

# THE LAW OF AZERBAIJAN REPUBLIC

## ON THE STATE REGISTRATION OF LEGAL ENTITIES

### CHAPTER 1

#### GENERAL PROVISIONS

##### Article 1. Purpose of Law

The given Law will define juridical and organizational bases for state registration of legal entities establishing in Azerbaijan Republic, irrespective of their structures, types of ownership and subordination, branches and representatives of foreign legal entities.

##### Article 2. State registration of legal entities, branches and representatives of foreign legal entities.

State registration of legal entities, branches and representatives of foreign legal entities will mean granting of the legal entity statuses to legal entities, issuance of the state registration certificates for legal entities branches and representatives of foreign legal entities.

##### Article 3. Legislation on state registration of legal entities, branches and representatives of foreign legal entities

State registration of legal entities, branches and representatives of foreign legal entities in Azerbaijan Republic will be carried out in accordance with the Civil Code of Azerbaijan Republic, given Law, Laws of Azerbaijan Republic "On Enterprises", "On Joint-stock Company", other legislative acts and international agreements of Azerbaijan Republic.

### CHAPTER 2

#### THE STATE REGISTRATION BODIES

##### Article 4. The state registration bodies

The single state registration of legal entities, branches and representatives of foreign legal entities in Azerbaijan Republic will be realized by the judicial bodies in accordance with the given Law.

##### Article 5. Duties of the State registration bodies.

The State registration bodies will perform the following duties:

take a decision on state registration of legal entities, branches and representatives of foreign legal entities;

in cases mentioned in law take a decision on refusal of state registration of legal entities branches and representatives of foreign legal entities;

inform relevant state bodies about accomplishment of state registration of legal entities, branches and representatives of foreign legal entities or about their liquidation in cases mentioned in law.

#### Article 6. Status of the state registration bodies

Bodies carrying on state registration will be legal entities. They will have stamps designed by national emblem of Azerbaijan Republic and their names, they will be financed from the state budget.

### CHAPTER 3

#### ORDER OF STATE REGISTRATION OF LEGAL ENTITIES,

#### BRANCHES AND REPRESENTATIVES OF FOREIGN LEGAL ENTITIES

#### Article 7. Application for the State registration

For the state registration of legal entities, branches and representatives of foreign legal entities it will be necessary to appeal to relevant state registration bodies with the application.

The application will be signed by promoter (one of promoters) or person authorized by it (or them) in pursuant manner.

#### Article 8. The documents attached to the application for the state registration

To the application for the state registration the following documents will be attached:

charter (statute) of a legal entity;

resolution or memorandum of association for legal entity

establishment except individual (family) - owned enterprises;

relevant summ of the state registration duty payment document;

document on promoter's legal address (postal address if promoter is person);

In the cases when promoters (one of promoters) will be persons their memorandums of association will have to be approved notarially.

Documents for state registration of a legal entity not mentioned in this article may be attached to the application if presentment of such documents will be invisaged by relevant Law of Azerbaijan Republic and if they will be connected with foundation of legal entity.

#### Article 9. Consideration of the application

In the case of incoming of the application for state registration of legal entity, branch or representative of foreign legal entity the state registration body will:

accept the documents for consideration;

within 10 days issue the certificate of state registration or

written report of refusal in state registration for an applicant;

in the case of elimination of defects assumed in documents submitted for state registration, accept those documents for consideration and within 5 days make a decision on state registration.

Article 10. Features of state registration of the legal entity with foreign investment

For state registration of the legal entities with foreign investments besides the documents indicated in articles 7 and 8 of the given Law additionally the following documents will have to be submitted:

in the case if foreign promoter will be a legal entity - extract from the trade register, approved in relevant manner in the consular offices of Azerbaijan Republic in the country where promoter is located or in the consular offices of other country representing the interests of Azerbaijan Republic in that country (in the cases when such offices are absent, as exception in a relevant state body of Azerbaijan Republic);

in the case if promoter will be a person - document confirming its personality and document of its business activity, approved in relevant manner in the consular offices of Azerbaijan Republic in the country citizen of which the promoter is or in which it constantly lives or in the consular offices of other country representing the interests of Azerbaijan Republic in that country (in the cases when such offices are absent, as exception in a relevant state body of Azerbaijan Republic).

Article 11. Features of the state registration of branches and representatives of foreign legal entities

For state registration of branches and representatives of foreign legal entities besides the application signed by a director of legal entity, the following documents will have to be submitted:

resolution of legal entity on establishment of a branch (except individual (family) - owned enterprise);

charter of legal entity confirmed in relevant manner;

statute of a branch or representative;

relevant summ of state registration duty payment document.

Article 12. Procedures in realizing by legal entities, branches and representatives of foreign legal entities of the activities requiring a special permission (license)

Legal entities, branches and representatives of foreign legal entities may receive in accordance with the Law of Azerbaijan Republic "On Commercial Activity" a license for realizing of the activity requiring a special permission (license) only after being registered by the state.

#### Article 13. Record of state registration

For legal entities, branches and representatives of foreign legal entities registered by state the identification code will be received from the state statistical body, and they will be included to the state registration book under corresponding numbers, which is kept by the state registration body.

All documents submitted for state registration will be kept in collection of documents (case) under corresponding numbers.

#### Article 14. Document on the state registration

Legal entities, branches and representatives of foreign legal entities will be granted the certificates of state registration by the state registration body (appendix 1, hereto).

The certificate of state registration will be the main document for producing of stamps, seals, trade marks, opening bank accounts as well as for registration in tax inspections of legal entities, branches and representatives of foreign legal entities.

#### Article 15. Refusal in state registration

Violation of the defined by law order of establishing of legal entities, branches and representatives of foreign legal entities or non-confirmity of their constituent documents with the legislation will be the basis for refusal in state registration of legal entities, branches and representatives of foreign legal entities.

Refusal in state registration of legal entities, branches and representatives of foreign legal entities for the reasons of inexpediency of their establishment will not be allowed.

#### Article 16. Information about state registration

Once a month state registration bodies in defined order and form will inform the bodies holding statistic, taxation, cadastre and other registers about state registration of legal entities, branches and representatives of foreign legal entities.

Information about state registration of legal entities, branches and representatives of foreign legal entities once a month will be published in mass medias.

### **CHAPTER 4**

#### **LIQUIDATION OF LEGAL ENTITIES, BRANCHES AND REPRESENTATIVES OF FOREIGN LEGAL ENTITIES AND STATE REGISTRATION**

Article 17. Influence of liquidation of legal entities, branches and representatives of foreign legal entities on the state registration

Liquidation of legal entities branches and representatives of foreign legal entities pursuant to legislation of Azerbaijan Republic will be the basis for striking them off the state registration book.

#### Article 18. Making alterations in state registration

In the case of alteration of the structure of legal entity, branch and representative of foreign legal entity or in other cases foreseen by law, they will have to be registered by the state in the state registration body newly within 10 days.

#### Article 19. Striking off the state registration book and notification about that

Striking of legal entities, branches and representatives of foreign legal entities off the state registration book will mean exemption of the state registration certificates, liquidation of the state registration numbers, striking off the state account units of Azerbaijan Republic register, notification of the relevant state bodies of striking off registration.

Striking off the state registration book will be realized by the state registration body within 5 days after taking by the owner (owners) of property or its (their) authorized persons of decision on liquidation of legal entity, branch and representative of foreign legal entity or after coming into effect of the relevant court decision.

In the case of liquidation of legal entities, branches and representatives of foreign legal entities, in the cases and order defined by law, the state registration bodies will inform relevant state bodies about that.

## **CHAPTER 5**

### **ADDITIONAL PROVISIONS**

#### Article 20. The order of solving of state registration disputes

Unlawful actions and decisions of the state registration bodies may be appealed against in the order defined by the Law of Azerbaijan Republic.

#### Article 21. Responsibility for violation of the Law

For violation of the given Law officials and citizens will bear responsibility in the order defined by the legislation of Azerbaijan Republic.

#### Article 22. Transient provisions

The registration documents of legal entities, branches and representatives of foreign legal entities registered by the state in other bodies before adoption of the given Law will be handed over to relevant juridical bodies and they will have to be taken into account in those bodies.

The President of the Republic of Azerbaijan

Heydar Aliyev

Baku

February 6, 1996

N 17-1G

Appendix N1

to the Law of Azerbaijan Republic

"On State Registration of Legal Entities"

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(legal entity, branch or representative registered by the state)

Certificate N\_\_\_\_\_

of State Registration

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(place of registration) (date)

1. \_\_\_\_\_

(name of legal entity, branch or representative in full)

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(identification code)

2. \_\_\_\_\_

(date of state registration)

3. \_\_\_\_\_

(name of the body realizing state registration in full)

4. \_\_\_\_\_

(main types of activity)

5. \_\_\_\_\_

(type of property)

6. \_\_\_\_\_

(structure)

7. \_\_\_\_\_

(territory of location and postal address)

seal

\_\_\_\_\_

(name of the official responsible for registration) (sign)