

**Law on Amendment to Law on the Commercial Regulations and Commerce
Register**

Kingdom of Cambodia
Nation Religion King

PREAH REACH KRAM

No. NS/RKM/1199/12

We Preahbath Samdech Preah Norodom Sihanouk Reah Harivong Uphatosucheat Visothipong
Akamohaborasratanak Nikarodom Thammikmohareacheathreach Boromaneat Boromabopit
Preah Chau Krong Kampuchea Thipdey

- Referring to the 1993 Constitution of the Kingdom of Cambodia;
- Referring to Kram No. NS/RKM/0399/01 of March 8, 1999 on the Amendment of the Articles 11, 12, 13, 18, 22, 24, 28, 30, 34, 51, 78, 90, 91, and 93 and Articles of Chapters VIII to XIV of the Constitution of the Kingdom of Cambodia;
- Referring to Reach Kret No. NS/RKT/1198/72 of November 30, 1998 on the formation of the Royal Government of Cambodia;
- Referring to Kram No. 02/NS/94 of July 20, 1994 promulgating the Law on the Organization and Functioning of the Council of Ministers;
- Referring to Kram No. NS/RKM/0196/16 of January 24, 1996 promulgating the Law on the Establishment of the Ministry of Commerce;
- Referring to Kram No. NS/RKM/0695/04 of June 26, 1995 promulgating the Law on the Commercial Regulations and the Commerce Register;
- Pursuant to the proposals of the Prime Minister and the Minister of Commerce.

HEREBY PROMULGATE

The Law regarding on the amendments of Articles 10, 11, 14, 16, 17, 21, 22, 25, 26, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 40, 42, and 44 of Chapter 2, Articles 54, 57, and 58 of Chapter 4 and Articles 59 and 60 of Chapter 5 of the Law on the Commercial Regulations and Commercial Register as ratified by the National Assembly on November 3, 1999 at third plenary session of the second legislature and as ratified by the Senate as to its entire form and legality on November 5, 1999 at the second plenary session of the first legislature and whose meaning are as follow:

Law on the Amendments of Articles 10, 11, 14, 16, 17, 21, 22, 25, 26, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 40, 42, and 44 of Chapter 2, Articles 54, 57, and 58 of Chapter 4 and Articles 59 and 60 of Chapter 5 of the Law on the Commercial Regulations and Commercial Register.

Only one Article:

Articles 10, 11, 14, 16, 17, 21, 22, 25, 26, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 40, 42, and 44 of Chapter 2, Articles 54, 57, and 58 of Chapter 4 and Articles 59 and 60 of Chapter 5 of the Law on the Commercial Regulations and Commercial Register promulgated by Preah Reach Kram No. NS/RKM/0695/04, of June 26, 1995 are amended as follows:

Article 10. new:

The management and control of a the register recording the identity number of merchants and commercial companies known as the "Commercial Register" shall be under the jurisdiction of the Ministry of Commerce.

Article 11. new:

The Ministry of Commerce shall forward one copy of the commercial register and all documents related to the original registration to the commercial court to be filed as documents for its commercial jurisdiction.

Article 14. new:

A merchant shall, within at least fifteen (15) days prior to the commencement of his/her operation, register his/her company with the competent authority having the jurisdiction over the place of business.

The registration office shall be at the provincial or municipal commerce office, or other places as determined by the Ministry of Commerce.

The A merchant shall file his/her application at the registration office with a declaration made in double copies with his/her signature or thumbprint on it.

The declaration shall be written on a sample form determined by the Minister of Commerce. Such declaration shall include the following information:

1. Full name of the merchant and the number of his/her identity card;
2. Name used in doing business or pseudonym;
3. His/her date and place of birth and street address;
4. Nationality and, in case where he/she acquired another nationality, the procedure and date of such acquisition thereof shall be indicated;
5. The business objectives;
6. The place of business and address of principal establishment or branch located in the Kingdom of Cambodia;
7. Trademark of establishment and sample signature of the applicant and corporate seal print;
8. Identity card of legitimate representative who is responsible for the registration;
9. The commercial establishment through which the applicant has previously conducted business or establishment which is functioning under the competence of the Ministry of Commerce;
10. Good faith statement made by the applicant indicating that he/she has never been convicted for any commercial offenses;
11. If applicable, a business license for any business or commercial activities which are required to have an authorization. In this case, the registrar shall copy the contents of such statement into the commercial register and deliver one of the two copies of such statement to the applicant with a certification appearing on the bottom to be stating: "have recorded into the register"

Article 16. new:

The responsibility to include the contents as provided for in Article 15 shall be personally borne by the merchant. However, in the cases which are stated in items 2, 4, and 6 of Article 15, the registrar of the Ministry of Commerce may copy such contents as a rules in the commercial register in which the merchant is registered.

Article 17. new:

All companies which that conduct commercial activities in the Kingdom of Cambodia shall be registered irrespective of their forms and terms.

Such registration shall be made by the company's incorporator or director during the month of formation and within fifteen (15) days prior to the date of commencement of its operations.

The applicant for registration shall file with the registration office two copies of declaration with his/her signature and also file the Articles of Incorporation.

The sample declaration form of declaration to be provided by a registrar shall include the following information:

1. Family name and name, pseudonyms of stockholders/partners, date and place of birth, family status, and nationality;
2. Logo of the company;
3. Business activities;
4. Places where the company have has its principal establishment, branch, or agency within the Kingdom of Cambodia;
5. Name(s) of members or third parties authorized to govern, control, manage, and sign for the company, and their date and place of birth;
6. Capital of the company, source of capital, and amount of capital or valuables contributed by stockholders if it is a joint-stock company;
7. The dates of existence and expiration of the company;
8. Form of company;
9. Sample signatures of stockholders or third parties as provided for in paragraph number 5 of this article and corporate seal imprint;
10. Certificate Affidavit of capital deposit issued by the a bank; and
11. Good faith statement made by the applicant stating that he/she has never been convicted for commercial, civil, or criminal offenses.

Article 21. new:

The declaration shall be made in three copies and filed by the applicant or his/her representative. In such case, the representative shall have a power of attorney to be filed with the registration office of the Ministry of Commerce.

Article 22. new:

If the declaration is filed by the applicant, the registrar shall carefully examine the identity of the applicant. If such declaration is filed by the representative, the registrar shall require a certification of the signature of the principal or certification of thumbprint on it if the principal cannot sign and the identity card of the applicant.

Article 25. new:

The registrar shall examine under his/her own supervision all specified forms. The registrar shall record on the top of the declaration the following information:

1. The date and time of filing and location of the Ministry of Commerce;
2. The serial number of the declaration. However, the serial numbering shall be renewed every year from the first of January;
3. The identity number of the merchant which that is issued in accordance with his/her activities listed in the analytic register which shall be specified later.

Any person who makes a declaration and fails to provide sufficient information for the registration shall be given an additional period of fifteen (15) days.

Article 26. new:

After verifying the written declaration and all filed documents, the registrar shall issue a certificate of registration known as "an extract" which is lists an the identity number of the registration. Such certificate shall be in a temporary status for a period of one (1) month from the date of delivery. Within such period, if it is found that the declaration is incorrect the registrar of the Ministry of Commerce may object to the registration and cancel the identity number which has been recorded in the register.

Any registrar who issues a false certificate with knowledge of all facts shall be punished under the law.

Article 28. new:

If a merchant ceases his/her business or dies without any transfer of his/her shares or if any company is dissolved, the name of such merchant or company shall be removed from the register.

If the merchant, representative, or liquidator fails to apply for cancellation, such cancellation shall be automatically made in accordance with the regulations of the Minister of Commerce.

All copies of documents related to cancellation from the commercial register shall be delivered to the commercial court for filing under its commercial jurisdiction.

Article 29. new:

Any persons may ask the registrar to issue a certificate ascertaining all notations in the commercial register. If it was not registered in the commercial register the registrar shall issue a certificate of non-registration.

The registrar shall be subject to disciplinary actions and rectify damages for any negligence or refusal to issue the certificate mentioned above within one week from the date of application. An extract copy of the certificate issued by the registrar shall not mention bankruptcy judgments or judicial liquidation if the company is later rehabilitated. The extract copy shall not also not mention judgments or writs of restraints of trade, judgments or judicial orders appointing assisting counsel if the restraint of trade was revoked.

Article 30. new:

There are two types of commercial register which are maintained at the registration office it of the Ministry of Commerce:

1. Chronological Register; and
2. Analytic Register.

Article 31. new:

The declaration shall be recorded on the stub of a chronological register in accordance with the order of filing at the registration office and number thereof.

A receipt for filing of declaration which is detached from the register stub called "an extract" shall be submitted as a proof of filing with the following contents:

1. Serial number of the declaration;
2. Date and time of filing and place of the Ministry of Commerce; and
3. Family name, name, company logo, and address of the declarant.

The analytic register shall be in a table form to record numbers, date, and time of filing, identity number, name of company, objectives, and capital of the company. Each commercial establishment which is subject to a separate registration shall be recorded on both sides and the registrar shall write down the number of original declaration of registration on such sheet.

Article 32. new:

If there is any request to record any special notation which causes any cancellation of the existing notation, the registrar shall strike out such notation in red ink or cross it out by a computer process with a written reference of new notation on the margin of the page and number under which the declaration or application for recording of such notation have has actually been registered.

Article 33. new:

If the name is removed from the register, such removal shall be crossed by two red lines or by a computer process.

The decision to remove the name from the register by the Minister of Commerce or application for removal shall also be recorded in red ink on the margin of the page.

The registrar shall certify this notation by executing his/her initials.

Article 34. new:

If the notation in the declaration was recorded into the analytic register, the registrar shall deliver one copy of such declaration to the applicant with his/her proper signature on it. The copy is to be used as a certificate of registration.

All declaration sheets which that are kept at the registration office of the Ministry of Commerce shall be compiled and indexed at least once a year.

Article 35. new:

The chronological register and analytic register shall be numerated, initialed, and verified by the Minister of Commerce at the end of each month. Such verification shall be embossed by the Ministry of Commerce's seal and signed by the Minister of Commerce.

If the Minister of Commerce verifies and found finds that any declaration falls into any case provided for in new article 40 and article 41 of this law, the Minister of Commerce shall refer this case to the prosecutor attached to the competent court.

Article 36. new:

The registration, removal of names, or issuance of certificates shall be an accountable duty of the registrar. Such certificate shall be issued to the applicant from a register stub with a registration number. The duties for registration, removal, or issuance of certificate shall be determined by the Prakas of the Ministry of Economy and Finance, and collected by the registrar for the national budget.

Article 37. news:

An extract of the registration, removal certificate, and certificate of non-registration issued by the registrar shall be furnished without charge at the request of the court or administrative official only if the notation of the addressee was is recorded on such request.

Article 38. new:

Each registration and removal of name from the commercial register shall be publicized by the registrar in its Official Gazette. The publication shall include the following contents:

(a) For a merchant:

1. Registration number;
2. Family name, name, pseudonym, and name of spouse;
3. Activities, location, date of commencement of operation; and
4. Trademark/logo.

(b) For a company:

1. Registration number;
2. Name of company;
3. Capital;
4. Office address;
5. Activities and date of commencement of operation; and
6. Form of company

Article 40. new:

It shall be fined from fifty thousand (50,000) Riels to five hundred thousand (500,000) Riels:

1. Any merchant or director of the commercial companies who fails to register within the specified period; or
2. Any merchant or director of the commercial companies who have registers but fails to print its registration office and registration number on invoices, letter head, purchase orders, price lists, and other documents.

Article 42. new:

Any merchant or director of the commercial companies who provides false information with a bad intentions in order to obtain the registration number or to get the company registered in the commercial register shall be punished from one (1) year to five (5) years of imprisonment and be fined from one million (1,000,000) Riels to ten millions (10,000,000) Riels.

Any merchant or director of the commercial companies who fails to file any changes or modifications as stipulated in Article 5, item 1, and Article 20 at the registration office of the Ministry of Commerce, within fifteen days after such changes or modifications occurred, shall be fined from five hundred thousand (500,000) Riels to one million (1,000,000) Riels.

Article 44. new:

In case of recidivism, the penalties set forth in new Article 40, first paragraph of new Article 42, and Article 43 shall be applied to a the maximum degree. The merchant or director of the commercial company shall be imprisoned from three (3) months to one (1) year for any subsequent offense committed as set forth in the second paragraph of new Article 42.

Article 54. new:

While the commercial court has is not yet established in the Kingdom of Cambodia, the Ministry of Commerce shall maintain a copy of the commercial register and original copies of all documents related to the registration, and removal of names from the register until the commercial court is established.

Article 57. new (previously article 58):

Every merchant or commercial company who that has conducted its activities before the promulgation of this law shall, within six (6) months, apply for registration at the Ministry of Commerce. The Ministry of Commerce may, if necessary, decide to extend this period for another six (6) months.

Article 58. new (previously article 59):

Any provision which is contrary to this law shall be abrogated.

Article 59. new (previously article 60):

This law is shall be declared to be as urgent.

Phnom Penh, November 18, 1999

Norodom Sihanouk

Have submitted for

the King's signature

Prime Minister

The Prime Minister

Have informed to

Hun Sen

Minister of Commerce

Cham Prasidh