

FORM CR01
COMPANIES
REGISTRATION
OFFICE

APPLICATION TO INCORPORATE A LIMITED
LIABILITY COMPANY IN THE QFC

Name of applicant:

Date of application:

FOR OFFICIAL USE

Reference No.:

Date received:

Received by:

Form CR01-V5-NOV14



**COMPANIES
REGISTRATION
OFFICE**
QATAR FINANCIAL CENTRE

BACKGROUND AND PURPOSE OF THIS FORM

A firm can only engage or carry on (or purport to carry on) any trade or business activity in or from the *QFC* if it is incorporated in the *QFC* as an *LLC*, or registered as a *Branch* of a *Non-QFC Company* with the *CRO* in accordance with the *QFC's* Companies Regulations.

For the purposes of the Companies Regulations Article 17, this form constitutes the *Incorporation Document* of the *Company*.

WHERE CAN I FIND GUIDANCE ON COMPLETING THIS FORM?

Please refer to the "Notes for completing form CR01" at the end of this form.

WHO SHOULD COMPLETE THIS FORM?

This form should be completed by applicants who wish to incorporate as an *LLC* in the *QFC* in accordance with Companies Regulations, Article 17.

DEFINED TERMS IN THIS FORM

This application uses certain terms that are defined in the Companies Regulations, Article 157 or the Data Protection Regulations, Article 26. Defined terms are identified throughout this form by the capitalisation and italicisation of the term.

COMPLETING THIS FORM

Please refer to Rule 3 of the Companies Rules for the requirements in respect of completing this form.

SUBMITTING THIS FORM

- If this form accompanies a form Q01 (Application for Licensing), this form should be sent to:

QFC Authority,
QFC Tower 1,
PO Box 23245,
West Bay, Doha, Qatar
T: +974 4496 7764
F: +974 4496 7752
E: licensing@qfc.qa

- If this form accompanies a form Q02 (Application for Regulated Activities Authorisation) then this form should be sent to:

QFC Regulatory Authority
Regulatory Services,
Level 14, QFC Tower 1,
PO Box 22899,
West Bay, Doha, Qatar
T: +974 4495 6888
F: +974 4495 6868
E: rs@qfcra.com

PERSONAL DATA

The *Personal Data* provided in this form will be processed by the *CRO* in accordance with the Data Protection Regulations.

HOW WILL INFORMATION SUPPLIED IN THIS FORM BE USED?

By submitting this form and any attachment to the *CRO* you agree that the information provided to the *CRO* may be shared between the *QFC Regulatory Authority*, the *QFC Authority* and the *CRO* under arrangements between them and that the information provided will be used to establish and update registers and databases kept by the *QFC Regulatory Authority*, the *QFC Authority* and the *CRO*.

CONTENTS

SECTION

1	Applicant's contact details	5
2	Nature of LLC's business	6
3	Special Purpose Company	6
4	Information on Incorporators	7
5	Information on Directors	8
6	Information on Secretary	10
7	Statement of Share Capital	10
8	Declaration and consent of Directors	11
9	Declaration and consent of Secretary	13
10	Declaration and consent of Incorporators	14
11	Supporting documents to be included with form CRO1	16
12	Notes for completing form CRO1	17

**APPLICANT'S
CONTACT DETAILS**

1.1 Name of applicant (see notes):

1.2 Name of *LLC* to be established within the *QFC* (see notes):

1.3 Name and position of main contact for this application:

1.4 Office address of main contact:

1.5 Telephone and fax number of main contact (include country and area codes):

1.6 Email address of main contact:

1.7 Preferred method of contact for matters relating to this form:

1.8 Address of the *LLC's* registered office in the *QFC* (see notes):

1.9 Date of *LLC's* financial year end:

SECTION 2

NATURE OF
LLC'S BUSINESS

2.1 Please describe the nature of the *Business* to be conducted by the *LLC*:

SECTION 3

SPECIAL PURPOSE
COMPANY

If you are incorporating an *LLC* as a special purpose company ("SPC"), please provide details of your proposed support service provider ("SSP"):

3.1 Name:

3.2 Address:

3.3 Is the proposed SSP on the *CRO* register of approved SSP's:

Yes

No*

**(if No, the SSP will be required to submit an application for approval to the QFC Authority)*

SECTION 4

INFORMATION
ON INCORPORATORS

Please provide the full name and address of each of the incorporators of the *LLC* and the number of Shares each of them is to be allotted upon incorporation. Please attach extra pages if necessary.

A. INCORPORATOR 1 Name (and registered number if a *Body Corporate*):

Address:

Number of Shares to be taken upon incorporation:

B. INCORPORATOR 2 Name (and registered number if a *Body Corporate*):

Address:

Number of Shares to be taken upon incorporation:

C. INCORPORATOR 3 Name (and registered number if a *Body Corporate*):

Address:

Number of Shares to be taken upon incorporation:

SECTION 5

**INFORMATION ON
DIRECTORS**

Please provide the full name, address, date of birth, nationality, business occupation and any directorships held within the last five years of all the persons who are to be the directors of the *LLC*. Please attach extra pages if necessary.

A. DIRECTOR 1

Name:

Address:

Date of birth:

Nationality:

Business occupation:

Directorships held in the last 5 years:

B. DIRECTOR 2

Name:

Address:

Date of birth:

Nationality:

Business occupation:

Directorships held in the last 5 years:

INFORMATION ON
DIRECTORS (cont)

C. DIRECTOR 3 Name:

Address:

Date of birth:

Nationality:

Business occupation:

Directorships held in the last 5 years:

D. DIRECTOR 4 Name:

Address:

Date of birth:

Nationality:

Business occupation:

Directorships held in the last 5 years:

SECTION 6

INFORMATION ON SECRETARY

Please provide the full name, address, date of birth and nationality of the person who is the secretary of the *LLC*.

Name:

Registered number (if *Body Corporate*):

Address:

Date of birth
(if applicable):

Nationality
(if applicable):

Note: If the application is for an SPC then the secretary must be the SSP or a subsidiary of the SSP

SECTION 7

STATEMENT OF SHARE CAPITAL

Please provide details of the amount of the authorised share capital, with which it is proposed that the *LLC* be registered and the division thereof into shares of fixed amount.

Class of Shares:	Number of Shares:	Nominal value of each share & currency:	Total value of Shares & currency:
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A.

B.

C.

D.

**DECLARATION AND
CONSENT OF DIRECTOR(S)**

8.1 DECLARATION OF DIRECTOR(S)

Please attach extra pages if necessary.

I declare that:

- I am a director of (insert name of *LLC*
to be incorporated)
- I am qualified to act as a director of an *LLC* pursuant to the Companies Regulations.

8.2 CONSENT OF DIRECTOR(S)

I acknowledge that it may be necessary for the *CRO* to obtain information from other regulators, law enforcement agencies or other persons (whether in the *State* or elsewhere) to properly consider and decide this application. Accordingly, I consent to the *CRO* obtaining any information from third parties that the *CRO* considers is necessary for the purpose of considering and deciding this application.

All *Personal Data* provided to the *CRO* will be processed in accordance with the Data Protection Regulations and by signing this form you consent to the *CRO* sharing the information with the *QFC Authority* and the *QFC Regulatory Authority*.

IMPORTANT

It is a contravention of the Companies Regulations to knowingly or recklessly give false or misleading information to the *CRO* or to conceal information if the concealment is likely to mislead or deceive the *CRO*.

A. DIRECTOR 1 Name of director 1:

Signature of director 1:

Date:

B. DIRECTOR 2 Name of director 2:

Signature of director 2:

Date:

SECTION 8

DECLARATION AND
CONSENT OF DIRECTOR(S) (cont)

C. DIRECTOR 3 Name of director 3:

Signature of director 3:

Date:

D. DIRECTOR 4 Name of director 4:

Signature of director 4:

Date:

DECLARATION AND CONSENT OF SECRETARY

9.1 DECLARATION OF SECRETARY

I declare that:

- I am the secretary of (insert name of *LLC*
to be incorporated)
- I am qualified to act as a secretary of an *LLC* incorporated under the Companies Regulations.

9.2 CONSENT OF PROPOSED SECRETARY

I acknowledge that it may be necessary for the *CRO* to obtain information from other regulators, law enforcement agencies or other persons (whether in the *State* or elsewhere) to properly consider and decide this application. Accordingly, I consent to the *CRO* obtaining any information from third parties that the *CRO* considers is necessary for the purpose of considering and deciding this application.

All *Personal Data* provided to the *CRO* will be processed in accordance with the Data Protection Regulations and by signing this form you consent to the *CRO* sharing the information with the *QFC Authority* and the *QFC Regulatory Authority*.

IMPORTANT

It is a contravention of the Companies Regulations to knowingly or recklessly give false or misleading information to the *CRO* or to conceal information if the concealment is likely to mislead or deceive the *CRO*.

Name of secretary:

Signature of secretary:

Date:

DECLARATION AND CONSENT OF INCORPORATORS

10.1 DECLARATION OF INCORPORATOR (see notes)

I declare that:

- I have the authority to make this application.
- All the information given in this application form (including any attachments) is, to the best of my knowledge and belief and after having made all reasonable inquiries, true and complete; and
- If at any time after making this declaration, I become aware of a material change in any information given in this application form (including any attachment) that is reasonably likely to be relevant to the *CRO's* consideration of this application, I will inform the *CRO* in writing about the change without delay.

10.2 CONSENT OF INCORPORATOR

I acknowledge that it may be necessary for the *CRO* to obtain information from other regulators, law enforcement agencies or other persons (whether in the *State* or elsewhere) to properly consider and decide this application. Accordingly, I consent to the *CRO* obtaining any information from third parties that the *CRO* considers is necessary for the purpose of considering and deciding this application.

I hereby confirm and declare that the authorised share capital of the *LLC* is as stated in this application and upon incorporation of the *LLC* and the incorporator will be allotted the Shares set out in the application.

All *Personal Data* provided to the *CRO* will be processed in accordance with the Data Protection Regulations, and by signing this form you consent to the *CRO* sharing the information with the *QFC Authority* and the *QFC Regulatory Authority*.

IMPORTANT

It is a contravention of the Companies Regulations to knowingly or recklessly give false or misleading information to the *QFC Regulatory Authority* the *QFC Authority* and the *CRO*.

(Please attach extra pages if necessary.)

A. INCORPORATOR 1 Name:

Signature:

Date:

SECTION 10

DECLARATION AND CONSENT OF INCORPORATORS (cont)

B. INCORPORATOR 2 Name:

Signature:

Date:

C. INCORPORATOR 3 Name:

Signature:

Date:

D. INCORPORATOR 4 Name:

Signature:

Date:

SUPPORTING DOCUMENTS TO BE INCLUDED WITH FORM CRO1

DOCUMENT:	INCLUDED:
<p>1. The articles of association. This must be signed by the incorporators of the <i>LLC</i>. If an incorporator is a <i>Body Corporate</i>, this must be signed by the person identified as authorised to do so under 4 below.</p>	
IF THE INCORPORATOR IS A BODY CORPORATE:	
<p>2. A copy of the incorporator's current certificate of incorporation or registration in its place of origin, or a <i>Document</i> of similar effect, certified by either the company secretary or a director of the incorporator or the authority responsible for the incorporation or registration of companies in the jurisdiction in which it is incorporated or registered.</p> <ul style="list-style-type: none"> • If this <i>Document</i> is not in the English language, this must be accompanied by a translation that is certified as a true and accurate translation of the <i>Document</i> by a professional translator. 	
<p>3. A copy of the constitutional <i>Document</i> of the incorporator, certified as a true copy by the company secretary or a director of the incorporator, i.e. articles of association, partnership deed or members agreement, etc.</p> <ul style="list-style-type: none"> • If this <i>Document</i> is not in the English language, this must be accompanied by a translation that is certified as a true and accurate translation of the <i>Document</i> by a professional translator. 	
<p>4. Copy of board resolution of the <i>Body Corporate</i>.</p> <ul style="list-style-type: none"> • authorising the incorporation of the <i>Company</i> in the <i>QFC</i>; and • appointing the person authorised to sign documents on behalf of the <i>Body Corporate</i> in relation to the establishment of the <i>LLC</i>; or • authorising the issuance of a power of attorney giving a named individual the powers to sign all <i>Documents</i> in connection with the establishment of the <i>LLC</i>. 	
SPECIAL COMPANIES ONLY:	
<p>5. Copy of the Undertaking referred to in Article 22(1) of the Special Company Regulations certified as a true copy by the company secretary or a director of the incorporator.</p>	
<p>6. Other <i>Documents</i> (if applicable).</p>	

NOTES FOR COMPLETING **FORM CRO1**

This form must be completed based on the applicant's knowledge of its proposed *Business* and the applicant must provide full and complete information.

Each section of this form must be completed fully and in English, by individuals with appropriate knowledge and expertise. If any question or section is left blank it may prompt a question or query from the *CRO*. A nil return should be indicated by *N/A*

SECTION 1

QUESTION 1.1

The applicant will be the *Body Corporate* or individual(s) that proposes to incorporate as an *LLC* in the *QFC*.

QUESTION 1.2

The name of the *LLC* must comply with Article 36 of the Companies Regulations.

The Companies Regulations, Article 36 deals with the registration of the name of an *LLC* with the *CRO*. It states that:

(1) The name of an *LLC* must:

(A) be written using letters of the English language; and

(B) end with:

(i) the expression "Limited Liability Company"; or

(ii) the abbreviation "llc" or "LLC".

(2) An *LLC* shall not be registered by a name:

(A) which includes, otherwise than at the end of the name, either the expression "Limited Liability Company" or either of the abbreviations "llc" or "LLC";

(B) which is the same as a name appearing on the index of names maintained by the *CRO*; or

(C) which in the opinion of the *CRO* is offensive or otherwise undesirable.

(3) Except with the approval of the *CRO*, an *LLC* shall not be registered by a name which in the opinion of the *CRO* would be likely to give the impression that it is connected in any way with the *State*.

QUESTIONS 1.3 - 1.7

The *CRO* may require further information to process this application and if so, will contact the individual identified in question 1.3.

QUESTIONS 1.8

Please refer to Companies Regulations, Articles 17(2)(C) and 42, for requirements in relation to location of the *LLC*'s registered office.

NOTES FOR COMPLETING **FORM CRO1 (cont)**

- SECTION 2** Please indicate here the nature of the *Business* to be conducted by the *LLC*.
- SECTION 3** This section only applies to applicants applying to have an *LLC* incorporated under the Special Companies Regulations as a special purpose company. You must identify your proposed support service provider.
- SECTION 4** Please provide full details of the proposed incorporator(s). This must include the full name, address and number of *Shares* the incorporator(s) is intending to be allotted when the *LLC* is incorporated. In the case of a *Body Corporate* the information must include the registered number and registered address.
- This information will be placed in the public register at the time of incorporation of the *LLC*.
- SECTION 5** Please provide full information on the directors, including any directorships held in the last 5 years, if, none, please indicate this by stating "Not Applicable" or "None"
- SECTION 6** Please provide all the information required.
- SECTION 7** This section deals with the proposed authorised share capital of the *LLC*. Please indicate the class(es) of Share(s), the number of Shares (in each class), the nominal value of each Share and the total value of the authorised share capital. This information will be placed in the public register at the time of incorporation of the *LLC*.
- SECTION 8 AND 9** This declaration must be signed by each director and the secretary and the original signatures attached to this form.
- SECTION 10** All the incorporators who have signed as *Members* on the articles of association must sign this form. If an incorporator is a *Body Corporate*, an official of the incorporator, who holds the necessary authority, must sign the form.
- SUPPORTING DOCUMENTS** Please ensure that all the required supporting *Documents* are included.



QATAR FINANCIAL CENTRE (QFC)

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