

**IN THE MATTER OF AN INDEPENDENT REVIEW PROCESS BEFORE THE  
INTERNATIONAL CENTRE FOR DISPUTE RESOLUTION**

GCCIX, W.L.L., )  
)  
Claimant, )  
)  
vs. )  
)  
INTERNET CORPORATION for )  
ASSIGNED NAMES AND NUMBERS, )  
)  
Respondent. )  
\_\_\_\_\_ )

**DECLARATION OF ABDULLAH  
SAYYAR IN SUPPORT OF  
CLAIMANT’S OPPOSITION TO  
ICANN’S MOTION TO DISMISS  
SECOND AMENDED REQUEST FOR  
INDEPENDENT REVIEW**

**Subject: Legal Opinion Regarding GCCIX's Right to Litigate**

I, Abdullah Sayyar, declare as follows:

1. I am a legal advisor, arbitrator, mediator, and an experienced licensed Bahraini corporate attorney before the Court of Cassation and the Constitutional Court, having been duly licensed and practicing corporate law in Bahrain since 2011.

2. GCCIX maintains all rights to litigate against any party. This is because GCCIX is a limited liability company and the Bahraini limited liability company acquires the legal personality that gives it the right to litigate under the law after its registration in the commercial registry at the Ministry of Industry, Commerce and Tourism. This is in accordance with Article 8 and Article 268 of LEGISLATIVE DECREE NO. (21) OF 2001 PROMULGATING THE COMMERCIAL COMPANIES LAW.

**Article (8)**

Unless otherwise provided for in the Law, except for an Association in Participation (Joint Venture), all commercial companies shall acquire a juristic entity by being registered with the Commercial Registry

**Article (268)**

The company's manager, or whoever is delegated by the partners, shall register it with the Commercial Registry and publish it in the Official Gazette and in one of the local newspapers at the Company's expense. The company shall not assume its corporate entity except after being registered and shall not undertake any business activities before registration. Any act undertaken for the company's account before it is registered shall not be binding except upon the party performing it who shall be liable for it to the extent of all his assets. If the act is undertaken by more than one person, they shall be jointly liable for it.

3. The company does not lose its legal personality except through its liquidation and dissolution, and it retains its right to litigation and its legal personality even during the liquidation period. Article 326 of LEGISLATIVE DECREE NO. (21) OF 2001 PROMULGATING THE COMMERCIAL COMPANIES LAW.

**Article (326)**

- a) Throughout liquidation, the company shall retain its corporate entity to the extent required for liquidation.
- b) The phrase 'under liquidation' shall be added to the name of the company during liquidation.
- c) The company's bodies shall remain existed during liquidation, but their powers shall be confined to liquidation which does not fall within the scope of the powers of liquidators.

4. In this regard, the Court of Cassation, which is the court responsible for adjudicating cases and establishing legal rules binding to all in the Kingdom of Bahrain, which interprets the law, ruled in Appeal No. 349 of 2012, session of March 24, 2015, that a limited liability company does not lose its legal personality unless it is liquidated and dissolved.

5. In that case, the official extract of the commercial register for the company being appealed against shows that its registration was canceled on 30/11/2008 – more than three years before the case was filed. The appellant, just like ICANN, argued in front of the Cassation court that the company could not proceed because it had been deleted by law. However, the Court of Cassation ruled to reject this argument, establishing definitively that an undissolved or liquidated WLL company can maintain its legal personality. A true and correct copy of the extract of that decision, and a certified English translation, is attached as Exhibit A.

6. The Court of Cassation held that, according to Article 326, a limited liability company does not cease until its liquidation is completed and the company is dissolved. And even in the case of liquidation, the company retains its legal personality to the extent necessary to carry out the liquidation, including the recovery of the company's rights from others. The Court stated: “Since the documents lack anything indicating the dissolution of the company being appealed against and the conduct of its liquidation, the appellant's contention of the cessation of the legal personality of the company being appealed against is baseless.”

7. Thus, GCCIX, to this day, reserves its right to litigate and claim its rights from others through litigation.

8. As for the legal opinion submitted by Attorney Fatima al Ali regarding the status of GCCIX Company, we disagree with it for several reasons, which are as follows:

9. First: This opinion is contrary to the law (Articles 8, 268, 326) and to the legal rule issued by the Court of Cassation and stated above.

10. Second: This opinion is based on the decision of the Minister of Industry, Trade and Tourism, in the Resolution No. (126) of 2016 issuing the implementing regulations for Decree Law No. (27) of 2015 regarding the commercial registry, which was drawn up for the purpose of administrative regulation and which may not violate the law issued in implementation thereof. Which is stipulated in Article 13 thereof:

### **Article (13)**

#### **Striking Off the Registration Due to Non-Renewal or Cessation of the Activity**

If the trader does not renew his registration within the prescribed period, or if he ceases to conduct the activity licensed for him for a continuous period of more than one Gregorian year, without any acceptable cause, the concerned Directorate shall, at its own instance, strike off the registration administratively, and shall notify the trader accordingly. The striking off shall be posted on the Ministry's website.

The concerned Directorate may, upon the trader's request, restore the registration after payment of the prescribed fee in addition to a fine for every month of delay with effect from the date of striking off the registration.

11. As it is clear above in Article 13, the Bahraini law does not put a deadline upon the trader's request to restore the status of the company.

12. Third: This opinion is based on a ministry decision in the form of "Implementing Regulations". But such a decision cannot supersede the law it is implementing, which specified no deadline for the trader request. Indeed, the judgment of the Court of Cassation states clearly that a WLL company holds its legal standing no matter what the CR status is, unless liquidated and dissolved. The Articles cited above are the Bahraini statutes mentioned in the Court of Cassation judgment. The statutes allow a company to be reinstated upon request, with no time limitations.

Decisions of any Ministry stating otherwise, including any implementing regulations, have no legal effect to the extent they differ from statutory law and/or Court of Cassation opinion.

13. Attached as Exhibit B is an official web page of the Bahraini government, explaining the various tools and hierarchy of laws and regulations. Ministry decisions are at the bottom, as the least authoritative of all the tools, and specifically below the Bahraini statutes and Court of Cassation rulings. "Decisions" are tools through which the government exercises its functions and activities, issued by the Council of Ministers, the Prime Minister, ministers, or heads of public bodies and their boards of directors, all within the domains specified by legal texts. Decisions are categorized into regulatory decisions, such as the Ministerial Decision by the Minister of Commerce issuing the executive regulations for the Companies Law, and individual decisions, such as those appointing individuals to public positions and those regarding their promotions, discipline, etc. It is mandatory to adhere to legal texts when issuing decisions, whether regulatory or individual, otherwise, the interested party may resort to the judiciary, seeking to annul the decision for being contrary to the law.

14. Fourth: This opinion nowhere shows any legal authority that a canceled (including "deleted by law") company loses its right to litigate, unless and until it is liquidated.

15. For all of the above reasons, it is clear that GCCIX maintains its legal personality and may litigate to protect its rights, because it is neither liquidated nor dissolved.

16. This opinion is based on my analysis of the laws and judicial decisions currently in force in Bahrain.

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I swear under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 15th day of March 2024 in Bahrain.



Abdullah Sayyar  
Sayyar Attorneys & Legal Consultants

