

## LAW OF THE REPUBLIC OF TAJIKISTAN "ON STATE REGISTRATION OF LEGAL ENTITY»

Article 1. Relations regulated by the present Law.

The present Law regulates the relations appeared during the registration of legal entity, reorganization and liquidation, changes and amendments in basic documents , introduction of single state register of legal entities as well as recording of registration of representative offices and branches of the legal entities.

Article 2. Legislation on state registration of legal entities.

Legislation on state registration of legal entity based on Constitution of the Republic of Tajikistan and comprises the present Law, other laws as well as international legal acts admitted by the Republic of Tajikistan.

Article 3. Basic terms

State registration of legal entity – actions of an authorized state agency on registration of a jural fact of creation, reorganization and liquidation of a legal entity. Mandatory form of its approval is determined by the Legislation of the Republic of Tajikistan.

Recording of registration of representative offices and branches of a legal entity – is an official recognition of a subject of economic activity without the status of a legal entity. Obligatory form of its approval is determined by the Legislation of the Republic of Tajikistan.

Certificate on state registration is an official state document testifying the status of a legal entity issued simultaneously with data on a legal entity included into single state register of legal entities.

Single state register of legal entities is a single state information analytical data base on created, reorganized and liquidated legal entities on the territory of Republic of Tajikistan.

Article 4. Purposes of state registration

State registration of legal entities on the territory of the RT is implemented in order to:

- approve the fact of establishment, reorganization and liquidation of a legal entity;
- compliance of constituent documents of created, reorganized or liquidated legal entities on the territory of the Republic of Tajikistan with the legislation of the RT;
- introduction of a single state register of legal entities;
- providing of data on established, reorganized or liquidated legal entity in the determined by the Legislation order.

Article 5. Areas of the Law implementation

Legal entity created, reorganized or liquidated on the territory of the Republic of Tajikistan independent from its activity, organization legal form and list of

founders (participants) in the order determined by the present Law are subjected to state registration.

Branches and representative offices of a legal entity independent from the type of property are subjected to recording registration in the order determined by the present Law.

Force of the present Law does not cover state agencies, acting as legal entities, the order of establishment of which is determined by other Laws of the RT.

The order of state registration of political parties, public, religious organizations and mass media as legal entities is determined by corresponding Laws.

#### Article 6. State bodies of state registration

State registration of a legal entity on the territory of the RT is implemented by the Ministry of Justice of the RT, departments of Ministry of Justice of Gorno-Badakhshan Autonomous Oblast and oblasts.

#### Article 7. Authorities of the Ministry of Justice of the Republic of Tajikistan

The Ministry of Justice of the Republic of Tajikistan has the following authorities:

- to implement legal verification of legal entities located on the territory of Dushanbe, towns and regions of republican subordination, legal entities with foreign investments share, financial institutions and International Public Associations irrespective of organizational legal forms;

- to issue certificates on state registration of legal entities located on the territory of Dushanbe, towns and regions of republican subordination, legal entities with foreign investments share, financial institutions and International Public Associations located on the territory of the Republic of Tajikistan irrespective of legal organizational forms;

- to maintain single state register of legal entities of the Republic of Tajikistan;

- to publish quarterly the list of registered, reorganized and liquidated legal entities in official editions of the Ministry of Justice of the Republic of Tajikistan;

- maintain recording registration of representative offices and branches of a legal entity;

- remove a legal entity from a single state register and seize a certificate on state registration of legal entity;

- inform state agency on statistics and tax bodies on location of legal entity, data on establishment, reorganization and liquidation of legal entity;

- implements other authorities provided by the present Law.

#### Article 8. Authorities of Departments of Justice of Gorno-Badakhshan autonomous oblast and oblasts

Departments of Justice of Gorno-Badakhshan Autonomous Oblast and Oblasts have the following authorities:

- to implement legal verification of constituent documents of legal entities located on the territory of Oblast except legal entities indicted in paragraph 1 of Article 7 of the present Law;

- to issue certificates on state registration of legal entities located on the territory of Oblast except legal entities indicated in paragraph 2 of article 7 of the present Law;

-to implement state register of legal entities on corresponding territory;

- to provide the data on state registration of legal entities to the Ministry of Justice every month;

- to maintain recording registration of representative offices and branches of legal entities;

- to provide data to state statistics and tax agencies regarding location, creation, reorganization and liquidation of a legal entity;

- to implement other authorities provided by the present Law.

Article 9. The order of State registration of a legal entity

An application with the following documents is submitted to a corresponding registering body for state registration of created legal entity:

- constituent documents of a legal entity provided by Article 53 of the Civil Code of the Republic of Tajikistan;

- decision of constitutor on creation of legal entity. If constitutors of a legal entity are more than one, the decision is made at a general meeting of constitutors and the minute of General Meeting of constitutors is submitted to a registering body.

The Minute is to include the following issues:

a) decision on creation;

б) decision on approving of constituent documents;

в) decision on appointment of a Head of an Executive Body of a legal entity;

- extract from a single register on state registration if the constitutor (constitutors) is another legal entity;

- data on physical person if the constitutor(s) is a physical person;

- documents conforming legal address and location provided by an authorized state agency;

- document on establishment of assessed fund in cases provided by the Legislation of the Republic of Tajikistan;

- receipt or the copy of payment order of state duty.

Application and documents indicated in extracts of parts 1 and 2 of the present Article are signed by a constitutor (s) or his authorized person if he is a physical person, in case a constitutor (s) is a legal entity the documents are signed by the chief and stamped. Mentioned documents are submitted in two copies, one of which after passing state registration is certified by corresponding agency and issued to a declarant together with a certificate on state registration.

Constitutor(s) should apply to a registering body for state registration of legal entity within the month from the moment of constituent documents' adoption.

State registration of the legal entity is implemented by a registering body within 10 days from the moment of submission of indicated in the present Article documents in case other term is not indicated by the Legislation of the Republic of Tajikistan.

Registering body within the period of 10 days from the moment of state registration informs state statistics and tax bodies on registration at the place of location of a legal entity.

Article 10. Issue of a certificate on state registration of a legal entity.

Due to the results of documents verification indicated in Article 9 of the present Law if conclusion of legal verification is available, the registering body issues a certificate on legal entity registration to a constitutor or his representative or rejects in certificate issuing according to Article 13 of the present Law.

Sample of a certificate on state registration of a legal entity as well as Provision on the order of implementation of legal verification of constituent documents of legal entities are approved by the Ministry of Justice of the Republic of Tajikistan.

Issue of a certificate on state registration of a legal entity is not the base for the beginning of implementation of separate types of activity as a legal entity has a right to implement separate types of activity only after receiving a license.

A constitutor(s) transfers money in the amount of 2 minimal salary to the account of a registering body to prepare a certificate on state registration of a legal entity and other costs connected with state registration of legal entities.

Article 11. Recording of registration of representative officers and branches

Recording of registration of representative offices and branches of a legal entity is maintained by a corresponding registering body. The following documents are to be submitted for registration of representative offices and branches of legal entities:

- application of a legal entity on registration of its representative offices and branches;
- assured by state notary copies of constituent documents of a legal entity which establishes representative office or a branch;
- decision of an authorized agency of a legal entity on:
  - a) creation of an official representative office or a branch office;
  - б) approving of a Provision;
  - В) appointment of a Head of a Representative office or a branch office;
- charter of a representative office or a branch of a legal entity;
- letter of attorney issued to the Director of the Representative Office and branch of the legal entity;
- a document conforming location of the branch and representative office of the legal entity;
- receipt or payment order on state duty payment according to the Legislation of the Republic of Tajikistan.

Data on Representative Offices and branches of the legal entities is included in single state register of legal entities. Extract from a register is issued due to results of recording of registration of the representative offices and branches.

Approval of the documents indicated in part one of the present article and the recording of registration of the representative offices and branches of the legal entities are implemented in the order and within the term provided by Article 9 of the present Law.

#### Article 12. State duty

State duty for state registration of legal entities and recording of registration of their representative offices and branches is levied in the order determined by the Legislation of the Republic of Tajikistan.

#### Article 13. Refusal to state register of the legal entity

The purposes of refusal to state register of the legal entity and recording of registration of its representative offices and branches can be the following:

- non observance of the requirements of the Legislation on the order of legal entities creation;
- non compliance of submitted documents with Legislation of the Republic of Tajikistan;
- in case another legal entity with the same name is registered on the territory of Republic of Tajikistan.

The reasons of refusal to state register of the legal entity are indicated in the conclusion of the legal verification.

Refusal to state register of the legal entity due to unreasonableness of its creation is prohibited.

Refusal in state registration as well as evasion from state registration can be appealed in the court.

#### Article 14. Single state register for legal entities

Single state register of the legal entities located on the territory of the Republic of Tajikistan is issued by the Ministry of Justice of the Republic of Tajikistan.

Single state register of the legal entities includes:

- the name of the legal entity as well as data of its representative offices and branches;
- legal address and location of the legal entity, its representative offices and branches;
- organizational legal form of the legal entity;
- data on assessed fund;
- data on a constitutor (s) of the legal entity;
- number and the date of a certificate on state registration of the legal entity;
- data on licensing of a type of activity of a legal entity;
- data on re registration of the legal entity;
- annual data on activity of a legal entity;
- data on location of a legal entity in the process of reorganization or liquidation;
- data on reorganization or liquidation of a legal entity.

Legal entities, their representative offices and branches registered according to the present Law are obliged to submit data on their activity to a registering body annually until March 1.

Non observance of the requirements of part three of the present Article exempts a registering body from the responsibility for reliable data registered in single state

register and in accordance with the Legislation of the Republic of Tajikistan a constitutor(s) is made answerable for it.

Before it, a registering body is obliged to notify a legal entity on submission of annual data required to be put in a register.

#### Article 15. Statistical record of a legal entity

State statistics body based on data submitted by the registering body should include enterprises and organizations of the Republic of Tajikistan into state register as well as data on state registration of the legal entities with awarded identification code of the common classification of enterprises and organizations, classification codes and issue an informational letter awarding the code of common classification of enterprises and organizations.

#### Article 16. State re registration of a legal entity

Legal entity subject to state re registration in the following case:

- making changes and amendments in constitutional documents of a legal entity;
- reorganization of a legal entity;
- court decision regarding reorganization of a legal entity;
- in other cases provided by the Legislation of the Republic of Tajikistan.

Changes and amendments in constituent documents of registered legal entities are made by the decision of a constitutor(s) or other authorized body if other is not provided by the Legislation.

In case of making changes and amendments in constituent documents, a legal entity is obliged to submit an application on re registration to a registering body within one month from the moment of making a decision on changes and amendments in the constituent documents.

State re registration of a legal entity based on abstracts 1 and 4 of the part 1 of the present Article is implemented without state duty payment.

The following documents are submitted to a registering body when state re registration of legal entities takes place:

- application on re registration;
- decision of an authorized body of a legal entity on making changes and amendments in constituent documents;
- constituent documents with changes approved in the determined order;
- earlier registered constituent documents and a certificate on state registration (original);
- conformation of registration of a legal entity in corresponding tax body;
- reference conforming the legal address and location of a legal entity;
- receipt or payment order on state duty payment if other is not determined by the Legislation.

Registering body issues a certificate on re registration of a legal entity due to the results of re registration.

When reorganization, fusion, separation, joining, reorganization, appropriation of legal entities take place, the act on transmission or separate financial statements

with indication of a status of an appropriate assignee due to liabilities of reorganized legal entity are submitted to a registering body.

Changes and amendments in constituent documents of a legal entity subject to state registration in the order and within the terms as state registration of a legal entity and become effective from the moment of registration.

Article 17. Issue of a duplicate of a certificate on state registration of a legal entity and a certificate on re registration of a legal entity.

In case a legal entity loses or upon its application, a registering body within 10 days issues a duplicate of a certificate on state registration of a legal entity and a certificate on re registration of a legal entity.

#### Article 18. State registration of legal entity liquidation

A constitutor (participant) of a legal entity or a body making the decision on liquidation of a legal entity is obliged to inform a registering body on its decision.

A registering body received a decision on liquidation of a legal entity vivificates the observance of rules of liquidation and due to results of the verification put data on status of a legal entity into a single state register.

The owner of a property of a legal entity or an authorized body who has made a decision on liquidation of a legal entity should submit in the relevant registering body the following documents:

- an application;
- copy of a decision on liquidation of a legal entity;
- originals of constituent documents on state registration, a certificate on registration or registration of a legal entity;
- act on liquidation of a legal entity approved by the owner or an authorized body.

Registering body within the period of ten days from the moment of liquidation termination:

- verifies the observance of the order of liquidation;
- puts data on liquidation of a legal entity into a single state register;
- informs statistics and tax bodies whereabouts the legal entity locates on liquidation of a legal entity;
- issues an extract from a single state register.

Legal entity is considered liquidated from the moment of making changes of corresponding data into single state register of legal entities.

#### Article 19. Responsibility of violation of Law

Persons violated the provisions of the present Law bear responsibility according to the Legislation of Republic of Tajikistan.

Article 20. On admission of the Law of the Republic of Tajikistan be invalid "On state registration of entities in the Republic of Tajikistan "

Admit the Law of the Republic of Tajikistan "On state registration of entities in the Republic of Tajikistan" invalid (Registers of Supreme Soviet of Tajik SSR, 1991,

#5, Article 39; Akhbory Majlici Oli Chumkhuri Tojikiston, 1997, #23-24, Article 333, Chapter V).

Article 21. On the Law coming into force

The present Law is put into force after its official publication. Настоящий Закон ввести в действие после его официального опубликования.

President of the Republic of Tajikistan

I.Rakhmonov

Dushanbe, April 22, 2003, #5