Dubai Technology and Media Free Zone Private Companies Regulations, issued on 9 April 2003

Section 1
Interpretation and Application

1. Short Title and Commencement

1.1 These Regulations are to be referred to as the Dubai Technology and Media Free Zone Private Companies Regulations, 2003, as the same may be amended from time to time.

2. Interpretation

2.1 In these Regulations unless the context otherwise requires:-

2.1.1 "AED" means the lawful currency of the U.A.E.;

2.1.2 "annual general meeting" has the meaning given in Regulation 44.1;

2.1.3 "arrangement" includes a reorganisation of the share capital of a company by the consolidation of shares of different classes or by the division of shares into shares of different classes or by both these methods;

2.1.4 "authority" means the Dubai Technology and Media Free Zone Authority of the Emirate of Dubai and the relevant subdivision(s) thereof;

2.1.5 "book and paper" includes minutes, financial statements, accounts, deeds, writings and documents;

2.1.6 "branch" means the branch of an overseas company or a branch of any other entity formed outside the zone pursuant to the laws and regulations applicable in its place of incorporation or formation;

2.1.7 "bye-laws" means the bye-laws or articles of association of a company as originally passed or as lawfully amended from time to time;

2.1.8 "commercial companies law" means the UAE Law No. (8) of 1984 (as amended) enacting the Commercial Companies Law;

2.1.9 "commercial transactions law" means the UAE Law No. (18) of 1993 enacting the Commercial Transactions Law;

2.1.10 "company" means a company to which these Regulations apply by virtue of Regulation 5;

2.1.11 "court" shall have the meaning given to it in Regulation 99;

2.1.12 "debenture" includes debenture stock, bonds and any other securities of a company whether constituting a charge on the assets of the company or not;

2.1.13 "director" includes an alternate director and any person occupying the position of director by whatever name called and any person in accordance with whose directions or instructions (not being advice given in a professional capacity) the directors of a company have been accustomed to act;

2.1.14 "document" means information stored in any form of writing, code or visual depiction and the manner in which such information is stored is irrelevant for the purpose of deeming the information to constitute a "document" for the purpose of this definition and a "document" includes summons, notice, order or other legal process and registers;

2.1.15 "electronic record" means a record generated, communicated, received or stored by electronic, magnetic, optical or other means in an information system or for transmission from one information system to another;

2.1.16 "electronic signature" means any letters, characters, numbers or other symbols in digital form attached to or logically associated with an electronic record, and executed or adopted with the intention of authenticating or approving the electronic record;

2.1.17 "financial year" means, in respect of a company, each successive period of twelve months commencing immediately after the end of the previous financial year provided that:

(a) the first financial year of a company shall commence on the date of its incorporation and shall be for a period of not less than six, nor more than eighteen months as determined by the company and as notified to the authority in the form prescribed within three months of the date of incorporation of the Company; and

(b) a company may, by notice to the authority in the form prescribed, specify a new financial year provided that in no case may the financial year of a company exceed eighteen months or be shorter than six months.

2.1.18 "implementing regulations" means those regulations promulgated by the authority for the purpose of giving effect to or for the better carrying out of these Regulations and includes forms and such other regulations as may be made by the authority from time to time;

2.1.19 "inaugural meeting" means the meeting required to be held under Regulation 43;

2.1.20 "law" means, unless otherwise specified, the applicable laws of the U.A.E. from time to time;

2.1.21 "law No. 1" means Emirate of Dubai Law No. 1 of 2000 issued on 29 January 2000 and relating to the setting up of the zone and the authority in the Emirate of Dubai;

2.1.22 "licence" means a licence issued pursuant to the licensing regulations;

2.1.23 "licensee" has the meaning given to it in the licensing regulations;

2.1.24 "licensing regulations" means those regulations promulgated by the authority in respect of any trade or business to be engaged in or carried on in the zone;

2.1.25 "member" has the meaning given in Regulation 18;

2.1.26 "memorandum" means the memorandum of association of a company, as originally delivered in writing to the authority or as lawfully altered from time to time;

2.1.27 "officer" in relation to a body corporate, includes director and if one has been appointed, the secretary;

2.1.28 "ordinary resolution" means a resolution passed by a simple majority of such members as (being entitled to do so) vote in person or, where proxies are allowed, by proxy, at a general meeting of which notice specifying the intention to propose the resolution as an ordinary resolution has been duly given;

2.1.29 "overseas company" means any body corporate duly incorporated outside the zone pursuant to the laws and regulations applicable in the place of incorporation;

2.1.30 "prescribed" means prescribed by the implementing regulations made under these Regulations;

2.1.31 "register" means the register of companies maintained by the authority under Regulation 13.1 including the register of members;

2.1.32 "share" means a share in the issued share capital of a company;

2.1.33 "special resolution" means a resolution passed by a majority of not less than three-fourths of such members as (being entitled to do so) vote in person or, where proxies are allowed, by proxy, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

2.1.34 "U.A.E." means the Federal State of the United Arab Emirates; and

2.1.35 "zone" means the Dubai Technology Media Free zone, established in the Emirate of Dubai pursuant to Law No. 1 and as constituted from time to time.

2.2 For the avoidance of doubt the provisions of the commercial companies law are specifically disapplied by way of any express provision contrary to such law in these Regulations.

2.3 Wherever in these Regulations an obligation or duty is placed on a company or a company is authorised to do any act, then unless it is otherwise provided such obligation, duty or act may be carried out by the directors of the company.

2.4 In these Regulations a "director" or "shareholder" may be a national of the U.A.E. or a non U.A.E. national.

2.5 In these Regulations any "member" or "shareholder" may be any body corporate, with or without limited liability, any partnership (whether in the name of such partnership and whether or not a limited partnership or a limited liability partnership) or a natural person in each case whether nationals of the U.A.E. or non-U.A.E. nationals.

2.6 In these Regulations, unless the context otherwise requires, the singular number shall include the plural and vice versa and the masculine gender shall include the feminine and the neuter and vice versa.

2.7 The Regulation headings herein are included for convenience of reference only and shall be ignored in the construction or interpretation of these Regulations.

2.8 In these Regulations the expression "member" includes shareholders and the expression "shareholder" includes members.

2.9 References in these Regulations to time periods are to be construed in accordance with the Gregorian calendar.

2.10 References in these Regulations to any requirement for any document to be written, in writing, to be presented in writing or for the giving of any notice are to be construed as satisfied by an electronic record and any references in these Regulations to any requirement for a signature on any document or notice are to be construed as satisfied by an electronic signature which may be proved in any manner.

2.11 In the event of any discrepancy between the English version of these Regulations and any other version this English version shall prevail.

3. Appointment of Registrar

The authority may by implementing regulations appoint a registrar who shall be a public officer and shall have the powers and discharge the duties conferred or imposed upon him by such implementing regulations.

4. Application

4.1 These Regulations apply to:

4.1.1 all companies registered under it; and
4.1.2 any branch of any such company so far as any provision of these Regulations requires it to apply.

Section 2
INCORPORATION OF COMPANIES

5. Mode of Forming a Company

5.1 Any one or more persons and no more than fifty, by subscribing their names to a memorandum and otherwise complying with the requirements of these Regulations, may apply to form a company with limited liability.

5.2 A company shall be considered formed only if and when its name is entered on the register.

5.3 Such a company shall be a company having the liability of its members limited by the memorandum to the amount, if any, unpaid on the shares held by them.

5.4 Each such company formed hereunder shall have UAE nationality, but this does not necessarily lead to the company being entitled to privileges reserved for UAE nationals.

6. Registration of Companies

6.1 No company shall be registered without the consent of the authority which, subject to these Regulations shall be granted in its absolute discretion.

6.2 Subject to such other regulation of the authority as may be adopted from time to time and to any waiver which the authority may exercise from time to time, any application for consent under Regulation 6.1 shall:

6.2.1 be made to the authority in such form and manner as the authority may require from time to time; and
6.2.2 include details of the first directors and, if applicable, the company secretary; and
6.2.3 include the memorandum and bye-laws of the company; and
6.2.4 include payment of the relevant registration fee as determined by the authority from time to time; and
6.2.5 include such other documents or information as the authority may in its absolute discretion require from time to time.

6.3 The authority may refuse to grant its consent for the registration of a company and where it does so refuse, it shall not be bound to provide any reason for its refusal and its decision shall not be subject to appeal or review in any court.

7. Requirements of Memorandum

7.1 The memorandum of every company shall be in English and must state:-

7.1.1 the name of the company which in all cases shall be followed by the word "FZ-LLC" as the last word of the name; and

7.1.2 that the liability of its members is limited; and

7.1.3 the objects of the company set out with such degree of specificity as the authority may from time to time require; and

7.1.4 the names, addresses and nationalities of the persons who subscribe their names to the memorandum; and

7.1.5 the period, if any, fixed for the duration of the company, or the event, if any, on the occurrence of which the company is to be dissolved; and

7.1.6 the address of the registered office which shall be in the zone; and

7.1.7 the amount of issued share capital with which the company proposes to be registered, which shall be in AED, and the division thereof into shares of a fixed amount; and

7.1.8 that the persons who subscribe their names to the memorandum agree to take such number of shares of the company as may be allotted to them respectively by the provisional directors, not exceeding the number of shares for which they respectively subscribe, and that they agree to satisfy such calls as may be made on them by the directors, provisional directors or promoters in respect of the shares allotted to them.

7.2 The memorandum of every company shall be signed by each subscriber in the presence of such witnesses as the authority shall from time to time require.

7.3 A company may not alter the provisions of its memorandum except in a manner provided in these Regulations.

8. Prohibition of Registration of Companies with Undesirable Names

8.1 No company shall be registered with a name which in the opinion of the authority is undesirable.

8.2 Without prejudice to the generality of Regulation 8.1 no company shall, except with the express approval of the authority, be permitted to be registered with a name which:-

8.2.1 is identical to the name by which another company, is registered or incorporated under these Regulations or so nearly resembles that name as to be likely to deceive unless that company signifies its consent in such manner as the authority may require; or

8.2.2 contains words which in the opinion of the authority suggests or is likely to suggest the patronage of prominent local persons with no real connection, or connection with any government or authority whether in the zone, the U.A.E. or elsewhere; or

8.2.3 contains the word "Dubai", "Emirates", "U.A.E.", "Internet City", "Media City", "Knowledge Village", "TECOM", "DMC", "DIC", "KV", "municipal" or "chartered"; or

8.2.4 any other name which the authority shall from time to time prescribe as "sensitive"; or

8.2.5 does not contain the word "FZ-LLC"; or

8.2.6 the use of would constitute a violation of the laws of the U.A.E. from time to time applicable to intellectual property rights; or

8.2.7 specifies words or expressions for which approval is required from the authority for use by a licensee in the zone.

8.3 If, through inadvertence or otherwise, a company on its first registration with a new name is registered with a name which in the opinion of the authority too closely resembles the name by which a company in existence is already registered or a name in respect of which the law applicable to intellectual property rights afford prior protection, the first mentioned company shall, with the approval of the authority, change its name.

9. Change of Name of a Company

9.1 Subject to Regulations 8.1 and 8.2, a company may by special resolution change its name if the authority has, on application, approved in writing, the proposed name.

9.2 The authority shall, on receipt of a certified copy of the special resolution referred to in Regulation 9.1 together with such fees as may be prescribed:-

9.2.1 enter the new name on the register in place of the former name; and

9.2.2 enter on the register the effective date of the change of name which shall be the date of entry of the new name on the register; and

9.2.3 issue a new registration certificate evidencing the change of name.

9.3 The change of name of a company shall not affect any rights or obligations of the company, or render defective any legal proceedings by or against it, and any legal proceedings that might have been continued or commenced against it in its former name may be continued or commenced against it in its new name.

9.4 Regulation 8.3 shall apply mutatis mutandis to any name adopted by a company under this Regulation 9.

10. Powers and Objects of a Company - Ultra Vires

10.1 No act of a company shall be invalid by reason only of the fact that the company was without capacity or power to perform the act.

11. Procedures for Alteration of Memorandum

11.1 A company may, by special resolution passed at a general meeting of members of which due notice has been given, amend the provisions of its memorandum but the amendment shall only take effect if and when the same has been accepted for registration by the authority.

11.2 Regulation 6 shall apply to a company wishing to change its memorandum as if the company were applying to be registered.

12. Bye-Laws or "Articles of Association"

12.1 The administration of every company shall be regulated by bye-laws and a company may in its bye-laws make provision for any matter including, but not limited to, the matters set out in Regulation 12.2. The bye-laws may alternatively be known or referred to as the articles of association of the Company.

12.2 A company's bye-laws shall be in English and shall provide for:-

12.2.1 the transfer of shares and the registration of estate representatives of deceased shareholders; and
12.2.2 a general meeting of the company at least once in every calendar year; and
12.2.3 the keeping of its accounts and the laying of financial statements before general meetings of the company; and
12.2.4 an audit of the accounts of the company for each financial year by an auditor appointed by the general meeting; and
12.2.5 the duties of the secretary to the company; and
12.2.6 the number of members required to constitute a quorum at any general meeting of the members of the company; and
12.2.7 the appointment of a chairman for any general meetings.

12.3 In addition, a company may at the time of incorporation, or from time to time thereafter make bye-laws if appropriate to regulate:-

12.3.1 the transfer of shares (subject to due compliance with the requirement of registration of any such transfers in accordance with these Regulations); and

12.3.2 the declaration and payment of dividends; and

12.3.3 the duties and responsibilities of its board of directors and of any other officers with special responsibilities or duties; and

12.3.4 the manner of appointment of alternate directors; and

12.3.5 the appointment, functions, duties, remuneration and removal of all agents, officers, and servants of the company, and the security, if any, to be given by them to the company; and

12.3.6 the date on which the annual meetings of the company shall be held; and

12.3.7 the calling of meetings of the company, and of the board of directors, the requirements as to proxies and requisite majorities (save where the requisite majority is specified by these Regulations) in voting on any particular matter or class of matters and the procedure to be adopted at such meetings; and

12.3.8 the quorum at meetings of directors; and

12.3.9 the conduct in all other particulars of the affairs of the company, as well as for the application of its funds and profits.

12.4 The persons subscribing their names to the memorandum of association of a company shall likewise subscribe their names to the bye-laws.

12.5 Subject to an express provision in the bye-laws to the contrary and to Regulation 12.6, the directors of a company may after its incorporation amend the bye-laws but any such amendment shall be submitted to a general meeting of the company and to the extent they are approved by a special resolution at such meeting, shall only then take effect if and when the same has been accepted for registration by the authority.

12.6 Regulation 6 shall apply to a company wishing to change its bye-laws as if the company was applying to be registered.

13. Registration and Re-registration of Companies

13.1 The authority shall maintain a register of companies in such form as it may determine.

13.2 Where the authority consents to the registration of a company pursuant to Regulation 6.1 and has received or waived the documents under Regulation 6.2, the authority may, if it is satisfied that the company will be in compliance with these Regulations, register the memorandum and bye-laws and shall then issue one or more certificates showing the name and date of incorporation of the company and any other items the authority may from time to time consider appropriate.

13.3 From the date of the registration of a company by the authority the subscribers to the memorandum, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum, capable forthwith of exercising all the functions of an incorporated company, and having perpetual succession but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up limited as is mentioned in these Regulations.

14. Certificate of Incorporation to be Conclusive Evidence

14.1 No defect in the formalities leading up to the incorporation of a company shall affect the validity of its incorporation and the certificate of incorporation shall be conclusive evidence of the due incorporation of the company and the date of its incorporation.

15. Effect of Memorandum and Bye-Laws

15.1 Subject to these Regulations the memorandum and the bye-laws when registered shall bind the company and the members thereof to the same extent as if they respectively had been signed by each member and contained covenants on the part of each member to observe all the provisions of the memorandum and of the bye-laws; and

15.2 All money payable by any member to the company under the memorandum or bye-laws shall be a debt due from him to the company.

16. Alterations in Memorandum or Bye-Laws Increasing Liability to Contribute to Issued Share Capital not to Bind Existing Members without Consent

16.1 Notwithstanding anything in the memorandum or bye-laws of a company, no member of the company shall be bound by an alteration made in the memorandum or bye-laws after the date on which he became a member, if and so far as the alteration requires that member to take or subscribe for more shares than the number held by that member at the date on which the alteration is made, or in any way increases the liability of such member as at that date to contribute to the issued share capital of, or otherwise to pay money to, the company provided that this Regulation 16 shall not apply where the member agrees in writing, either before or after the alteration is made, to be bound thereby.

17. Copies of Memorandum and Bye-Laws to be given to Members

17.1 A company shall, on being so required by a member, send such member a copy including all alterations to the memorandum or bye-laws of the company subject to the payment by the member of the cost thereof.

18. Definition of Member

18.1 The subscribers to the memorandum of a company shall be deemed to have agreed to become members of the company and on its registration with the authority shall be entered as members in the register.
18.2 Every other person who agrees to become a member of a company, and whose name is entered in its register of members, shall be a member of the company.

19. Form of Contracts

19.1 Contracts on behalf of a company may be made in written or other form by any person acting under its authority, express or implied.

19.2 A contract made according to this Regulation shall be effectual in law and shall bind the company and its successors and all other parties thereto.

19.3 A contract made according to this Regulation may be varied or discharged in the same manner in which it is authorised by this Regulation to be made.

19.4 Where a contract purports to be made by a company or by a person as agent for a company, at a time when the company has not yet been formed, then subject to any agreement to the contrary, the contract shall have effect as a contract entered into by the person purporting to act for the company or as agent for it and such person shall be personally liable on the contract accordingly.

19.5 Any contract purported to be made in the manner set out in Regulation 19.4 may subsequently be unilaterally adopted by the company and the company shall thereupon become a party thereto to the same extent as if the contract had been made after the incorporation and in substitution for and discharge of the agent or person purporting to act on its behalf.

20. Bills of Exchange and Promissory Notes

20.1 A bill of exchange or promissory note shall be deemed to have been made, accepted or endorsed on behalf of a company if made, accepted or endorsed in the name of, or by or on behalf or on account of the company by any person acting under its authority and if so endorsed the person signing the endorsement shall not be liable thereon.

21. Execution of Instruments Abroad

21.1 A company may empower any person, either generally or in respect of any specified matters, as its agent, to execute documents, agreements, deeds or others similar on its behalf in any place whether within or outside the zone.

21.2 A document, agreement, deed or other similar instrument signed by such an agent on behalf of the company shall bind the company and have the same effect as if it had been executed by the company itself.

22. Authentication of Documents

22.1 A document or proceeding requiring authentication by a company may be signed by a director, secretary or other authorised officer of the company.

Section 3
SHARE CAPITAL, SHARE TRANSFER AND DIVIDENDS

23. Company Share Capital Requirements

23.1 The minimum issued share capital of a company shall be such sum as the authority may specify from time to time.

23.2 Subject to Regulation 28, the share capital of a company shall be of one class of shares, with all shares being of an equal value, and all shares holding the same rights as to voting, dividends, redemptions and distributions.

23.3 The authority shall issue a company with a certificate if, on an application made to it by the company in the prescribed form, it is satisfied that the company's share capital is not less than the prescribed minimum, and there is delivered to it a declaration complying with the following Regulation.

23.4 The declaration must be in the prescribed form and be signed by the members of the company and it must state that the company's share capital is not less than the prescribed minimum together with such evidence as the authority may require that an amount representing such capital has been deposited for the benefit of the company in an account opened in the name of the company under formation with a bank in the UAE holding a commercial banking licence from the UAE Central Bank.

23.5 Unless the authority shall otherwise specifically approve, all capital of a company shall be subscribed in cash only.

24. Payment of Commissions

24.1 It shall be lawful for a company to pay reasonable commission (within any limits from time to time that may be established by the authority) to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company.

24.2 Except as permitted under Regulation 24.1, no company shall apply any of its shares or capital either directly or indirectly in payment of any commission, discount or allowance to any person in consideration of such person subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, whether the shares or capital be so applied by being added to the purchase money of any property acquired by the company, or the money be paid out of the nominal purchase money or contract price, or otherwise.

25. Issue at a Premium

25.1 Shares may be issued at a premium (i.e. for a price greater than their nominal value).

26. Application of Premiums Received on Issue of Shares

26.1 Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to an account, to be called the "share premium account" and the provisions of these Regulations relating to the reduction of the issued share capital of a company shall, except as provided in this Regulation 26, apply as if the share premium account were paid-up share capital of the company: provided that in the case of an exchange of shares the excess value of the shares acquired over the nominal value of the shares being issued may be credited to a contributed surplus account of the issuing company.

26.2 The share premium account may, notwithstanding anything in Regulation 26.1 be applied by the company:-

26.2.1 in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares; or

26.2.2 in writing off:-

(a) the preliminary expenses of the company; or
(b) the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company; or

26.2.3 in providing for the premiums payable on redemption of any shares or of any debentures of the company.

27. Power to Issue Shares

27.1 Subject to these Regulations and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as provided for in a company's bye-laws.

28. Special Classes of Shares

28.1 The authority may, on application by a company, consent to a company dividing its share capital into different classes of shares. The consent of the authority shall be granted in its absolute discretion and the authority shall not be bound to provide any reason for its refusal to grant consent and its decision shall not be subject to appeal or review in any court.

28.2 Subject to Regulation 28.1, a company by special resolution and by its bye-laws may:

28.2.1 divide its shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions; and

28.2.2 consolidate and divide all or any of its issued share capital into shares of larger amount than its existing shares; and

28.2.3 subdivide its shares, or any of them, into shares of a smaller amount than is fixed by the memorandum, so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

28.2.4 make provision for the issue and allotment of shares which do not carry any voting rights; and

28.2.5 make provision for the issue and allotment of any form of rights to or interests in shares.

28.3 The authority may, in its discretion, issue additional regulations from time to time pertaining to special classes of shares.

29. Power of Company to Alter its Share capital

29.1 Subject to provisions in these Regulations, a company, if authorised by an ordinary resolution and by its bye-laws, may increase its issued share capital by issuing new shares of such amount as it thinks expedient.

29.2 A company may not without the consent of the authority create a share capital denominated in a currency other than AED.

30. Reduction of Issued Share Capital

30.1 A company, if authorised by a special resolution may, subject to any order made by the authority under Regulation 6, and to its memorandum and bye-laws, on such terms as it may decide, reduce its issued share capital in any way, and in particular, without prejudice to the generality of the foregoing power, by:-

30.1.1 either with or without extinguishing or reducing liability on any of its shares cancel any paid up capital that is lost or underrepresented by available assets; or

30.1.2 either with or without extinguishing or reducing liability of any of its shares and either with or without reducing the number of such shares pay off any capital that is in excess of the requirements of the company.

30.2 No company shall reduce the amount of its issued share capital by virtue of Regulation 30.1 unless on the date from which the reduction is to have effect a letter addressed to the authority shall be signed by all the directors of the company declaring either that on that date the company is solvent or that all the creditors of the company on that date have expressed in writing their concurrence in the reduction.

30.3 Where a company reduces the amount of its issued share capital then within fourteen days after the date from which the reduction has effect the company shall file a memorandum, with a copy of the letter referred to in Regulation 30.2 annexed thereto, with the authority stating that this Regulation 30 has been duly complied with.

31. Nature and Transfer of Shares

31.1 Subject to such other regulations as may be made by the authority the shares or other interests of any member in a company shall be personal estate, transferable in a manner provided by the bye-laws of the company and subject only to the restrictions provided therein.

31.2 Notwithstanding anything in the bye-laws of a company, it shall not be lawful for the company to register a transfer of shares in the company unless a proper instrument of transfer has been delivered to the company and the share transfer shall have been accepted for registration by the authority.

31.3 Nothing in this Regulation 31 shall prejudice any power of the company to register as shareholder any person to whom the right to any shares of the company has been transmitted by operation of law.

31.4 Subject to such other regulations as may be made by the authority, a pledge over the shares or other interests of any member in a company may be created pursuant to the provisions of the applicable laws of the UAE.

32. Transfer by Estate Representative

32.1 A transfer of the share or other interest of a deceased member of a company made by such person's estate representative shall, although the estate representative is not himself a member of the company, be as valid as if he had been such a member at the time of the execution of the instrument of transfer.

33. Certificate to be Evidence of Title

33.1 A certificate of the company specifying any shares held by any member, shall be prima facie evidence of the title of the member to the shares.

34. Bearer Shares Prohibited

34.1 It shall not be lawful for any company to issue bearer shares.

35. Dividends and Other Distributions

35.1 A company shall not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:-

35.1.1 the company is, or would after the payment be, unable to pay its liabilities as they become due; or
35.1.2 the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its share capital and share premium accounts.

35.2 For the purposes of this Regulation, "contributed surplus" includes proceeds arising from donated shares, credits resulting from the redemption or conversion of shares at less than the amount set up as nominal capital and donations of cash and other assets to the company.

Section 4
MANAGEMENT AND ADMINISTRATION

36. Registered Office of a Company

36.1 A company shall at all times have a registered office in the zone to which all communications and notices may be addressed. The first registered office shall be that notified to the authority at the time of application to incorporate the company.

36.2 Notice of every change to the registered office shall be given to the authority on the prescribed form (if any) within fourteen days of the company making such change but the change shall only be effective as of the date of registration.

37. Service of Documents

37.1 A document served in relation to any matter under these Regulations may be served on a company by leaving it at the registered office of the company in the zone.

38. Publication of Name and Registered Office of Company

38.1 Without prejudice to Article 21 of Law No. 1, every company shall have its name and registered office mentioned in legible characters in all business letters of the company and in all notices and other official publications of the company, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the company, and in all invoices, receipts and letters of credit of the company.

39. Restriction on Commencement of Business

39.1 No company shall commence or carry on business or exercise any borrowing powers unless and until it has been authorised to do so by the authority.

40. Power of the Authority to Rectify Register

40.1 If :-

40.1.1 the name of any person is, without sufficient cause, entered in or removed from the register of members of a company maintained by the authority; or
40.1.2 default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member,
40.1.3 any other error or mistake concerning a company is apparent on the register,
the person aggrieved, or any member of the company, may apply to the authority for rectification of the register maintained by the authority.

40.2 Where an application is made under this Regulation 40 the authority may either refuse the application or may rectify the register.

40.3 On an application under this Regulation 40 the authority may decide any question relating to the title of any person who is a party to the application to have his name entered in or removed from the register, whether the question arises between members or alleged members, or between members or alleged members on the one hand and the company on the other hand, and generally may decide any question necessary or expedient to be decided for rectification of the registers.

41. Register to be Evidence

41.1 The register shall be prima facie evidence of any matters by these Regulations directed or authorised to be inserted therein.

42. First Directors

42.1 The persons who are nominated as such in the memorandum or bye-laws of the company or in the absence thereof, in the official completed application forms for incorporation of the company with the authority shall be the first directors of the company.

43. Inaugural Meeting of Members to confirm election of Directors

43.1 Unless the memorandum or bye-laws of the company provide otherwise, the first directors shall convene the inaugural meeting which shall be a general meeting of the members of the company for the purpose of confirming the identity of those who will serve as directors of the company.

43.2 At least five days' notice in writing of the inaugural meeting shall be given to each member of the company unless the members unanimously agree to waive such notice; the notice shall specify the place, date and hour at which the meeting is intended to be held and, shall state that at the meeting the members present or represented by proxy will elect the new board of directors.

43.3 The procedure at a meeting called under this Regulation 43 shall be the same as that for an annual general meeting called under Regulation 44.

43.4 The quorum for a meeting called under this Regulation 43 shall be a majority of the members of the company, present in person or by proxy.

43.5 A meeting called under Regulation 43.1 shall be deemed to be the annual general meeting for the year in which it is convened.

44. General Meetings

44.1 A meeting of members of a company shall be convened at least once in every calendar year; this meeting shall be referred to as the annual general meeting. The exception to this is where the company only has one member, in which case a resolution signed by or on behalf of such member by his duly appointed representative shall serve in place of any requirement to hold or determine any matter at a general meeting.

44.2 The directors may, whenever they think fit, convene a general meeting; all meetings other than annual general meetings shall be called special general meetings.

44.3 Notice of all general meetings shall specify the place, the day and hour of the meeting, and, in case of special general meetings, the general nature of the business to be considered.

44.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any persons entitled to receive notice shall not invalidate the proceedings of the meeting.

45. Failure to hold Annual General Meeting or to Elect Directors

45.1 If default is made in calling or holding a general meeting in accordance with Regulation 44.1 the directors shall use their best endeavours to call or hold the meeting at the earliest practicable date.

45.2 If an annual general meeting is not held within three months of the date it should have been held or the required number of directors have not been elected at such a meeting the company may apply to the authority to sanction the holding of a general meeting to put the affairs of the company in order. Upon receipt of such an application the authority may, in its discretion, make an order allowing the application under such conditions as it thinks fit to impose including ordering the date by which the affairs of the company shall be put in order.

45.3 Subject to Regulation 45.2 if default is made in calling an annual general meeting in accordance with Regulation 44 or to elect the required number of directors at such meeting, the authority may, or any creditors or member of the company may, apply to the Court to order the winding-up of the company or to make an order that might have been made under Regulation 45.2.

46. Position when Election of Directors does not Take Place

46.1 If the annual general meeting or the election of any directors does not take place at the proper time, it shall be lawful for the company to continue its business and for the existing directors to continue in office.

47. Convening of Special General Meeting on Requisition

47.1 The directors of a company, notwithstanding anything in its bye-laws, shall, on the requisition of members of the company holding at the date of deposit of the requisition not less than 10% of such of the paid-up capital of the company which, as at the date of the deposit, carries the right of voting at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.

47.2 The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.

47.3 If the directors do not, within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than 10% of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

47.4 A meeting convened under this Regulation 47 of the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.

47.5 Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.

48. Length of Notice for Calling Meetings

48.1 An annual general meeting shall be called by not less than 21 days notice in writing and a special general meeting called for the passing of a special resolution shall be called by not less than 21 days notice in writing. All other special general meetings shall be called by not less than 14 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, day and time of the meeting, and, in the case of a special general meeting, the general nature of the business to be considered.

48.2 A meeting of a company shall, notwithstanding that it is called by shorter notice than that specified in Regulation 48.1 be deemed to have been duly called if it is so agreed:-

48.2.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

48.2.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving a right to attend and vote at the meeting.

49. Telephonic, etc. Meeting

49.1 Unless the bye-laws otherwise provide, a meeting of directors or of a committee of directors or of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously, and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

50. Power of the Authority to Order Meeting

50.1 If for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called, or to conduct the meeting of the company in a manner prescribed by the bye-laws or these Regulations, the authority may, either of its own motion or on the application of any director of the company or of any member of the company who would be entitled to vote at the meeting, order a meeting of the company to be called, held and conducted in such manner as the authority thinks fit, and where any such order is made may give such ancillary or consequential directions as it thinks expedient.

50.2 Any meeting called, held and conducted in accordance with an order under Regulation 50.1 shall for all purposes be deemed to be a meeting of the company, duly called, held and conducted.

51. Voting at Meetings

51.1 Subject to the provisions of this Regulation 51, the bye-laws of the company and to any rights or restrictions lawfully attached to any different classes of shares if any, at any general meeting each member of the company shall be entitled to one vote for each share held by him; such votes may be given in person or by proxy.

51.2 Unless otherwise specified in these Regulations, at any general meeting of a company any question proposed for consideration shall be decided on a simple majority of votes or by such majority as the bye-laws of the company may prescribe, and such majority shall be ascertained in accordance with this Regulation 51.

51.3 Subject to Regulation 51.5, it shall be lawful for any question proposed for consideration at a general meeting of a company to be decided on a show of hands and in any such case, and subject to any rights or restrictions for the time being lawfully attached to any different classes of shares if any, every member present in person or by proxy at such meetings shall be entitled to one vote and shall cast such vote by raising his hand.

51.4 At any general meeting of a company a declaration by the chairman that a question proposed for consideration has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in a book containing the minutes of the proceedings of the company shall, subject to Regulation 51.5, be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such question.

51.5 Notwithstanding Regulation 51.3, at any general meeting of a company, it shall be lawful, in respect of any question proposed for the consideration of the members, whether before or on the declaration of the result of a show of hands as provided for in Regulation 51.3 for a poll to be demanded by any of the following persons:-

51.5.1 the chairman of such meetings; or
51.5.2 at least two members present in person, or represented by proxy and entitled to vote; or
51.5.3 any member or members present in person or represented by proxy and holding between them not less than 10% of the total voting rights of all the members having the right to vote at such meeting.

51.6 Where, in accordance with Regulation 51.5, a poll is demanded, and subject to any rights or restrictions for the time being lawfully attached to any different classes of shares if any, every member present in person or by proxy at such meetings shall have one vote for each share of which such person is the holder or for which such person holds a proxy and such votes shall be counted in such manner as the bye-laws of the company may provide or, in default of such provision, as the chairman may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded and shall replace any previous resolution upon the same matter which has been the subject of a show of hands.

51.7 A poll demanded, in accordance with Regulation 51.5, for the purpose of electing a chairman, or on a question of adjournment, shall be taken forthwith and a poll demanded on any other question shall be taken at such time at such meeting as the chairman may direct.

51.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which such show of hands takes place, or at which such poll is demanded, shall, unless the bye-laws of the company otherwise provide, be entitled to a second or casting vote.

51.9 Nothing contained in this Regulation 51 shall be construed as prohibiting a member who is the holder of two or more shares from appointing more than one proxy to represent him and vote on his behalf, whether on a show of hands or on a poll, at a general meeting of the company or at a class meeting.

52. Resolution in Writing

52.1 Subject to Regulation 52.4, anything which may be done by resolution of a company in general meeting may, without a meeting and without any previous notice being required, be done by resolution in writing signed by, or in the case of a member that is a corporation whether or not a company within the meaning of these Regulations, on behalf of, all the members of the company who at the date of the resolution would be entitled to attend the meeting and vote on the resolution.

52.2 A resolution in writing may be signed by, or, in the case of a member that is a corporation whether or not a company within the meaning of these Regulations, on behalf of, all the members of a company, in as many counterparts as may be necessary.

52.3 A resolution in writing made in accordance with this Regulation 52 is as valid as if it had been passed by the company in general meeting or by a meeting of the relevant class of members of the company, as the case may be and any reference in any enactment to a meeting at which a resolution is passed or to members voting in favour of a resolution shall be construed accordingly.

52.4 Regulations 52.1 to 52.3 shall not apply to:-

52.4.1 a resolution passed pursuant to Regulation 63.3; or
52.4.2 a resolution passed for the purpose of removing a director before the expiration of his term of office under Regulation 70.

52.5 A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or signed by all members of a committee of directors entitled to receive notice of a meeting of a committee is as valid as if it had been passed at a meeting of directors or, as the case may be, authority duly called and constituted and any reference in any enactment to a meeting at which a resolution is passed or to directors or a committee of directors voting in favour of a resolution shall be construed accordingly. Such resolution may be in as many counterparts as are necessary.

52.6 For the purposes of this Regulation 52, the date of the resolution is the date when the resolution is signed by, or on behalf of, the last member or, as the case may be, director to sign and any reference in any enactment to the date of passing of a resolution is, in relation to a resolution made in accordance with this Regulation 52, a reference to such date.

52.7 A resolution in writing made in accordance with this Regulation 52 shall constitute minutes for the purposes of Regulations 56 and 57.

53. Representation of Corporation at Meetings

53.1 A corporation, whether a company within the meaning of these Regulations or not, may:-

53.1.1 if it is a member of another corporation, being a company within the meaning of these Regulations, authorise such person as it thinks fit to act as its representative at any meeting of the company or at any meeting, of any class of members of the company; and

53.1.2 if it is a creditor (including a holder of debentures) of another corporation, being a company within the meaning of these Regulations, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of these Regulations or of any implementing regulations made hereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

53.2 A person authorised as aforesaid shall be entitled to exercise the same powers on behalf of the corporation which it represents as that corporation could exercise if it were an individual shareholder, creditor or holder of debentures of that other company.

54. Circulation of Members' Resolution, etc.

54.1 Subject to this Regulation 54 it shall be the duty of a company, on the requisition in writing of such number of members as is hereinafter specified, at the expense of the requisitionists unless the company otherwise resolves:-

54.1.1 to give to members of the company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and

54.1.2 to circulate to members entitled to have notice of any general meeting sent to them any statement with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

54.2 The number of members necessary for a requisition under Regulation 54.1 shall be:-

54.2.1 either any number of members representing not less than 10% of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or

54.2.2 not less than 5 members.

54.3 Notice of any such intended resolution shall be given, and any such statement shall be circulated, to members of the company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other member of the company by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the company: provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

55. Conditions to be met before Company bound to give Notice of Resolution

55.1 A company shall not be bound under Regulation 54 to give notice of any resolution or to circulate any statement unless :-

55.1.1 a copy of the requisition signed by the requisitionists, or two or more copies which between them containing the signatures of all the requisitionists, is deposited at the registered office of the company :-

(a) requiring notice of a resolution, not less than 21 days before the meeting; and

(b) in the case of any other requisition, not less than one week before the meeting; and

(c) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the company's expenses in giving effect thereto,
provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called for a date 21 days or less after the copy has been deposited.

56. Minutes of Proceedings to be Kept

56.1 Every company shall cause minutes of all proceedings of general meetings and of all proceedings of meetings of its directors to be entered in books kept for that purpose and such minutes shall be signed by the person presiding over the proceedings.

56.2 Minutes prepared in accordance with Regulation 56.1 shall be kept by the secretary or other officer of the company at the registered office of the company and shall be evidence of the proceedings and until the contrary is proved, the proceedings shall be deemed to have been duly held and convened and the business conducted thereat shall be deemed to be valid.

57. Inspection of Minute Books

57.1 Minutes of general meetings of a company shall be open for inspection by any member or director of the company without charge for not less than two hours during business hours each day, subject to such reasonable restrictions as the company may impose.

57.2 Any member or director shall be entitled to be furnished, within seven days after it has made a request to the company, with a copy of any such minutes on the payment of a reasonable charge sufficient to meet the company's expenses in giving effect thereto..

57.3 In the case of any such refusal or default, the authority may by order, compel an immediate inspection of the minutes or direct that the copies required shall be sent to the persons properly requiring them.

58. Keeping of Books of Account

58.1 Every company shall cause to be kept proper records of account with respect to :-

58.1.1 all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; and
58.1.2 all sales and purchases of goods by the company; and
58.1.3 the assets and liabilities of the company.

58.2 The records of account shall be kept at the registered office of the company and shall at all times be open to inspection by the directors.

58.3 In the case of records of account not being made available for inspection by a director the authority may by order compel immediate inspection of such records.

59. Duty to Prepare Company Accounts

59.1 The directors of every company shall prepare for each financial year of the company:

59.1.1 a balance sheet as at the last day of the year; and
59.1.2 a profit and loss account
in the form prescribed in the company's bye-laws. Such annual company accounts will form part of the company's financial statements.

60. Financial Statements to be Laid Before General Meeting

60.1 The directors of every company shall, for each financial year, lay before the company in general meeting:-

60.1.1 financial statements for such period which shall include:-

(a) a statement of the results of operations for such period (i.e. a profit and loss account); and
(b) a statement of retained earnings or deficit; and
(c) a balance sheet at the end of such period; and
(d) a statement of changes in financial position for such period; and
(e) notes to the financial statements and the notes thereto shall be in accordance with Regulation 60.2; and
(f) such further information as required by these Regulations, any appropriate implementing regulations and the company's own memorandum and bye-laws; and

60.1.2 the report of the auditors as set out in Regulation 64.2 in respect of the financial statements described in Regulation 60.1.1.

60.2 The notes mentioned in Regulation 60.1.1(e) shall include a description of the generally accepted accounting principles used in the preparation of the financial statements, which principles shall be such accepted accounting principles as may be appointed by the authority under Regulation 60.5, and are in accepted use in the zone, and where the generally accepted accounting principles used are other than those of the zone, the notes shall identify the generally accepted accounting principles so used.

60.3 Financial statements shall, before being laid before a general meeting of a company, be signed on the balance sheet page by two of the directors of the company.

60.4 Notwithstanding Regulation 60.1 if at a general meeting at which financial statements should be laid, the statements have not been so laid, it shall be lawful for the chairman to adjourn the meeting for a period of up to ninety days or such longer period as the members may agree.

60.5 The authority may appoint generally accepted accounting principles promulgated by an accounting standard setting body which may be either International Accounting Standards (IAS), or such other standards as the authority may determine from time to time.

61. Right to Receive Copies of Financial Statements, including Balance Sheet, etc.

61.1 A copy of the financial statements of a company, including every document required by these Regulations or the bye-laws of the company shall be made available to every member of the company and, if such financial statements and other documents are not sent to each member seven days before the general meeting, any member may move a resolution at the general meeting that it be adjourned for seven days provided that this Regulation 61.1 shall not require the making available of the financial statements and other documents to:-

61.1.1 any person not entitled to receive notices of general meetings; and

61.1.2 more than one of the joint holders of any shares; and

61.1.3 any person whose address is not known to the company.

62. Power to Waive Laying of Accounts and Appointment of Auditor

62.1 Notwithstanding Regulation 12.2.3 and Regulation 12.2.4, if all members of a company agree that in respect of a particular financial year or other interval no financial statements or auditor's report thereon need be laid before a general meeting or that no auditor shall be appointed to the close of the next annual general meeting then there shall, subject to any requirement to the contrary under the licensing regulations, be no obligation to lay financial statements for such period or to appoint an auditor until the close of the next annual general meeting, as the case may be.

62.2 For the purposes of Regulation 62.1 all the members of a company shall be deemed to have agreed at a general meeting if either:-

62.2.1 all the members are present in person at the meeting and agree; or

62.2.2 if some of the members are not present in person at the meeting then if the members present in person at the meeting agree and there are produced at the meeting statements in writing signed by the members not present in person stating that they agree.

63. Appointment of Auditor

63.1 The members of a company at the inaugural meeting shall appoint one or more auditors to hold office until the close of the next annual general meeting, and, if the members fail to do so, the directors shall forthwith make such appointment or appointments.

63.2 The members of a company at each annual general meeting shall appoint one or more auditors to hold office until the close of the next annual general meeting, and, if an appointment is not so made, the auditor already in office shall continue in office until a successor is appointed.

63.3 The members, by a special resolution cast at a general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another auditor in its stead for the remainder of its term.

63.4 The remuneration of an auditor appointed by the members shall be fixed by the members or by the directors, if they are authorised to do so by the members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.

63.5 No person shall be appointed as auditor of a company who is an officer or employee of that company or of an affiliated company or who is a partner, employer or employee of any such officer or employee.

64. Audit

64.1 The auditor shall audit any financial statements to be laid pursuant to Regulation 60 as will enable the auditor to report to members.

64.2 Based on the results of the audit under Regulation 64.1 which audit shall be made in accordance with generally accepted auditing standards as defined in Regulation 60.5, the auditor shall make a report to the members.

64.3 The generally accepted auditing standards referred to in Regulation 64.2 may be those of the zone, a country or jurisdiction other than the zone or such other generally accepted auditing standards as may be appointed by the authority under Regulation 60.5 for the purpose of this Regulation 64.3 and where the generally accepted auditing standards used are other than those of the zone, the report of the auditor shall identify the generally accepted auditing standards used and the auditor's opinion of this appropriateness and of the general nature, extent and effect of the same.

64.4 No action shall lie against an auditor in the performance of any function as an auditor contemplated by these Regulations except in the instance of:-

64.4.1 the company who engaged the auditor to perform such function; or

64.4.2 any other person expressly authorised by the auditor to rely on his work.

65. Election of Directors

65.1 The affairs of the company shall be managed by one or more directors who shall be individuals elected in the first place by ordinary resolution at the inaugural meeting and thereafter by ordinary resolution at each annual general meeting of the company.

65.2 A general meeting of a company may by ordinary resolution authorise the directors of the company to elect or appoint on their behalf an individual or individuals to act as directors up to a maximum determined by the members by ordinary resolution in a general meeting to those elected at the general meeting, but which shall not be more than four.

65.3 Any individual may be appointed as an alternate director by or in accordance with an ordinary resolution of the members or by a director in such manner as may be provided in the bye-laws, and the individual so appointed shall have all the rights and powers of the director for whom he is appointed in the alternative, except that he shall not be entitled to attend and vote at any meeting of the directors otherwise than in the absence of such director.
An alternate director shall only be a director for the purposes of these Regulations and shall only be subject to the provisions of these Regulations insofar as they relate to the duties and obligations of a director when performing the functions of the director for whom he is appointed in the alternative.

65.4 So long as a quorum of directors remains in office, unless the bye-laws of a company otherwise provide, any vacancy occurring in the board of directors may be filled by such directors as remain in office. If no quorum of directors remains the vacancy shall be filled at a general meeting of members.

66. Representation of Director by Another Director

66.1 Subject to any express provision to the contrary in the bye-laws of the company, a director of the company may appoint another director of the company to represent him and to vote on his behalf at any meeting of the directors of the company provided that a director so appointed:-

66.1.1 shall not be entitled to vote at any such meeting on behalf of the director who appointed him if the director who appointed him is himself present at that meeting; and

66.1.2 may, subject to Regulation 66.1.1 vote at any such meeting on his own behalf as well as on behalf of the director who appointed him.

66.2 An appointment made under Regulation 66.1:-

66.2.1 shall not have effect unless notice thereof is given in writing to the secretary of the company by the director making the appointment; and

66.2.2 may be either general or in respect of a particular meeting or meetings specified in the notice of appointment; and

66.2.3 may be revoked at any time by notice in writing given to the secretary of the company by the director making the appointment.

67. Directors Entitled to Receive Notice of Meetings, etc.

67.1 The directors of a company shall upon written request deposited at the registered office of the company be entitled to receive notice of, and to attend and be heard at, any or all general meetings.

67.2 Notwithstanding Regulation 48 (length of notice for calling meetings) a notice given under Regulation 67.1 shall be valid if in all the circumstances, such notice is reasonable.

68. Appointment of Secretary

68.1 The directors of a company may appoint a secretary to the company who may also be a director of the company and who shall hold office in accordance with the bye-laws.

68.2 Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorised generally or specially in that regard by the directors.

69. Register of Directors and Officers

69.1 Every company shall keep at its registered office a register of directors and officers and the register shall, with respect to the particulars to be contained in it of those persons, comply with Regulation 69.4.

69.2 The company shall, within the period of fourteen days from the occurrence of:-

69.2.1 any change among its directors or in its officers; or

69.2.2 any change in the particulars contained in the register,
enter on its register the particulars of the change.

69.3 The register shall, during the business hours (subject to such reasonable restrictions as the company may impose, so that not less than two hours in each day be allowed for inspection), be open for inspection by members and directors.

69.4 In the case of a refusal or default, the authority may, by order, compel an immediate inspection of the register.

69.5 The register shall contain the following particulars with respect to each director and officer:-

69.5.1 in the case of an individual, his first name, surname and address; and

69.5.2 in the case of a company, its name and registered office.

69.6 Each company shall file with the authority, in a manner to be prescribed by the authority, details of any change in the persons or the particulars of the persons who are directors and officers of the company within fourteen days of such change taking place.

70. Removal of Directors

70.1 Subject to its bye-laws, the members of a company may, at a special general meeting called for that purpose, remove by ordinary resolution a director, provided that notice of any such meeting shall be served on the director concerned not less than fourteen days before the meeting and such director shall be entitled to be heard at such meeting and provided further that nothing in this Regulation 70 shall have effect to deprive any person of any compensation or damages which may be payable to him in respect of the termination of his appointment as a director or of any other appointment with the company.

70.2 A vacancy created by the removal of a director at a special general meeting may be filled at that meeting by the election of another director in his place or in the absence of any such election by the other directors.

71. Undischarged Bankrupt not to take part in Management of a Company

71.1 No undischarged bankrupt in any country may act as director of, or directly or indirectly take part in or be concerned in the management of, any company except with the leave of the authority.

72. Prohibition of Loans to Directors without Consent of Members

72.1 Without the consent of any member or members holding in the aggregate not less than 90% of the total voting rights of all the members having the right to vote at any meeting of the members it shall not be lawful for a company to make a loan to any person who is its director or a director of its holding company, or to enter into any guarantee and/or indemnity or provide any security in connection with a loan made to such person as aforesaid by any other person provided that nothing in this Regulation 72 shall apply either :-

72.1.1 subject to Regulation 72.2 to anything done to provide any such person as aforesaid with funds to meet expenditure incurred or to be incurred by him for the purposes of the company or for the purpose of enabling him properly to perform his duties as an officer of the company; and

72.1.2 in the case of a company whose ordinary business includes the lending of money or the giving of guarantees in connection with loans made by other persons, to anything done by the company in the ordinary course of that business.

72.2 The proviso stated at Regulation 72.1 shall not authorise the making of any loan, or quasi-loan or the entering into any guarantee and/or indemnity or credit transaction, or the provision of any security, except either:-

72.2.1 with the prior approval of the company given at a general meeting at which the purposes of the expenditure and the amount of the loan or quasi loan or the extent of the guarantee and/or indemnity, credit transaction or security, as the case may be, are disclosed; or

72.2.2 on condition that, if the approval of the company is not given as aforesaid at or before the next following annual general meeting, the loan shall be repaid or the liability under the guarantee and/or indemnity, credit transaction or security shall be discharged, as the case may be, within six months from the conclusion of that meeting.

72.3 Where the approval of the company is not given as required by any such condition, the directors authorising the making of the loan or quasi loan, or the entering into the guarantee and/or immunity, credit transaction or the provision of the security, shall be jointly and severally liable to indemnify the company against any loss arising therefrom.

72.4 A loan shall be deemed to be a loan to a director if it is made to :-

72.4.1 the spouse or children of a director; or

72.4.2 a company (other than a company which is a holding company or subsidiary of the company making the loan) which a director, his spouse or children own or control directly or indirectly more than 20% of the capital or loan debt.

72.5 For the purposes of this Regulation 72 a loan shall not be deemed to have been made in the ordinary course of business of a company if it has not been made on normal commercial terms in respect of interest rates, repayment terms and security.

73. Duty of Care of Officers

73.1 Every officer of a company in exercising his powers and discharging his duties shall:-

73.1.1 act honestly and in good faith with a view to the best interests of the company;

73.1.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;

73.1.3 not make a secret profit and must seek to avoid putting themselves in a position where their interests conflict with those of the company; and

73.1.4 exercise their powers only for the purpose for which they were given.

73.2 Every officer of a company shall comply with these Regulations and the bye-laws of the company and with the terms of any service contract entered into between the company and the officer.

73.3 Without in any way limiting the generality of Regulation 73.1 an officer of the company shall be deemed not to be acting honestly and in good faith if:-

73.3.1 he fails on request to make known to the auditors of the company full details of:-

(a) any emolument, pension or other benefit that he has received or it is agreed that he should receive from the company or any of the company's subsidiaries; or

(b) any loan he has received or is to receive from the company or any of its subsidiaries;

73.3.2 he fails to disclose at the first opportunity at a meeting of directors or by writing to the directors:-

(a) his interest in any material contract or proposed material contract with the company or any of its subsidiaries; or

(b) his material interest in any person that is a party to a material contract or proposed material contract with the company or any of its subsidiaries.

73.4 For the purposes of this Regulation 73:-

73.4.1 a general notice to the directors of a company by an officer of the company declaring that he is an officer of or has a material interest in a person and is to be regarded as interested in any contract with that person is a sufficient declaration of interest in relation to any such contract;

73.4.2 the word "material" in relation to a contract or proposed contract shall be construed as relating to the materiality of that contract or proposed contract in relation to the business of the company to which disclosure must be made;

73.4.3 an interest occurring by reason of the ownership or direct or indirect control of not more than 10% of the capital of a person shall not be deemed material.

73.5 An officer is not liable under Regulation 73.1 if he relies in good faith upon:-

73.5.1 financial statements of the company represented to him by another officer of the company; or

73.5.2 a report by a legal adviser, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by him.

73.6 Nothing in this Regulation 73 shall be taken to prejudice any provision of the bye-laws of a company restricting officers of a company from having any interest in contracts with the company.

74. Exemption, Indemnification and Liability of Officers, etc

74.1 Subject to Regulation 74.2 a company may in its bye-laws or in any contract or arrangement between the company and any officer, or any person employed by the company as auditor, exempt such officer or person from, or indemnify him in respect of any negligence, default, breach of duty or breach of trust of which the officer or person may be guilty in relation to the company or any subsidiary thereof.

74.2 Any provision, whether contained in the bye-laws of a company or in any contract or arrangement between the company and any officer, or any person employed by the company as auditor, exempting such officer or person from, or indemnifying him against any liability which by virtue of any rule of law would otherwise attach to him in respect of any fraud or dishonesty of which it may be guilty in relation to the company shall be void provided that:-

74.2.1 nothing in this Regulation 74 shall operate to deprive any person of any exemption or right to be indemnified in respect of anything done or to be done by him while any such provision was in force; and

74.2.2 notwithstanding anything in this Regulation 74 a company may, in pursuance of any such provision as aforesaid indemnify any such officer or auditor against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which it is acquitted or when relief is granted to him by a court of competent jurisdiction.

75. Insurance of Officers

75.1 A company may purchase and maintain insurance for the benefit of any officer of the company against any liability incurred by him under Regulation 73 in his capacity as an officer of the company or indemnifying such an officer in respect of any loss arising or liability attaching to him by virtue of any rule or law in respect of any negligence, default, breach of duty or breach of trust of which the officer may be guilty in relation to the company or any subsidiary thereof and nothing in these Regulations shall make void or voidable any such policy.

76. Liability of Auditor or Officer

76.1 Where an auditor or an officer is found liable to any person for damages arising out of the performance of any function as such auditor or officer as contemplated by these regulations, then the following provisions of this Regulation 76 shall apply.

76.2 An auditor or officer may be liable jointly and severally only if it is proved that he knowingly engaged in fraud or dishonesty.

76.3 In any case other than that contemplated by Regulation 76.2, the liability of the auditor or officer, as the case may be, shall be determined as follows:-

76.3.1 the Court shall determine the percentage of responsibility of the plaintiff, of each of the defendants, and of each of the other persons alleged by the parties to have caused or contributed to the loss of the plaintiff. In considering the percentages of responsibility, the Court shall consider both the nature of the conduct of each person and the nature and extent of the causal relationship between the conduct and the loss claimed by the plaintiff;

76.3.2 the liability of the auditor or officer, as the case may be, shall be equal to the total loss suffered by the plaintiff multiplied by the auditor's or officer's, as the case may be, percentage of responsibility as determined under Regulation 76.3.1 hereof.

76.4 No auditor or officer whose liability is determined under Regulation 76.3 hereof shall have any liability in respect of any judgment entered against any other party to the action.

76.5 Except where agreed in writing between the parties, where the liability of an auditor or officer has been determined in accordance with Regulation 76.3 no other person shall have any right to recover from such auditor or officer any portion of any judgment entered against such other person in respect of the action.

76.6 If a director has a personal interest (direct or indirect) in any matter to be discussed at a board meeting, he must formally declare to the other directors in a board meeting that he has such an interest. A director shall be prevented from voting and counting in the quorum on any matter in which he has an interest and it has been declared in accordance with this Regulation 76.6.

77. Directors' Service Contracts

77.1 The terms of any service or employment contract for a director that is for a fixed term in excess of 1 year must be approved by an ordinary resolution of the members in general meeting.

77.2 Any service or employment contract that provides for notice periods of more than 3 months must be disclosed in the annual report of the directors.

Section 5
AMALGAMATIONS

78. Amalgamation of Companies

78.1 Two or more companies which are incorporated in the zone, may, subject to the consent of the authority given in its absolute discretion and pursuant to the provisions of these Regulations amalgamate and continue as one company and, if a licence to carry on a trade or business activity in the zone has been granted to one or more of these companies, the Regulations governing such licence shall continue in effect for the surviving company, subject to the authority's consent.

79. Survival of Company on Amalgamation of one or more Companies and one or more Foreign Corporations

79.1 One or more companies and one or more bodies incorporated outside of the zone (each such body hereinafter in this Regulation referred to as a "foreign corporation") may apply to the authority for consent to amalgamate and continue as a company registered in the zone to which the provisions of these Regulations and any other regulations of the zone shall apply.

79.2 An application for consent under Regulation 79.1 shall be in such form, and be accompanied by an application fee and such documents, as the authority may determine, including documentary proof, satisfactory to the authority, that the foreign corporation has obtained all necessary authorisations required under the laws of the country in which it was incorporated to enable it to make the application.

80. Survival of Foreign Corporation on Amalgamation of one or more Companies and one or more Foreign Corporations

80.1 One or more companies and one or more foreign corporations may apply to the authority for consent to amalgamate and continue as a foreign corporation (in this Regulation 80 and in Regulations 81 and 82 referred to as "the surviving corporation") to which the provisions of the laws of the jurisdiction of incorporation of the surviving corporation shall apply.

80.2 An application for consent under Regulation 80 shall be in such form, and shall be accompanied by an application fee and supported by such documents as the authority may determine and such documents shall include:-

80.2.1 a certified copy of a resolution of the shareholders of each amalgamating company (in this Regulation 80 and in Regulations 81 and 82 referred to as an "amalgamating company") passed in a general meeting provided that in the case of a company having only one shareholder, one shareholder present in person or by proxy constitutes the necessary quorum; or
if so authorised by the bye-laws, a certified copy of a resolution of the Board of Directors of each amalgamating company approving the amalgamation and naming the country or jurisdiction outside the zone of the surviving corporation; and

80.2.2 a declaration signed by an officer of each amalgamating company declaring that there are reasonable grounds for believing that :-

(a) the amalgamating company is, and the surviving corporation will be, able to pay its liabilities as they become due; and

(b) the realisable value of the surviving corporation's assets will not be less than the aggregate of its liabilities and issued capital of all classes; and

(c) either no creditor will be prejudiced by the amalgamation or adequate notice has been given to all known creditors of such company and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious; and

80.2.3 documentary proof, satisfactory to the authority, that each amalgamating company being a foreign corporation (in this Regulation 80 referred to as an "amalgamating foreign corporation") has obtained all necessary authorisations required under the laws of the country or jurisdiction in which it was incorporated to enable it to make the application.

81. Authority's Refusal to Grant Consent under Regulations 78, 79 or 80

81.1 Where the authority refuses to grant its consent under Regulations 78, 79 or 80 it shall not be bound to assign any reason therefor, and its decision shall not be subject to appeal or review in any court.

82. Implementing Regulations

82.1 The authority may make implementing regulations for carrying out the purposes of this Section 5.

Section 6

THE INVESTIGATION OF THE AFFAIRS OF A COMPANY AND THE PROTECTION OF MINORITIES

83. Investigation of the Affairs of a Company

83.1 The authority may at any time of its own volition or on the application of that proportion of the members of a company, as in its opinion warrants the application, based on their shareholding, appoint one or more inspectors to investigate the affairs of the company and to report thereon in such manner as the authority may direct.

83.2 The application by the members of a company shall be supported by such evidence as the authority may require for the purpose of showing that the applicants have good reason for, and are not actuated by malicious motives in requiring the investigation and the authority may, before appointing an inspector require the applicant to give security for payment of the costs of the inquiry.

83.3 All officers and agents of the company shall produce to the inspector all books and documents in their custody or power.

83.4 An inspector may examine the officers and agents of the company in relation to its business.

83.5 On the conclusion of the investigation the inspector shall report his opinion to the authority, and a copy of the report shall be forwarded by the authority to the company and a further copy may in the authority's discretion, at the request of the applicants for the investigation, be delivered to them.

83.6 All expenses of and incidental to the investigation shall be defrayed by the applicants, unless the authority directs that they be paid by the company.

83.7 A copy of a report made under this Regulation 83 shall be admissible in any legal proceedings as evidence of the opinion of the inspector in relation to any matter contained in the report.

84. Alternative Remedy to Winding-up in Cases of Oppressive or Prejudicial Conduct

84.1 Any member of a company who complains that the affairs of the company are being conducted or have been conducted in a manner oppressive or prejudicial to the interests of some part of the members, including himself, or where a report has been made to the authority under Regulation 83, the member may make an application to the authority by petition for an order under this Regulation84.

84.2 If on any such petition the authority is of the opinion:-

84.2.1 that the company's affairs are being conducted or have been conducted as aforesaid; and

84.2.2 that to wind-up the company would unfairly prejudice that part of the members, but otherwise the facts would justify the making of a winding-up order on the ground that it was just and equitable that the company should be wound up,
the authority may, with a view to bringing to an end the matters complained of, make such order as it thinks fit, whether for regulating the conduct of the company's affairs in the future, or for the purchase of the shares of any members of the company by other members of the company or by the company and, in the case of a purchase by the company, for the reduction accordingly of the company's capital, or otherwise.

84.2.3 Where an order under this Regulation 84 makes an alteration in or addition to any company's memorandum or bye-laws, then, notwithstanding anything in any other Regulation but subject to the provisions of the order, the company concerned shall not have power without the leave of the authority to make further alteration in or addition to the memorandum or bye-laws as so altered or added to accordingly.

Section 7
OVERSEAS COMPANIES

85. Overseas Company not to Carry on Business without a Licence

85.1 An overseas company shall not engage in or carry on or purport to carry on any trade or business activity in the zone, except under and in accordance with the licensing regulations and the terms of any licence issued pursuant to such licensing regulations.

85.2 For the purposes of this Section, "engage in or carry on or purport to carry on any trade or business activity in the zone" includes the engaging in or carrying on any trade or business outside the zone from a place of business in the zone.

85.3 A person who contravenes this Regulation shall be subject to such sanction as may be specified in the relevant licensing regulations.

86. Registration of Branches

86.1 Subject to the provisions of any relevant licensing regulations, an overseas company wishing to establish a branch in the zone shall apply to the authority for prior approval to establish a branch in the zone.

86.2 Subject to such other regulation of the authority as may be adopted from time to time and to any waiver which the authority may exercise from time to time, an application for approval to establish a branch in the zone shall:-

86.2.1 be made to the authority in such form and manner as the authority may require from time to time; and
86.2.2 be accompanied by the following documents, verified in such manner as the authority may require:-

(a) a copy of the constituent documents of the overseas company; and

(b) if so required by the authority, a copy of the audited accounts of the overseas company for the preceding two years, save where the applicant overseas company has been in existence for less than two years in which case a copy of the most recent audited accounts; and

(c) a copy of a resolution of the board of directors of the overseas company to establish a branch in the zone; and

(d) a power of attorney from the overseas company in favour of the principal representative of the branch; and

(e) such other documents or information as the authority may in its absolute discretion require from time to time; and

(f) be accompanied by such fees as may be prescribed from time to time by the authority.

87. Grant or Refusal of Application to Register a Branch

87.1 The authority may on an application duly made in accordance with Regulation 86 after being provided with (or after having waived) all such information, documents and reports as required under that Regulation, grant or refuse the application.

87.2 Where the authority grants an application to the applicant under Regulation 87.1, it shall issue to the applicant a certificate of registration of the branch in the zone and such certificate shall be admissible in evidence in proceedings under these Regulations without further proof and shall be prima facie evidence of the facts certified or specified therein.

87.3 Where the authority refuses to grant an application to establish a branch it shall give written notice of that fact to the applicant but shall not be bound to provide any reason for its refusal.

88. Prohibition of Registration of Branch with Undesirable Name

88.1 No branch shall be registered with a name which in the opinion of the authority is undesirable.

89. Principal Representatives

89.1 Every branch shall appoint and maintain a principal representative in the zone and shall give notice in writing to the authority of such particulars of its principal representative as the authority may determine.

89.2 If any particulars of a principal representative required by Regulation 89.1 to be notified to the authority are altered the branch shall give in writing to the authority particulars of the alteration.

90. Register of Branches

90.1 The authority shall keep a register of branches in such form as it shall determine but which shall show:-

90.1.1 the name of the branch and, if different, the overseas company; and

90.1.2 the principal place in the zone from which the branch engages in or carries on any trade or business in the zone and the address of its registered office outside the zone; and

90.1.3 the date and place of incorporation of its parent overseas company; and

90.1.4 a copy of its certificate of registration.

91. Records to be Kept by Branches

91.1 Every branch shall keep at the principal place in the zone from which the overseas company engages in or carries on any trade or business in the zone such records of its acts and financial affairs as will show adequately the trade or business it is engaging in or carrying on or has engaged in or carried on in the zone .

91.2 The authority shall have the same power to appoint an inspector to investigate the affairs of a branch and to empower such an inspection and require the co-operation of third parties with such an inspector, and to require the production of documents and records and the taking of copies thereof.

92. Letterheads and Service of Process: Branches

92.1 Every branch shall have the following particulars on all letters sent from a place of business in the zone in connection with its business:-

92.1.1 its full name as appears on the licence obtained from the authority to operate in the zone; and

92.1.2 the place of incorporation of its parent overseas company; and

92.1.3 the principal place and address in the zone from which the branch engages in or carries on any trade or business in the zone.

92.2 For the purposes of these Regulations, any process or notice required to be served on an overseas company shall be sufficiently served if served on any person named in the list of persons delivered to the authority or if left at a place of business notified to the authority.

Section 8
WINDING-UP

93. Modes of Winding-Up

93.1 The winding-up of a company shall be made in accordance with the commercial companies law as if the company were a limited liability company formed pursuant thereto, with the exception that all rights and responsibilities vested in the competent authority thereunder shall instead be vested in the authority and all references to the commercial register shall be to the register maintained by the authority. For the avoidance of doubt, however, no company shall be considered a limited liability company with regard to any other provisions of the commercial companies law.

Section 9
GENERAL

94. Form of Registers

94.1 Any book or paper required by these or any other regulations, whether public or private, to be kept and maintained by the authority or a company may be kept by recording the matters in question in bound books, held in electronic form or in any other permanent manner.

94.2 The authority may in the manner prescribed by it, provide a copy of any entry (and may certify same) in the register to any person who asks for it on payment of the fee prescribed by the authority.

94.3 Adequate precautions shall be taken for guarding against falsification and facilitating its discovery and where the book or paper is kept in a form otherwise than legible it shall be capable of being reproduced in a legible form.

94.4 Where in these Regulations or such other regulations as may be made by the authority provision is made for the inspection or reproduction of any book or paper then it shall be treated as a provision to allow inspection or reproduction in a legible form.

94.5 Copies of minutes referred to in Regulation 56 and financial statements referred to in Regulation 60 shall be preserved in the registered office of the company for a period of not less than six years from the date when they were first required.

95. Authority and Other Officers may Inspect Books without Charge

95.1 The authority and any person acting on its behalf shall be exempt from the payment of any fee or charges for inspecting, or copying the register or any books or any books or papers of a company when lawfully entitled so to do.

96. Production and Inspection of Books when Offence Suspected

96.1 Where, on an application to the authority, it appears to the authority that a breach under these Regulations may have been committed, and that evidence relating to the commission of such breach may be found in any books or papers of or under the control of the company, a direction in writing may be made by the authority requiring the secretary to the company or such other officer or person as may be named in the direction to produce the said books or papers or any of them to a person named in the direction at a place and time so named.

96.2 When a direction has been made under Regulation 96.1, the person named in the direction to whom the said books or papers are to be produced, shall inspect and may take copies thereof for the purpose of investigating and obtaining evidence of any breach of these Regulations.

96.3 A person to whom books and papers are produced pursuant to Regulation 96.1 shall on completion of his investigation forward a report of the results thereof to the authority together with all copies of documents made by him pursuant to Regulation 96.2.

97. Suits and Actions against the Authority

97.1 No suit or action shall lie against the authority or any person acting on its behalf in respect of anything done or omitted to be done in its official capacity in good faith without negligence.

98. The Authority to be Indemnified in Respect of Foreign Suits

98.1 The authority shall not be required to prosecute, defend or take part in any proceedings outside the jurisdiction of the zone unless it is indemnified by or on behalf of the person who wishes the authority to act against any judgment, order or costs that may be awarded against him by deed guarantee or deposit, as it may require.

99. Applications to Court

99.1 The authority shall, at its absolute discretion, be entitled, at any time, to refer any matter or question that it deems appropriate to a court or arbitral body of its choice.

99.2 Any application to such a court or body under these Regulations shall be made in the manner prescribed by the relevant court or body (as the case may be).

99.3 Without prejudice to Regulation 99.1, an application may in the first place be heard when the

relevant court may direct that the proceedings shall be served on such persons, if any, as it shall think fit and that the application shall be supported by such evidence as the court shall require.

100. Power to Enforce

100.1 Orders made by any court or arbitral body under these Regulations may be enforced as orders made in an action pending therein.

101. Rules and Implementing Regulations

101.1 Without prejudice to the specific powers in certain Sections of these Regulations to prescribe matters or issue decisions or implementing regulations and notwithstanding the absence of such powers in certain other Sections of these Regulations, the authority may make implementing regulations from time to time to prescribe any matter to be prescribed under these Regulations or for the better carrying out of these Regulations including by amending or supplementing these Regulations and in particular the authority may make implementing regulations to fix or amend fees and fines for any function or offence performed under these Regulations.

101.2 These Regulations and any rules and/or implementing regulations made thereunder may be amended at any time by the authority.
The following words and phrases shall have the following meaning appearing opposite each of them, unless the context implies otherwise.