

• • • • Executive Guide to Incorporation and Registration

Dated 24 December 2014

1. Purpose of Executive Guide

This Executive Guide provides a summary of, and is accompanied by sample forms for, incorporation and registration of a corporate vehicle for purposes of operation in the Qatar Science & Technology Park. All references are to sections in the Qatar Science & Technology Park Free Zone Regulations.

1.1 Incorporation

Section 1.4 of Schedule A provides as follows:

“The application to incorporate shall be in such form and such manner as the QSTP Management may require from time to time, and shall otherwise include the following:

- 1.4.1 The Articles of Association of the Company;
- 1.4.2 Payment of the relevant incorporation fee as determined by the QSTP Management from time to time;
- 1.4.3 Details of the distribution of shares among the Shareholders;
- 1.4.4 Confirmation of the full payment of such shares;
- 1.4.5 Confirmation of the deposit of the Share payments in an Approved Bank; and
- 1.4.6 Documents indicating the Company's receipt of shares in kind (if any).”

1.2 Registration

Section 2.3.2 provides as follows:

“Any application by an Originating Company shall contain the following information and documentation:

- i) a notarised copy of the constituent documents of the Originating Company;
- ii) if so required by the QSTP Management, a copy of the audited accounts of the Originating Company for the preceding two years, save where the applicant Originating Company has been in existence for less than two years in which case a copy of the most recent audited accounts;
- iii) a copy of a resolution of the board of directors of the Originating Company to establish a Branch in the QSTP Free Zone;
- iv) a power of attorney from the Originating Company in favour of the principal representative of the Branch;
- v) such other documents or information as the QSTP Management may in its absolute discretion require from time to time, including, without limitation, such of the foregoing documentation with respect to the parent company (whether direct or indirect) of the Originating Company as the QSTP Management shall require; and

vi) such fees as may be prescribed from time to time by the QSTP Management.”

1.3 Sample Forms

The following sample forms are provided with this Executive Guide:

- Application to Incorporate/Register
- Articles of Association (Incorporation)
- Powers of Attorney
 - 3c. QSTP Power of Attorney-Branch
 - 3c. QSTP Power of Attorney-Company
 - 3d. QSTP General Mgr PoA-Branch
 - 3d. QSTP General Mgr PoA-Company

Please note the following with respect to the various authorisations required regarding a Branch:

Requirement	Source	Elaboration
(1) “a copy of a resolution of the board of directors of the Originating Company to establish a Branch in the QSTP Free Zone”	Section 2.3.2 (iii)	This resolution must specify establishment of a branch in the Qatar Science & Technology Park (as opposed to a more general reference to a branch in the State of Qatar)
(2) “a power of attorney from the Originating Company in favour of the principal representative of the Branch”	Section 2.3.2 (iv)	The sample form identified as “3c. QSTP Power of Attorney-Branch” is provided for this purpose. The authorisation accomplished by this document is limited to execution of the Application to Incorporate/Register (on behalf of the applicant Originating Company) and the related administrative steps. This document provides no authorisation for subsequent actions on behalf of the branch.
(3) “List of names, capacities/titles and nationalities of individuals authorised to sign on behalf of Company/Branch together with identification of document (including section) establishing such authority”	Application to Incorporate/Register	This requirement is intended to provide QSTP Management a readily accessible reference regarding authorisation for actions on behalf of the branch. Reference may not be made to a document based on “3c. QSTP Power of Attorney-Branch” as that form only authorises execution of the Application to Incorporate/Register (on behalf of the applicant Originating Company) and the related administrative steps. Instead, reference may be made to a document based on “3d. QSTP

		General Mgr PoA-Branch” since it provides authorisation for subsequent actions on behalf of the branch.
(4) “The attached documents designate _____ as the individual(s) authorised to sign on behalf of the Company/Branch (specify document and section: _____)”	Application to Incorporate/Register	This is the same information as in (3) above except that the capacities/titles and nationalities are not required. For the same reasons as noted in (3) above, reference may not be made to a document based on “3c. QSTP Power of Attorney-Branch” but may be made to a document based on “3d. QSTP General Mgr PoA-Branch.”