

Law on Amendment to the Law on Commercial Rules and Commercial Registration

(This text is an unofficial translation of the law. The law in Khmer is an official text.)

Article One

Article 11 (new), Article 14 (new), Article 17 (new) and Article 26 (new) of the Law on the Amendment to the Law on Commercial Rules and Commercial Registration, promulgated by Royal Code No. Nor.Sor/ Ror.Kor.Mor/1199/12, dated 18 November 1999 and Article 47 of the Law on Commercial Rules and Commercial Registration, promulgated by Royal Code No. Nor.Sor/Ror.Kor.Mor/0695/04 dated 26 June 1995, have been amended as follows:

Article 11-new (2)

The Ministry of Commerce must submit a copy of the commercial register and all documents related to commercial registration to the Commercial Court as a document for commercial jurisdiction

Article 14-new (2)

At least 15 (fifteen) days before the start of the business, the trader must register on the commercial register at the place where he or she does the business.

The place to apply for business registration is at the department of commerce of the capital or provinces or at any other places as determined by the Ministry of Commerce

The trader must submit to the place of business registration a declaration made in two copies with the signature or fingerprint of the person concerned.

This declaration must be written on a template letter provided by the commercial registrar.

The declaration must state:

1. The surname and given name of the trader and the number of his or her identity documents
2. Commercial name or nickname
3. Date of birth and place of birth, personal address, contact telephone number and/or electronic contact address
4. Nationality, and in case the applicant acquires another nationality, the form and date of acquisition must be confirmed
5. Business objectives in accordance with the classification of Cambodian economic sector standards adopted by the Royal Government of the Kingdom of Cambodia
6. Place of business and address of the establishment or branch of the commercial fund located in the Kingdom of Cambodia
7. Trademark of the institution (if any)
8. Identity document of the authorized representative responsible for applying for business registration
9. The business establishment the applicant has previously done business or the business establishment the applicant is doing business within the jurisdiction of the Ministry of Commerce
10. Applicant's sincere declaration that there is no impunity in commercial affairs
11. If necessary, a business license for any business or for business objective that requires a permit.

The commercial registrar must copy the declaration into the commercial register by handing one of the two declarations to the applicant, stating "having copied into the commercial register" in the bottom part of the copy.

Article 17-new (2)

All companies doing commercial activities in the Kingdom of Cambodia must register their business, regardless of the form of establishment and duration of those companies.

Registration in the business register must be made by the president or director of the company in the month of formation of the company and 15 (fifteen) days before the date of opening the business transactions.

The applicant for business registration must provide the registration office with two copies of declaration signed by the applicant, as well as the company's articles of association.

The template declaration provided by the commercial registrar must state:

1. Company member's surname and given name, date of birth and place of birth, family status and nationality, contact telephone number and/or electronic contact address
2. Company logo (if any)
3. Business objectives in accordance with the classification of Cambodian economic sector standards issued by the Royal Government of the Kingdom of Cambodia
4. Places where the company has original establishment, branch or agency in the Kingdom of Cambodia.
5. The surname and given name of the member or third party authorized to administer and sign on behalf of the company, the date of birth and place of birth of these persons
6. The capital of the company, the source of capital and the amount of money or valuables provided by the shareholder, if the company formed by shares
7. Date of start and end of the company (if any)
8. Form of the company.

Applicant's sincere declaration that there is no criminal charge or disqualification or prohibition of commercial rights for subsequent verification.

Article 26-new (2)

According to the written declaration and all the documents kept by the commercial registrar of the Ministry of Commerce, the registration certificate must be provided and attached with the abstract with the commercial registration number, which is unique for performing other commercial activities in the Kingdom of Cambodia. This certificate is temporarily valid within 1 (one) month from the date provided. During this period, if the declaration has been found to be counterfeit, fraudulent or misleading, or have a valid complaint under the law in force after the business registration, the commercial registrar of the Ministry of Commerce may reject the registration and may delete the commercial registration number in the commercial register.

The commercial registrar of the Ministry of Commerce who gives a forged certificate knowing all the facts must be punished in accordance with the law in force.

Article 47-new

Every trader or manager of a commercial company has the obligation to implement the accounting and auditing rules in accordance with the Law on Accounting and Auditing of the Kingdom of Cambodia and the relevant regulations in force.

All traders or managers who violate the above paragraph must be liable in accordance with the laws and regulations in force.

Article Two

The law was declared urgent.

January 29, 2022

(Please note that nothing in this text represents or warrants that the above translation is correct or conforms to the original text in Khmer language.)