

DMCCA FOUNDATIONS REGULATIONS 2026

SECTION 1 – DEFINITIONS AND INTERPRETATION

1. Definitions used in these Regulations

In these Regulations, unless the context otherwise requires, the following words and expressions have the following meanings:

Word or expression	Meaning in these Regulations
Assets	any property in which a Foundation has any interest or over which it has any rights
Beneficial Owner	has the meaning given to it in the Beneficial Ownership Rules
Beneficial Ownership Rules	UAE Cabinet Decision No. (109) of 2023, as amended, replaced or re-enacted from time to time
Beneficiary	has the meaning given to it in Article 20
Business Day	a day other than a Saturday, Sunday or public holiday in the Emirate of Dubai
By-Laws	the by-laws of a Foundation, if any, as adopted, amended or replaced in accordance with these Regulations
Certificate of Name Change	a certificate issued by the Registrar to confirm the change of name of a Foundation
Charter	the charter of a Foundation as adopted, amended or replaced in accordance with these Regulations
Company Regulations	DMCCA Company Regulations 2024, as amended, replaced or re-enacted from time to time
Confidential Disclosed Information	the following information, in respect of each Foundation: (a) the name and address of each Councillor;

	(b) the name and address of the Guardian (if any); (c) the name and address of each specified Beneficiary (if any); (d) the name and address of each Beneficial Owner of each Founder which is a legal person (if any); (e) any other details DMCCA deems confidential from time to time
Council	the council of a Foundation referred to under Section 6
Councillor	a member of the Council appointed in accordance with Article 14.6
Court	the court of the Dubai International Financial Centre or such other court of competent jurisdiction as may be specified by DMCCA from time to time
Designee	the natural person or legal person named in the Charter that shall become a Beneficiary only in circumstances where a Foundation has no other Beneficiary
DMCCA	the Dubai Multi Commodities Centre Authority governed by Law No. (3) of 2020, which authority has governance over the DMCC Free Zone
DMCC Entity Name Requirements	the requirements of the Registrar from time to time in respect of the naming of any Foundation
DMCC Entity Number	the unique number allocated by the Registrar to each Foundation
DMCC Free Zone	the DMCC Free Zone, governed by Law No. (3) of 2020 and regulated and operated by DMCCA, the location, area and boundaries of which are specified in Law No. (3) of 2020
Foreign Court	a court (excluding the Court) or tribunal sitting outside the UAE

Foreign Law	a provision of law or regulation or other rule, order or directive that does not apply in the DMCC Free Zone
Foundation	a foundation registered under these Regulations
Foundation Official	each Councillor and any Guardian of a Foundation
Founder	each natural person or legal person that signs the Charter of a Foundation and that endows the Foundation with a portion of its Initial Assets
Guardian	a natural person or legal person, if any, appointed as guardian of a Foundation under Article 16
Initial Assets	the initial Assets that are endowed by a Founder upon the Foundation
International Financial Reporting Standards	a set of accounting standards, developed and maintained by the International Accounting Standards Board
Law No. (3) of 2020	Law No. (3) of 2020 issued in the Emirate of Dubai, as amended, replaced or re-enacted from time to time
Licence	any licence, permit or other authorisation granted to a Foundation by the Registrar to undertake certain activities within the DMCC Free Zone
Licensing Rules	the rules relating to Licences, and such other rules as applicable within the DMCC Free Zone as may be specified by DMCCA from time to time
Non-Profit Organisation	a legal person or arrangement or an organisation that primarily engages in raising or disbursing funds for purposes such as religious, cultural, educational, social or fraternal purposes or for other charitable purposes
Objects	the objects of a Foundation

Privileged Communication	a communication attracting a privilege arising from the provision of professional legal advice and any other advice or from the relationship of lawyer and client or other similar relationship, but does not include a general duty of confidentiality
Register of Foundations	the register of Foundations maintained by the Registrar under Article 5
Registered Agent	an entity registered in the DMCC Free Zone that is appointed by a Foundation to provide a registered office address in the DMCC Free Zone in order to receive communications and notices on behalf of the Foundation, and that acts in accordance with the policies and procedures issued by DMCCA from time to time
Registrar	the registrar appointed under the Company Regulations
Regulations	these Dubai Multi Commodities Centre Authority Foundations Regulations 2026
Relevant Person	a Founder, another person that has endowed the Foundation with Assets and a Beneficiary
Representative	an employee, a representative and an agent of the Foundation acting under the direction or authority of a Foundation Official
Resolution of Councillors	(a) a resolution approved at a duly convened and constituted meeting of the Councillors by a simple majority (which in the case of a Foundation with only two Councillors shall mean that both Councillors shall assent), or a larger majority as may be specified in the Charter or By-Laws, of the Councillors present and voting at the meeting, in person or by alternate or proxy; or (b) a resolution agreed to in writing by a simple majority (which in the case

	of a Foundation with only two Councillors shall mean that both Councillors shall assent), or by such larger majority as may be specified in the Charter or By-Laws, of the Councillors
Sanction	one or more of the following sanctions: (a) restriction or suspension of services; (b) a fine or penalty, as specified by DMCCA from time to time in accordance with Article 28; (c) suspension of a Licence; (d) termination of a Licence; (e) striking off a Foundation in accordance with Article 27; and (f) such other sanction as DMCCA may deem appropriate from time to time.
Second Strike Off Notice	has the meaning given in Article 27.4
Strike Off Notice	has the meaning given in Article 27.3
Supplementary Assets	Assets endowed upon a Foundation other than the Initial Assets
Suspension Notice	has the meaning given in Article 27.1
Termination Notice	has the meaning given in Article 27.1
UAE	United Arab Emirates
UAE Governmental Authority	any authority, court or other body which is, or operates as part of, the Federal Government of the UAE or the Government of an Emirate of the UAE

2. Rules of interpretation used in these Regulations

2.1 In these Regulations, a reference to:

- (a) a provision of any law, rule, regulation, policy or decision includes a reference to that law, rule, regulation, policy or decision as amended, replaced or re-enacted from time to time;
- (b) a person includes any natural person, corporate entity or unincorporated entity, including a company, partnership, unincorporated association, government or state;
- (c) an obligation to publish, or to cause to be published, a particular document includes, unless expressly provided otherwise in these Regulations, publishing or causing to be published in printed or electronic form;
- (d) day, week or month means a calendar day, week or month;
- (e) a calendar year means a year of the Gregorian calendar;
- (f) a word that suggests one gender includes all genders;
- (g) the singular includes the plural and vice versa, unless the context otherwise requires;
- (h) 'include' or 'including' means without limitation;
- (i) these Regulations include any regulations made under these Regulations, unless expressly provided otherwise in these Regulations;
- (j) a Section or Article by number only, and without further identification, is a reference to the section, article or schedule of that number in these Regulations; and
- (k) writing or written includes any mode of communication that preserves a record of the information contained in it and is capable of being produced or reproduced in tangible form, including electronic means.

2.2 Any publication required under these Regulations may be made in the following manner:

- (a) in a newspaper published in English with national circulation in the UAE;
- (b) on a DMCCA website appointed by the Registrar for such purpose; or
- (c) in such other form or manner as the Registrar may prescribe from time to time.

2.3 The DMCCA and the Registrar may communicate with a Foundation by electronic means, including requiring the use of electronic signatures in a form and manner as the Registrar may prescribe from time to time.

2.4 The headings in these Regulations do not affect its interpretation.

SECTION 2 – REGISTRATION

3. Status of a Foundation

- 3.1 A Foundation is a DMCC establishment for the purposes of Law No. (3) of 2020.
- 3.2 A Foundation registered under these Regulations is a legal entity separate from each Founder, Councillor, Guardian and Beneficiary.
- 3.3 A Foundation has the capacity, rights and privileges of a natural person to the extent necessary for the attainment of its Objects.

4. Method of registration

- 4.1 Any one or more persons may apply for the registration of a Foundation by signing and filing an application with the Registrar.
- 4.2 The application filed with the Registrar shall be signed by each Founder and shall include:
 - (a) a written Charter signed by each Founder (compliant with Article 8);
 - (b) a declaration of compliance signed by each Founder affirming that all requirements of these Regulations relating to registration have been fulfilled;
 - (c) information comprising the Confidential Disclosed Information;
 - (d) a statement of initial beneficial ownership and control, setting out all information required to be provided at registration under the Beneficial Ownership Rules; and
 - (e) if a Registered Agent has been appointed in respect of the Foundation, the name and address of the Registered Agent and the date of its appointment.
- 4.3 The application for registration of a Foundation filed with the Registrar shall be accompanied by payment of the relevant fee, as determined by the Registrar from time to time.
- 4.4 A Foundation is registered under these Regulations when the Registrar has issued a certificate of Registration.
- 4.5 At any time after the documents referred to in Article 4.2 are received and before the Registrar issues a certificate of Registration, the Registrar may require the applicant to provide such further information as it reasonably considers necessary.

5. Registration and certificate

- 5.1 On the registration of a Foundation, the Registrar shall:

- (a) register the Charter;
 - (b) assign a DMCC Entity Number to the Foundation; and
 - (c) enter the Foundation's name on the Register of Foundations.
- 5.2 The Register of Foundations shall be maintained by the Registrar in the form that it determines and shall contain, in respect of each Foundation:
 - (a) name and DMCC Entity Number of Foundation;
 - (b) name and address of each Councillor;
 - (c) date of establishment under these Regulations;
 - (d) record of payment of annual fees; and
 - (e) the name and address of the Registered Agent (if any), together with a record of any change in the appointment of the Registered Agent, including the date of each such appointment, change or termination.
- 5.3 The Registrar may disclose any Confidential Disclosed Information or any other material or information that it holds where such disclosure is:
 - (a) permitted or required to be made under these Regulations and all other regulations, rules, policies and decisions applicable in the DMCC Free Zone;
 - (b) made to: (i) the DMCCA; (ii) a governmental or regulatory authority exercising powers and performing functions relating to anti-money laundering; (iii) a self-regulatory body or organisation exercising and performing powers and functions in relation to financial services; (iv) a civil or criminal law enforcement agency; or (v) a governmental or other regulatory authority including a self-regulatory body or organisation exercising powers and performing functions in relation to the regulation of auditors, accountants or lawyers, for the purpose of assisting the performance by any such person of its regulatory functions; or
 - (c) made in good faith for the purposes of performance and exercise of the functions and powers of the Registrar.
- 5.4 Where a Foundation changes its Confidential Disclosed Information, it shall send to the Registrar a copy of the updated document or information not later than fourteen Business Days after the amendment takes effect or the information changes, as applicable.
- 5.5 The Registrar may issue certificates of good standing and certificates of incumbency in respect of a Foundation in such form as the Registrar may determine from time to time.

6. Objects

- 6.1 A Foundation may have any Objects, provided that they do not contravene these Regulations or any other laws, regulations, rules, policies or decisions applicable in the DMCC Free Zone.
- 6.2 The Objects of a Foundation may include the management of its Assets and income and the distribution of such Assets and income in accordance with its Charter.
- 6.3 The Objects of a Foundation shall not include the carrying on of any activity which is unlawful, contrary to any public policy of the DMCC Free Zone or the UAE or prohibited under Law No. (3) of 2020.
- 6.4 A Foundation shall not conduct the activities or have the Objects of a Non-Profit Organisation.
- 6.5 The Registrar may, upon written application by a Foundation, direct that Article 6.4 shall not apply to the Foundation, or shall apply subject to such modifications, conditions, restrictions or limitations as the Registrar deems appropriate.
- 6.6 The Registrar may grant a direction under Article 6.5 only where it is satisfied that:
 - (a) the proposed activities are consistent with the Objects of the Foundation;
 - (b) the activities do not undermine the integrity, reputation or regulatory framework of the DMCC Free Zone; and
 - (c) it is appropriate in all circumstances to do so.
- 6.7 A direction under Article 6.5:
 - (a) shall be given in writing;
 - (b) may be subject to such conditions as the Registrar deems appropriate; and
 - (c) may be varied, suspended or withdrawn by the Registrar at any time by written notice.

7. Licence, name and registered office and appointment of a Registered Agent

- 7.1 A Foundation shall hold a valid Licence as a Foundation and comply with the Licensing Rules.
- 7.2 The name of a Foundation shall end with the words 'Foundation FZCO', shall be stated in full in all transactions, contracts, advertisements, invoices, correspondence and publications of the Foundation, and shall comply with the DMCC Entity Name Requirements.

- 7.3 The Registrar may change the name of a Foundation if it, in the opinion of the Registrar:
- (a) is misleading or undesirable;
 - (b) is contrary to the interests of the DMCC Free Zone, or the reputation and good standing of the Government of Dubai, the Emirate of Dubai or the UAE;
 - (c) infringes or potentially infringes on the intellectual property rights of a third party; or
 - (d) does not comply with the DMCC Entity Name Requirements.
- 7.4 A Foundation may, by Resolution of Councillors, change its name, provided that it ensures that it:
- (a) complies with the DMCC Entity Name Requirements and the requirements of Article 10 (in respect of the necessary amendment to the Charter);
 - (b) files a Resolution of Councillors approving the change of name with the Registrar within fourteen Business Days of the date of the Resolution of Councillors.
- 7.5 Where a Foundation changes its name under Article 7.4, the Registrar shall enter the new name on the Register of Foundations in place of the former name and shall issue a Certificate of Name Change to reflect the change of name. The change of name takes effect from the date on which the Registrar issues the Certificate of Name Change.
- 7.6 A change of name by a Foundation under these Regulations does not affect:
- (a) any rights or obligations of the Foundation; or
 - (b) any legal proceedings by or against the Foundation, or any legal proceedings that might have been continued or commenced against the Foundation by its former name.
- 7.7 A Foundation shall maintain a registered office address in the DMCC Free Zone to which all communications and notices may be addressed.
- 7.8 A Foundation may change the address of its registered office by giving fourteen Business Days' notice to the Registrar. The change takes effect upon the notice being registered by the Registrar in the Register of Foundations.
- 7.9 A Foundation may, but need not, appoint a Registered Agent. A Foundation shall not have more than one Registered Agent at any time.
- 7.10 The registered office address of a Foundation may be the address of a Registered Agent.

- 7.11 A Registered Agent ceases to act upon: (a) resignation by written notice to the Foundation; (b) termination of the appointment by the Foundation by written notice to the Registered Agent; or (c) the Registered Agent ceasing to be registered in the DMCC Free Zone.
- 7.12 Where a Registered Agent ceases to act and the Foundation's registered office address is the address of that Registered Agent, the Foundation shall, within fourteen Business Days: (a) appoint a replacement Registered Agent; or (b) notify the Registrar of a new registered office address in the DMCC Free Zone.
- 7.13 A Foundation shall notify the Registrar of any appointment, resignation, termination or replacement of a Registered Agent within fourteen Business Days of the change taking effect.
- 7.14 A Foundation that fails to comply with Article 7.12 or Article 7.12 is liable to a Sanction.

SECTION 3 – FOUNDATION DOCUMENTS

8. Charter of a Foundation

- 8.1 A Foundation shall have a Charter. The Charter shall be in the English language or any other language approved by the Registrar.
- 8.2 The Charter shall contain the following information:
- (a) the name of the Foundation;
 - (b) the Objects of the Foundation;
 - (c) a description of the Initial Assets;
 - (d) the name and address of each Founder;
 - (e) the address of the Foundation's registered office in the DMCC Free Zone; and
 - (f) the term for which the Foundation is established, if any, or the details of any contingent event which will trigger the dissolution of the Foundation.
- 8.3 The Charter may contain the following information in addition to the details set out in Article 8.2:
- (a) provisions for the establishment, functions and decision making of a Council (including any powers to delegate its responsibilities) and provisions governing the appointment, remuneration and removal of a Councillor;
 - (b) the name and address of each of the initial Councillors;
 - (c) provisions for the Foundation to be endowed with Supplementary Assets;

- (d) provisions for the designation of any Beneficiaries, as well as the addition and removal of a Beneficiary;
 - (e) the names and addresses of any Beneficiaries;
 - (f) provisions for identifying any remaining Beneficiaries upon dissolution of a Foundation;
 - (g) provisions for the appointment, duties, powers, functions, rights, remuneration and removal of a Guardian (if any);
 - (h) the name of a Designee (if any);
 - (i) provisions for the making of By-Laws;
 - (j) provisions for the reservation of rights or powers to one or more Founders, or to any other person, as the case may be;
 - (k) provisions for the appointment of a Representative or other person, whether by power of attorney or otherwise, to carry out particular duties on behalf of the Foundation;
 - (l) provisions for the appointment, term of office and removal of an auditor of a Foundation;
 - (m) provisions for amending the Charter or By-Laws;
 - (n) provisions for the circumstances, if any, in which a Foundation may be continued in or outside the DMCC Free Zone and the conditions to be satisfied in respect of such continuation in or outside the DMCC Free Zone;
 - (o) provisions for the appointment, term of office and removal of any other supervisory person of a Foundation; and
 - (p) provisions for any other lawful matter in respect of the Foundation.
- 8.4 The Charter shall not contain any provision which is contrary to or inconsistent with these Regulations. To the extent of any conflict between a provision of these Regulations and a provision of the Charter, the provision of these Regulations shall prevail.
- 8.5 DMCCA may prescribe model charter provisions to be known as the 'Model Charter' and a Foundation may adopt the 'Model Charter'.
- 8.6 If at any time the Registrar notifies a Foundation that, in the opinion of the Registrar, the Charter of that Foundation contains a provision which is contrary to or inconsistent with these Regulations, that Foundation shall amend its Charter and file the amended Charter with the Registrar within twenty Business Days of such notification in such manner as the Registrar may direct.
- 8.7 Each Founder shall sign the Charter, as follows:

- (a) if a Founder is a natural person, by signing the Charter in their own name; or
- (b) if a Founder is a legal person, by an authorised signatory signing the Charter.

9. **By-Laws**

- 9.1 Subject to Article 9.2, a Foundation may maintain By-Laws but is not required to do so.
- 9.2 If the matters specified in Article 8.3(a) are not set out in the Charter, they shall be set out in By-Laws.
- 9.3 The By-Laws may:
 - (a) detail the circumstances in which Assets of a Foundation may be distributed, accumulated or applied;
 - (b) describe whether and how Supplementary Assets may be endowed upon the Foundation;
 - (c) provide the names and addresses of each of the initial Councillors and the Beneficiaries;
 - (d) provide for additions or removals of Beneficiaries, either revocably or irrevocably;
 - (e) detail any person's powers in relation to a Foundation (including the power to appoint or remove any Foundation Official, to take investment decisions or to approve the use of property);
 - (f) make the interests of Beneficiaries conditional, liable to termination, subject to a restriction (including on alienation or dealing) or subject to diminution or termination in the event of a Beneficiary becoming bankrupt or insolvent;
 - (g) detail the name and address of the Designee (if any); and
 - (h) provide for any other lawful matter in respect of the Foundation.
- 9.4 The By-Laws shall be in writing and signed by each person specified in the Charter or (in the absence of such provision in the Charter) each Founder or each Councillor if there is no surviving Founder.
- 9.5 To the extent of any conflict between the Charter and the By-Laws, the Charter shall prevail.
- 9.6 Subject to the Charter and By-Laws, the Council may amend or replace the By-Laws by a Resolution of Councillors.

9.7 A Foundation that has By-Laws shall ensure that it keeps copies of them at the registered office in the DMCC Free Zone and produces them to the Registrar upon request.

10. Amendment of Charter

10.1 The Charter may make provision permitting its amendment.

10.2 Where the Charter makes no provision for its amendment, the Charter may still be amended in writing by the Founder during the Founder's lifetime or existence or, in the case of multiple Founders, by the Founders jointly during their joint lifetimes or existences or by the surviving Founder or Founders jointly, subject to Article 10.4.

10.3 If there is no surviving Founder at the time of a proposed amendment under Article 10.2, the Council may approve the proposed amendment by a Resolution of Councillors if the amendment is necessary for the furtherance of the Objects of the Foundation, subject to Article 10.4.

10.4 In one of the circumstances specified in Article 10.2 or Article 10.3, the Council shall apply to the Court requesting the confirmation of any amendment to the Charter. The Court may confirm, reject or modify the amendment or make such other order as it thinks fit for carrying into effect an amendment.

10.5 Any amendment to the Charter shall be filed with the Registrar within fourteen Business Days of the amendment taking effect, subject to Article 8.6.

SECTION 4 – FOUNDATION ASSETS

11. Initial and supplementary assets

11.1 The Charter shall require the Foundation to have Initial Assets with a value of at least USD 100 or its equivalent in any other currency approved by the Registrar.

11.2 The Charter or By-Laws may make provision for the Foundation to be endowed with Supplementary Assets.

11.3 Where the Charter or other legally binding documentation records an undertaking by a Founder or any other person to endow Assets upon a Foundation, the Foundation may enforce that undertaking against the Founder or such other person.

12. Management of Foundation Assets

12.1 The Assets of a Foundation shall be managed in accordance with the Charter, By-Laws and the provisions of these Regulations solely for the furtherance of the Objects.

12.2 A Foundation may not distribute Assets to any person except in accordance with the Charter and By-Laws and in furtherance of the Objects.

SECTION 5 – FOUNDER AND RESERVED POWERS

13. Reservation of powers to Founder

13.1 The Charter or By-Laws may reserve, for the Founder or any other person, one or more of the following powers:

- (a) the power to amend, revoke or vary the terms of the Charter or By-Laws;
- (b) the power to change the Objects of the Foundation and to dissolve the Foundation;
- (c) the power to direct or approve the investment activities of the Foundation;
- (d) the power to appoint and remove any Councillor;
- (e) the power to appoint or remove any Guardian;
- (f) the power to add or remove or exclude any Beneficiary;
- (g) the power to amend the rights, entitlements or restrictions of a Beneficiary;
- (h) the power to petition the Court to dissolve the Foundation, in accordance with Article 26; and
- (i) the power to effect the transfer and continuation of an overseas foundation into the DMCC Free Zone in the manner agreed with DMCCA and in accordance with applicable law,

provided that any disposition of any Assets of a Foundation shall be made through a Resolution of Councillors which shall give effect to the exercise of reserved powers as provided in the Charter or By-Laws.

SECTION 6 – FOUNDATION OFFICIALS

14. Council

14.1 A Foundation is required to have a Council that consists of at least two Councillors.

14.2 A Founder, a legal person and, subject to Article 14.3, a natural person may be appointed as a Councillor.

14.3 No natural person may be a Councillor who:

- (a) is under eighteen years of age;
- (b) has been convicted of a criminal offence involving dishonesty in the ten years preceding the proposed appointment;

- (c) has been disqualified from acting as a Foundation Official or as an officer of any entity by DMCCA or a UAE Governmental Authority;
- (d) is an undischarged bankrupt; or
- (e) in the Registrar's opinion is unsuitable.

14.4 The duties of the Council are:

- (a) to further the Objects of the Foundation;
- (b) to manage and administer the Assets of the Foundation; and
- (c) to do any other acts which may be required by the Charter or By-Laws, or under these Regulations.

14.5 The duties of each Councillor are:

- (a) to act in accordance with the Foundation's Charter;
- (b) to exercise powers only for the purposes for which they are conferred;
- (c) to act honestly, in good faith and in the best interests of the Foundation;
- (d) to exercise independent judgment;
- (e) to exercise reasonable care, skill and diligence;
- (f) not to act on behalf of a Foundation, or exercise any of their powers as a Councillor, in relation to any matter in which they have, or can have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Foundation;
- (g) not to accept a benefit from a third party (a person other than the Foundation or a person acting on behalf of the Foundation) conferred by reason of their being a Councillor, or their doing (or not doing) anything as Councillor, unless the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest; and
- (h) to declare to the other Councillors the nature and extent of any direct or indirect interest in a proposed transaction or arrangement with the Foundation, unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

14.6 A Councillor is appointed and removed in accordance with the provisions of the Charter and, if applicable, By-Laws. Where such provisions have failed, or the person or persons required to exercise such power fail to do so for whatever reason, the Founder, a Guardian or a Beneficiary may make an application to the Court for the appointment or removal of one or more Councillors in order that the Foundation complies with the requirements of the Charter, By-Laws and these Regulations.

15. Liability of Councillors

- 15.1 Subject to the provisions of these Regulations, the Charter and By-Laws, a Councillor that commits a breach of duty is liable for any loss in value of the Foundation's Assets resulting from that breach.
- 15.2 A Councillor is not liable for a breach of duty committed by another Councillor unless:
- (a) he becomes or ought to have become aware of the breach or of the intention to commit a breach; and
 - (b) he actively conceals the breach or intention, or fails within a reasonable time to take proper steps to protect or restore the Foundation's Assets or to prevent the breach.
- 15.3 The provisions of the Charter or By-Laws of a Foundation may not:
- (a) relieve a Councillor of liability for a breach of duty arising from his own fraud, wilful misconduct or gross negligence; or
 - (b) grant him any indemnity against the Foundation Assets in respect of any such liability.
- 15.4 An act of a Councillor is valid despite any defect that may afterwards be found in the appointment of the Councillor or the Councillor's qualifications.
- 15.5 Articles 15.1-15.4 apply to a Guardian as they apply to a Councillor.

16. Guardian – appointment

- 16.1 While there is a surviving Founder, a Guardian may be appointed, as provided for in the Charter or By-Laws.
- 16.2 If there is no surviving Founder, a Guardian shall be appointed. Such appointment shall be made by any person empowered to do so in the Charter or By-Laws or otherwise in writing. If there is no such person, or upon a Guardian ceasing to act as specified in Article 18.1, a Councillor shall within fourteen Business Days apply to the Court for the appointment of a person to be Guardian.
- 16.3 A Guardian may not be:
- (a) a person falling within one or more of the categories specified in Article 14.3;
 - (b) a Councillor; or
 - (c) a sole Beneficiary.

17. Guardian – duties and powers

17.1 The powers of a Guardian may be set out in the Charter or By-Laws of a Foundation.

17.2 The Guardian's duties are:

- (a) to ensure compliance by the Foundation and its Council with the Charter, By-Laws and these Regulations;
- (b) to supervise the Council's management of the Foundation; and
- (c) the duties of Councillors, as specified in Article 14.5.

17.3 The Guardian shall have access to all information necessary for the exercise of its powers.

17.4 The Guardian shall be given due notice of meetings of the Council in order that it may attend and participate in such meetings and receive all papers circulated to Councillors. The Guardian is not entitled to vote at such meetings.

17.5 The Guardian may permit actions of the Council that would not otherwise be permitted by the Charter or By-Laws, provided that the Guardian is satisfied that:

- (a) the action is in the best interests of the Foundation; and
- (b) the Council has acted, or will be acting, in good faith.

18. Guardian – cessation, removal and replacement

18.1 A Guardian ceases to act upon:

- (a) resignation in writing to the Council;
- (b) proper removal under the Charter, By-Laws or these Regulations;
- (c) dissolution of the Foundation; or
- (d) death, incapacity, bankruptcy or (in the case of a legal person) insolvency or dissolution.

18.2 Subject to the Charter and By-Laws, a Founder or the Council, by Resolution of Councillors, may apply to the Court for the removal of a Guardian for failure to perform duties, and the Court may appoint a replacement.

18.3 A Foundation shall notify the Registrar of the removal of a Guardian within fourteen Business Days.

19. Foundation Officials – fitness and propriety, disqualification

19.1 Every person appointed, or to be appointed, as a Foundation Official shall be a fit and proper person to hold that position.

- 19.2 The provisions in the Company Regulations on the disqualification by DMCCA of an officer of a company shall apply to Foundations (as if references to a 'Company' are references to a Foundation, references to a 'Director' are references to a Councillor, and references to an 'Officer' or a 'Shareholder' are references to a Foundation Official).

SECTION 7 – BENEFICIARIES

20. Beneficiaries and purpose

- 20.1 A beneficiary of a Foundation is a natural person or legal person that may benefit from a Foundation:

- (a) that is identified in the Charter or By-Laws by name; or
- (b) whose identity is ascertainable by reference to a class or a relationship to another person, whether or not in existence at the time that the Foundation is registered or at the time, according to the terms of the Charter or By-Laws, members of a class are to be determined,

(a **Beneficiary**).

- 20.2 A Foundation may appoint Beneficiaries as detailed in the Charter or By-Laws.

- 20.3 The Charter or By-Laws may provide for the addition or removal of a person as a Beneficiary or the exclusion of a Beneficiary from benefit, either revocably or irrevocably. The By-Laws may impose an obligation on a Beneficiary as a condition of benefit.

- 20.4 No Beneficiary shall have any rights in specie against the Assets of the Foundation, notwithstanding any Foreign Law to the contrary.

- 20.5 The Charter or By-Laws may provide that some or all of the Beneficiaries are entitled to information about the Foundation, including copies of the Charter and By-Laws, accounts and returns of the Foundation upon written request to the Council.

- 20.6 Subject to the terms of the Charter, any By-Laws, any Assets of the Foundation available for distribution to a Beneficiary shall not be:

- (a) capable of being alienated in the bankruptcy, insolvency or liquidation of a Beneficiary; or
- (b) liable to be seized, sold, attached or otherwise taken in execution by process of law.

SECTION 8 – COMPLIANCE OBLIGATIONS

21. Accounting records and accounts

21.1 Unless inconsistent with this Article 21, section 11 of the Company Regulations (excluding any provisions relating solely to branches of companies) shall apply to a Foundation, as if:

- (a) references to a 'Company' are references to a Foundation;
- (b) references to a 'Director' are references to a Councillor, and references to an 'Officer' or a 'Shareholder' are references to a Foundation Official; and
- (c) a requirement for approval at a 'General Meeting' or for an 'Ordinary Resolution' is a requirement for a Resolution of Councillors (and a reference to the date of a 'General Meeting' is a reference to the date of the Resolution of Councillors).

21.2 A Foundation's accounts shall be approved by the Council.

21.3 A Foundation shall provide a copy of its accounts and any related accounting records to the Registrar upon request.

22. Compliance with applicable laws

22.1 A Foundation, a Foundation Official and a Representative shall comply with these Regulations and all other laws, regulations, rules, policies and decisions applicable in the DMCC Free Zone.

22.2 Subject to Article 22.3, a Foundation and its auditor shall disclose to the Registrar any matter which may reasonably be regarded as showing one of the following:

- (a) a contravention or likely contravention of a provision of these Regulations or other law, regulation, rule, policy or decision applicable in the DMCC Free Zone;
- (b) a failure, or likely failure, to comply with any obligation to which a person is subject under such law, regulation, rule, policy or decision applicable in the DMCC Free Zone; or
- (c) any other matter as DMCCA may prescribe, which may be attributable to the conduct of the relevant Foundation or of Foundation Officials or their Representatives.

22.3 Article 22.2 does not apply to the extent that compliance with such requirement would disclose a Privileged Communication, subject to applicable law.

22.4 A Foundation shall establish and implement appropriate systems and internal procedures to enable its compliance with this Article 22.

- 22.5 Any provision in an agreement between a Foundation and a Foundation Official, Representative or auditor is void if it purports to hinder any person from causing or assisting a Foundation to comply with an obligation under this Article 22.

SECTION 9 – FOUNDATION PROPERTY, FOREIGN LAW AND BANKRUPTCY

23. Foundation property and Foreign Law

- 23.1 Subject to the remaining provisions of this Article 23, Assets transferred to a Foundation or otherwise vested in it shall be the Assets of the Foundation with full legal and beneficial title and such Assets are no longer the property of the Founder or other person that has endowed the Foundation with Assets. Assets are not the assets of any Beneficiary until such time as they are distributed to such Beneficiary in accordance with the Charter, By-Laws and these Regulations.
- 23.2 A transfer or other disposition of property to a Foundation shall not be void, voidable or liable to be set aside by reference to a foreign rule of forced heirship or any other Foreign Law.
- 23.3 In this Article 23, 'foreign rule of forced heirship' means any rule, judicial order, administrative order or other directive of any jurisdiction (other than any rule under applicable UAE law) that, in order to protect the rights of any person or class of persons to inherit, succeed or share in the property of a Relevant Person in the event of their death, purports to remove or restrict the right of a Relevant Person to transfer, dispose of, encumber or otherwise deal in property belonging to such Relevant Person during their lifetime.
- 23.4 A transfer of property to or the vesting of property in a Foundation, or the making of a distribution to a Beneficiary in accordance with the Charter, By-Laws or these Regulations, shall not be set aside or rendered void or voidable where:
- (a) a Foreign Law prohibits or does not recognise the concept of a Foundation;
 - (b) a transfer of property to a Foundation or any term of its Charter or By-Laws avoids or defeats rights, claims or any interest in property conferred by a Foreign Law on any person by reason of any personal relationship to a Relevant Person or by way of a foreign rule of forced heirship; or
 - (c) a transfer of property to a Foundation or any term of its Charter or By-Laws contravenes any Foreign Law or foreign rule of forced heirship intended to recognise, protect, enforce or give effect to any such rights, claims or interest.
- 23.5 A judgement of a Foreign Court shall not be recognised or enforced insofar as it is inconsistent with this Article 23.

24. Bankruptcy or insolvency of a Founder or other person endowing property

- 24.1 Subject to Article 24.2, a Foundation or a transfer of property to a Foundation shall not be void, voidable or liable to be set aside by reason of the bankruptcy or insolvency of a Founder or other person that has endowed a Foundation with Assets or the liquidation of such person's property or any action or claims made against such person by any creditor, notwithstanding any Foreign Law providing otherwise.
- 24.2 Notwithstanding Article 24.1, where the Court determines that, at the time when the property was transferred to the Foundation, the Founder or other person that has endowed a Foundation with Assets, as applicable, was bankrupt or insolvent or intended to defraud any creditor of such person, as applicable, it may declare that the transfer of property was void to the extent of the creditor's claim.
- 24.3 In making claims to set aside transfers of property to a Foundation under Article 24.2, the burden of proof shall rest with the creditor.

25. Limitation of actions and duress

- 25.1 No action or proceeding:

- (a) to set aside the registration of a Foundation;
- (b) to set aside any disposition of property to a Foundation; or
- (c) for any order under this Section 9,

shall be commenced after the expiration of three years from the date of the relevant act.

- 25.2 If any action is brought against a Foundation Official in a Foreign Court resulting in an order by such Foreign Court for the Foundation Official to take an action in relation to the administration of the Foundation or in respect of the Foundation's property inconsistent with these Regulations, the Foundation Official shall immediately upon the action of such Foreign Court and without the further order of any other court cease in all respects to act in their capacity as a Foundation Official or to have any authority in respect of the Foundation.
- 25.3 Upon a Foundation Official ceasing to hold office or have authority in relation to the Foundation in accordance with Article 25.2, such person's power or authority in respect of the Foundation shall cease and such person shall immediately give notice in writing of such removal to the Council and to the Registrar.

SECTION 10 – DISSOLUTION, SUSPENSION, TERMINATION AND STRIKING OFF

26. Dissolution

26.1 A Foundation shall be dissolved and removed from the Register of Foundations in the following circumstances:

- (a) it is established for a fixed term and such term expires;
- (b) its Objects are fulfilled or become incapable of fulfilment;
- (c) the Charter or By-Laws require dissolution;
- (d) it is unable to pay its debts as they fall due;
- (e) any provision of these Regulations requires that it be dissolved; or
- (f) the Court orders its dissolution.

26.2 Subject to Article 13, a Council (acting by Resolution of Councillors), Founder, Guardian, Beneficiary or creditor may petition the Court for dissolution of a Foundation, and the Court may make an order for dissolution if it believes it is just and equitable to do so.

26.3 Where a Foundation is to be dissolved, the Council (acting by Resolution of Councillors) shall appoint a liquidator. No person may be appointed to act as a liquidator unless that person is:

- (a) an individual;
- (b) a member in good standing of a professional body recognised by the Registrar; and
- (c) a person who meets any other requirement that may be prescribed by the Registrar in accordance with guidelines prescribed by the Registrar. The guidelines are presumed to be those applicable for companies in the DMCC Free Zone, unless specified otherwise by the Registrar.

26.4 A liquidator appointed under Article 26.3 shall, in accordance with applicable law:

- (a) identify the Assets and liabilities of the Foundation;
- (b) discharge all liabilities of the Foundation;
- (c) prepare a statement of account in respect of all actions of the liquidation; and
- (d) distribute any surplus Assets remaining after its dissolution to any relevant remaining Beneficiaries in accordance with the Charter or By-Laws (and in the absence of any such express provision, equally

between the relevant remaining Beneficiaries if more than one); in the case of a Foundation established to carry on a specified purpose, the surplus Assets shall be applied to the furtherance of that purpose, and in a case where the Beneficiaries disclaim their entitlement or there is no specified purpose in the Charter or By-Laws, the surplus Assets shall vest in the Designee or (if there is no Designee) the DMCCA.

26.5 During the period of appointment, a liquidator may exercise all the powers of a Foundation under these Regulations, the Charter and By-Laws and may act in the name of the Foundation in the discharge of its duties.

26.6 On completion of the dissolution of the Foundation, the liquidator shall provide written confirmation to the Foundation's registered office that the dissolution is complete, and the Foundation shall file a certified copy of the confirmation with the Registrar together with the stipulated fee.

26.7 Upon receipt of the written confirmation referred to in Article 26.6 and subject to all the requirements of these Regulations in respect of dissolution being satisfied, the Registrar shall strike the Foundation off the Register of Foundations.

27. **Suspension and termination of Licence, striking off and reinstatement**

27.1 DMCCA may issue a notice stating that the Licence of a Foundation is to be suspended for such period as DMCCA may determine (a **Suspension Notice**) or a notice stating that the Licence of a Foundation is to be terminated with immediate effect (a **Termination Notice**) if:

- (a) the Foundation is in breach of these Regulations or any other applicable regulation, rule, policy or decision applicable in the DMCC Free Zone; or
- (b) one or more of the grounds for issuing a termination notice specified in the Company Regulations apply (as if references to a 'Company' are references to a Foundation, references to a 'Director' are references to a Councillor, and references to an 'Officer' or a 'Shareholder' are references to a Foundation Official).

27.2 Upon receipt of a Suspension Notice or Termination Notice, a Foundation shall immediately cease its operations and close its premises (except, in the case of a Suspension Notice, meeting any creditor obligations).

27.3 Following delivery of a Termination Notice to a Foundation, DMCCA may issue a notice requesting that the Foundation provide reasons why it should not be struck off the Register of Foundations (a **Strike Off Notice**).

27.4 If within twenty Business Days after sending the Strike Off Notice a response to the satisfaction of DMCCA has not been received, DMCCA may send to the Foundation a second notice (**Second Strike Off Notice**) stating that at the end of sixty Business Days (or such longer or shorter period as DMCCA in its sole discretion determines) from the date of the Second Strike Off Notice, the Foundation will be struck off the Register of Foundations unless DMCCA has

been provided with a reason it deems justifiable as to why the Foundation should not be struck off.

27.5 If DMCCA issues a Second Strike Off Notice, it shall publish a notice on the website of DMCCA stating that:

- (a) it intends to strike off the Foundation after expiry of the period stated in the Second Strike Off Notice;
- (b) it intends to cause the Foundation to cease to exist as a legal person; and
- (c) it invites any person to show cause why the Foundation should not be struck off.

27.6 Subject to the issue of the public notice and after the end of the period mentioned in the Second Strike Off Notice, DMCCA may in its absolute discretion instruct the Registrar to strike off the Foundation from the Register of Foundations.

27.7 On the striking off of a Foundation from the Register of Foundations, the liability (if any) of every Foundation Official and Beneficiary continues and may be enforced as if the Foundation had not been struck off.

27.8 On the striking off of a Foundation:

- (a) one of the persons specified in Article 26.2 (excluding creditors) shall immediately commence dissolution in accordance with Article 26; and
- (b) failing such commencement of dissolution or in any other circumstances DMCCA deems appropriate, DMCCA may submit to the Court a petition for the dissolution of the Foundation.

27.9 A Foundation or its liquidator may apply to the Registrar for reinstatement on the Register of Foundations within three years of the date of striking off, on such terms (including payment of all outstanding fees and penalties) as the Registrar may determine. Where a Foundation is reinstated, the Foundation is deemed to have continued in existence as if it had not been dissolved or struck off.

SECTION 11 – GENERAL

28. Contraventions and Sanctions

28.1 A person that commits a contravention of one or more provisions of these Regulations or of any other regulation, rule, policy or decision administered by DMCCA will, at the absolute discretion of DMCCA, be subject to a Sanction.

28.2 Where DMCCA considers that a person has committed a contravention of one or more provisions of these Regulations or of any other regulation, rule, policy or decision administered by DMCCA, DMCCA may impose on such person a fine or penalty up to the amount specified by DMCCA from time to time.

28.3 For the purposes of this Article 28, DMCCA may prescribe the applicable procedures in relation to the imposition, publication, collection and recovery of fines or penalties.

28.4 A person that:

- (a) does an act or thing that the person is prohibited from doing by or under these Regulations or any other law, regulation, rule, policy or decision applicable in the DMCC Free Zone;
- (b) does not do an act or thing that the person is required or directed to do under these Regulations or any other law, regulation, rule, policy or decision applicable in the DMCC Free Zone; or
- (c) otherwise contravenes a provision of these Regulations or of any other law, regulation, rule, policy or decision applicable in the DMCC Free Zone,

commits a contravention of these Regulations.

28.5 Under this Article 28, a person does not include DMCCA or the Registrar.

28.6 If a person is knowingly concerned in a contravention of these Regulations or any other regulation, rule, policy or decision applicable in the DMCC Free Zone, that person commits a contravention of these Regulations. A person is knowingly concerned in a contravention in circumstances including those specified in the provisions in the Company Regulations relating to contraventions.

29. **Waivers**

29.1 DMCCA may:

- (a) on the application of a person; or
- (b) with the consent of a person,

by means of a written notice provide that one or more provisions of these Regulations either do not apply in relation to such person or apply to such person with such modifications as are set out in the written notice.

29.2 A written notice under Article 29.1 may be given subject to conditions. A person to which a condition specified in a written notice applies shall comply with the conditions. In the event of failure to comply with a condition, the Registrar may, without limiting any of its other powers, apply to DMCCA for an order.

29.3 Unless the Registrar is satisfied that it is inappropriate or unnecessary to do so, the Registrar shall publish a written notice in such a way as the Registrar deems appropriate for bringing the notice to the attention of those likely to be affected by it and others who may be likely to become subject to a similar notice.

29.4 The Registrar may vary a written notice in the manner it deems appropriate.

- 29.5 DMCCA may make further regulations in connection with the provision of a written notice under this Article 29, including prescribing procedures for the making of applications and providing of consents.

30. False and misleading information

A person shall not provide information which is false, misleading or deceptive to DMCCA or the Registrar or conceal information where the concealment of such information is likely to mislead or deceive DMCCA or the Registrar.

31. Arbitration

- 31.1 Where the Charter or By-Laws of a Foundation provide that any (i) dispute or any (ii) relief or question in respect of which an action, application or other reference to the Court could be brought or made shall be submitted to arbitration, that provision shall have effect as between the relevant parties as if it were an arbitration agreement and as if those parties were parties to that agreement, in accordance with the arbitration law specified in the Charter or By-Laws.
- 31.2 Where the Charter or By-Laws of a Foundation do not provide that any (i) dispute or any (ii) relief or question in respect of which an action, application or other reference to the Court could be brought or made shall be submitted to arbitration, but the parties to that dispute agree in writing to have it resolved by arbitration, that written agreement shall have effect as between those parties as if it were an arbitration agreement, in accordance with the arbitration law specified in that written agreement.
- 31.3 The Court may make such orders in relation to an arbitration or possible arbitration as it deems appropriate in the circumstances.
- 31.4 Except to the extent otherwise provided in the Charter or By-Laws of a Foundation, the arbitral tribunal:
- (a) may, in addition to all other powers of the tribunal, at any stage in an arbitration under these Regulations, exercise all the powers of the Court (whether arising by law, including these Regulations, under the inherent jurisdiction of the Court or otherwise) in relation to the administration of a Foundation or the rights of any party in relation to the Foundation; and
 - (b) has the same powers to appoint a person to represent the interests of any person (including a minor, a person unborn or unascertained) or class of person in an arbitration concerning a Foundation as the Court has in relation to proceedings before the Court.

32. Other general provisions

- 32.1 These Regulations are to be referred to as the Dubai Multi Commodities Centre Authority Foundations Regulations 2026.
- 32.2 These Regulations are issued by DMCCA under Law No. (3) of 2020.

- 32.3 These Regulations are made on and come into force on the effective date notified by DMCCA.
- 32.4 Where DMCCA or the Registrar makes an order, issues a direction or makes a requirement in relation to a person pursuant to a provision of these Regulations, that person shall comply with such order, direction or requirement.
- 32.5 The Registrar or DMCCA may require communication to which it is a party to be conducted in the English or Arabic language.
- 32.6 These Regulations apply in the jurisdiction of the DMCC Free Zone.
- 32.7 Any person with appropriate standing may apply to the Court to protect or enforce rights provided to them in these Regulations.