its terms of reference;
 10. the disposition of the Company assets and management of its property and revenues;
 11. the issuance and types of shares, and the rules for ownership and trade of shares and their related rights;
 12. the issuance and trade of bonds and sukuk;

13. the appointment of the Company auditors and determination of their functions and obligations;
 14. the Financial Year of the Company; and
 15. the dissolution and liquidation of the Company.
- b. The Chairman of the Executive Council will be authorised to amend the Articles of Association of the Company, provided that it remains wholly owned by the Government. Where the shares of the Company are offered for subscription and acquired by subscribers, the general assembly of the Company will be authorised to amend the Articles of Association.

Subscription for and Ownership of Shares

Article (10)

- a. Where the shares of the Company are offered for Public Subscription or private subscription, natural and legal persons may acquire shares in the Company. Subscription will be made in accordance with the legislation in force in the Emirate.
- b. Where the shares of the Company are offered for subscription, the Government must retain the ownership of at least sixty percent (60%) of the share capital of the Company.

Board of Directors and CEO

Article (11)

- a. The Company will have a Board of Directors, comprised of a chairman, a vice chairman, and a number of members. The first Board of Directors of the Company will be appointed pursuant to a resolution of the Chairman of the Executive Council. The term of membership in the Board of Directors will be (3) three years.
- b. The Articles of Association will determine the method of formation and reconstitution, and the term of membership, of subsequent Boards of Directors. The formation of Boards of Directors must reflect ownership rights in the Company.
- c. The Company will have a CEO, who will be appointed, and may be dismissed, pursuant to a resolution of the Board of Directors. The CEO will undertake direct supervision of the Company; perform his functions under the Articles of Association; and exercise the duties and powers assigned or delegated to him by the Board of Directors.

- d. The Board of Directors may assign any of its members as a managing director to undertake direct supervision of the management of the Company, and to perform the duties of the CEO.

Functions of Board of Directors
Article (12)

- a. The Board of Directors will undertake general supervision of the Company, manage its affairs, and perform the Board of Directors' functions under this Law, the Articles of Association, and other legislation in force in the Emirate. In particular, the Board of Directors will:
 - 1. approve, and follow up the implementation of, the strategic plans and policies of the Company;
 - 2. supervise the achievement by the Company of its objectives;
 - 3. issue the financial, administrative, technical, and procurement bylaws of the Company and manage its assets;
 - 4. approve the organisational structure of the Company;
 - 5. approve the contracts and agreements concluded by the Company, including loan, financing, mortgage, settlement, and arbitration agreements;
 - 6. divide, assign, transfer, amalgamate, merge, sell, and mortgage or pledge any of the property or assets of the Company, or the property or assets of any of the companies owned by it, or affiliated to it; or assign or dispose of the same in any legal manner, in accordance with the relevant delegation of authority matrix approved by the Board of Directors;
 - 7. authorise the Company, and the companies owned by it or affiliated to it, to perform any investment, borrowing, or lending transactions; to provide guarantees and security; or to issue bonds, sukuk, or any other Debt Instruments, in accordance with the legislation in force in the Emirate;
 - 8. acquire or merge companies and establishments and determine the acquisition value;
 - 9. form permanent and temporary committees and work teams, and determine their duties and powers; and

10. perform any other duties or powers stipulated in the Articles of Association and the legislation in force in the Emirate, or required to enable the Company to achieve its objectives.
- b. Except for the powers vested in it under sub-paragraphs (a)(5), (a)(6), (a)(7), and (a)(8) of this Article, the Board of Directors may delegate any of its powers under paragraph (a) of this Article to its chairman, to any of its members, to any committees it forms, or to the CEO, provided that such delegation is specific, in writing, and consistent with the provisions of the legislation in force in the Emirate.

Human Resources of the Company Article (13)

- a. Some of the Employees working for the RTA on the effective date of this Law may be transferred to the Company without prejudice to their existing rights. These Employees will be nominated pursuant to the relevant resolution issued by the Director General. They will be governed by the above-mentioned Law No. (8) of 2018 until the human resources regulations referred to in paragraph (c) of this Article are issued.
- b. Upon their transfer to the Company, the period of service of UAE National RTA Employees preceding the effective date of this Law will be deemed uninterrupted and will form part of their service with the Company. The Company will be deemed as a Government Sector Employer for the purpose of calculating the retirement pension benefits or end-of-service gratuity of these Employees in accordance with the above-mentioned Federal Law No. (7) of 1999.
- c. Subject to the legislation in force in the Emirate, the employees of the Company will be governed by the human resource regulations adopted by the Board of Directors.

Financial Resources of the Company Article (14)

The financial resources of the Company will consist of:

1. revenues generated by the Company from conducting its activities;
2. proceeds from its movable and immovable property;

3. returns on the investment of its property; its profits; and the profits of the companies owned by it, affiliated to it, or in which it holds shares; and
4. any other financial resources approved by the Board of Directors.

Law Enforcement Article (15)

- a. The employees of the Company nominated pursuant to a resolution of the Director General will have the capacity of Law Enforcement Officers to record the acts committed in breach of the provisions of the Resolution, the resolutions issued in pursuance thereof, and other legislation that the Company is assigned to enforce under the franchise agreement concluded with the RTA. In this capacity, they may issue the necessary violation reports; and, where necessary, seek the assistance of police personnel.
- b. The law enforcement capacity, referred to in paragraph (a) of this Article, will be granted in accordance with the provisions of the above-mentioned Law No. (8) of 2016 and the resolutions issued in pursuance thereof.

Cooperation with the Company Article (16)

All Government Entities must, upon request, fully cooperate with the Company to enable it to achieve its objectives and perform its functions under this Law, the Articles of Association, the Resolution, and other legislation in force in the Emirate.

Consideration of Pending Claims Article (17)

Without the need for any further action as a result of the establishment of the Company under this Law, courts of all types and levels will continue to consider the claims and appeals that are related to the management of Public Car Parks and Private Car Parks and to which the RTA is a party, until these claims and appeals are determined by final definitive judgements.

Liability of the Government and the RTA
Article (18)

Neither the Government nor the RTA will be liable to third parties for any debts, or financial or legal obligations, arising from the conduct by the Company of its business and activities or the provision of its services, or from exercising its duties and powers under this Law, the Articles of Association, the Resolution, and other legislation in force in the Emirate. The Company will be solely liable for such debts and obligations.

Issuing Implementing Resolutions
Article (19)

Except for the resolutions which the Chairman of the Executive Council is exclusively authorised to issue under this Law, the chairman of the Board of Directors will issue the resolutions required for implementing the provisions of this Law subject to approval of the same by the Board of Directors.

Repeals
Article (20)

Any provision in any other legislation is hereby repealed to the extent that it contradicts the provisions of this Law.

Commencement and Publication
Article (21)

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 29 December 2023
Corresponding to 16 Jumada al-Thaniyah 1445 A.H.