

Law of the Republic of Azerbaijan

On state registration and state registry of legal entities

Chapter I. General provisions Article 1. Scope of Law

This law establishes legal and organizational basis for maintenance of state registration and state registry of legal entities on the territory of the Republic of Azerbaijan.

Article 2. Definitions

2.0. Following definitions are applied for the purposes of this Law:

2.0.1. legal entity- structure defined under the Civil Code of the Republic of Azerbaijan;

2.0.2. foreign legal entity — legal entity established outside of the Republic of Azerbaijan;

2.0.3. structure, which desired to obtain the status of legal entity, — person or group of persons, applied in accordance with legislation to the relevant executive authority of the Republic of Azerbaijan for state registry and introduction to the state registry as a legal entity;

2.0.4. representation- structure, defined as such under the Civil Code of the Republic of Azerbaijan;

2.0.5. branch — structure, defined as such under the Civil Code of the Republic of Azerbaijan;

2.0.6. foundation documents — documents that form legal basis for establishment and activities of the legal entity and other structures stipulated under this Law;

2.0.7. state registration of legal entities — approval of competence of parties desiring to obtain the status of legal entity on the territory of Azerbaijan, as well as representation and branches founded on the territory of the Republic of Azerbaijan by foreign legal entities, establishment of their legal status and inclusion their records into the state registry of legal entities;

2.0.8. state registry of legal entities — collection of information (records) on legal entities, representations or branches of foreign legal entities, registered on the territory of the Republic of Azerbaijan, as well as representations, branches, and other structures of legal entities, undergone the state registry on the territory of the Republic of Azerbaijan;

2.0.9. commercial and non-commercial legal entities- structures defined as such under the Civil Code of the Republic of Azerbaijan;

2.0.9-1. *public legal entity - structure defined as such by the Law of the Republic of Azerbaijan "On public legal entities";*

2.0.10. *limited liability company with local investments - limited liability company, established by the citizens of the Republic of Azerbaijan and (or) legal entity passed state registration in the Republic of Azerbaijan;*

2.0.11. *electronic state registration of a limited liability company with local investments - state registration of a limited liability company with local investments on the basis of the application ~~and~~*

~~enclosed documents, verified by enhanced electronic signature, having a qualified certificate submitted to the relevant executive authority in an electronic manner;~~

2.0.12. ~~urgent electronic state registration of a limited liability company with local investments - electronic state registration of a limited liability company with local investments, carried out in real time in accordance with Articles 5-1.3 and 5-1.7 of this Law, legal address of which coincides with the address of registration at the place of residence of an individual, acting as its sole founder;~~

2.0.13. ~~electronic account - for the purposes of this Law, an individual electronic page, created in the information system of the body (organization), established by the relevant executive authority, allowing access by an electronic signature certificate and (or) code- password, issued by the body (organization), established by the relevant executive authority, ensuring the mutual exchange of information and documents with the body (organization), established by the relevant executive authority;~~

2.0.14. ~~legal representative - a person or persons, having the authority to represent the organization in accordance with the charter (regulation);~~

2.0.15. ~~limited liability company with foreign investments is a limited liability company established by a foreigner or stateless person, as well as a legal entity that has passed state registration in a foreign country;~~

2.0.16. ~~electronic state registration of a limited liability company with foreign investments - State registration of a limited liability company with foreign investment (except for a limited liability company formed as a result of reorganization) is an application certified by an enhanced electronic signature belonging to the founder(s) and submitted electronically to the relevant executive authority, and if the founder is a foreign legal entity, also on the basis of the documents attached to that application;~~

2.0.17. ~~Individuals and entities subject to sanctions – are individuals and entities defined by the Law of the Republic of Azerbaijan “ On Targeted Financial Sanctions ” ;~~

2.0.18. ~~beneficial owner – a natural person (s) who ultimately exercises control over a legal entity or a foreign legal entity or who is the actual owner of a legal entity or a foreign legal entity and (or) in whose favor a transaction is carried out and (or) transactions are concluded, as well as who ultimately exercises effective control over a legal entity or a foreign legal entity;~~

2.0.19. ~~Chain of control and/or ownership – the situation in which a legal entity and/or a foreign legal arrangement establishes, manages, controls the other; holds shares (stocks) in the other; and/or is a party to the founding agreement of a foreign legal arrangement (founder, manager, beneficiary (group of beneficiaries), provider of the foreign legal arrangement), or is any other person who ultimately exercises effective control over the legal entity or the foreign legal arrangement.~~

Article 3. Legislation on state registration and state registry of legal entities

3.1. Legislation on state registration and state registry of legal entities in the Republic of Azerbaijan comprises of the Constitution of the Republic of Azerbaijan, this Law, Civil Code of the Republic of Azerbaijan, as well as other legislative acts of the Republic of Azerbaijan and international treaties, signed by the Republic of Azerbaijan.

3.2. Relations in the field of state registration and state registry of legal entities within Ələt free economic zone are regulated in accordance with the requirements of the Law of the Republic of Azerbaijan "On Ələt Free Economic Zone".

Article 4. General rules for maintenance of state registration and state registry of legal entities

4.1. Parties desiring to obtain the status of legal entity on the territory of the Republic of Azerbaijan, as well as representative offices or branches of foreign legal entities, shall undergo the state registration and shall be included into the state registry. Commercial entities, *public legal entities*, political parties as well as representative offices or branches of foreign legal entities may operate only upon the state registration. Their operation *without state registration shall entail responsibility in accordance with the law.*

4.2. Representative offices or branches, and other structures of legal entities, which undergone the state registration in the Republic of Azerbaijan, shall be included into the state register.

4.2-1. Non-governmental organizations of foreign states may establish one representative or branch office on the territory of the Republic of Azerbaijan.

4.2-3. Each legal entity, as well as the representative office or branch of a foreign legal entity, must retain documents (including electronic documents) containing information on the beneficial owner of the legal entity or the beneficial owner of the foreign legal entity, in accordance with the procedure established by law.

4.3. The state duty is paid in the amount and manner stipulated under the legislation of the Republic of Azerbaijan for registration of structures (*except for the electronic state registration of a limited liability company with local or foreign investments*), representations or branches of foreign legal entities desiring to obtain the status of legal entity, taking into consideration peculiarities of commercial and non-commercial legal entities, *public legal entities, as well.*

4.4. Legal entities, representations and branches of foreign legal entities, as well as representations and branches of legal entities registered on the territory of the Republic of Azerbaijan, shall be included into the state registry without payment of duty. Changes to the state register are performed without payment of duty.

4.5. *Only business days shall be taken into consideration when calculating the terms, stipulated by this Law.*

4.6. *The submission of false information to the relevant executive authority of the Republic of Azerbaijan is not permitted during the state registration of an entity seeking legal entity status, a representative office or branch of a foreign legal entity as well as during the inclusion in the state register of a representative office, branch, or other subdivisions of a legal entity already registered in the Republic of Azerbaijan, and during the state registration of subsequent changes of registered facts and changes made in the constituent documents.*

Chapter II. State Registration of Legal Entities

Article 5. On the structure applied for state registration as a legal entity

5.1. For state registration, the structure wishing to obtain the status of legal entity, shall apply to the relevant executive authority of the Republic of Azerbaijan.

5.2. The application is signed by the founder (if there are several founders - by all founders), *by a legal representative (legal representatives) or a trustee appointed by them in the*

appropriate order and notarized.

5.3. The application shall include:

5.3.1. if the founder (founders) is a natural person- his/her (their) name, surname, patronym, place of residence, number and date of identification document;

5.3.2. if founder (founders) is a legal entity— his/her (their) name, location and registration number;

5.3.2-1. *if the founder is a state - the name of the state structure, authorized to establish, its legal address, taxpayer identification number (if available), if the founder is a municipality - the name of the municipality, its legal address, taxpayer identification number;*

5.3.2-2. *information regarding the legal address of a public legal entity and a commercial entity (location of a permanent body);*

5.3.2-3. *the following information about the beneficial owner of the entity seeking to obtain legal entity status:*

5.3.2-3.1. *surname, first name, patronymic (if any), date of birth, personal identification number or number of the identity document;*

5.3.2-3.2. *citizenship;*

5.3.2-3.3. *place of residence;*

5.3.2-3.4. *being a direct or indirect beneficial owner;*

5.3.2-3.5. *the scope and basis of rights or opportunities to influence the legal entity;*

5.3.2-3.6. *Whether a politically exposed person, his/her close relative or a person with whom he /she has a close relationship is a person for the purposes of the Law of the Republic of Azerbaijan “ On Combating the Legalization of Criminally Acquired Property and the Financing of Terrorism”;*

5.3.2-3.7. *the name, country of state registration, registration number, founders (participants) and their share in the authorized capital of all legal entities and foreign legal entities existing in the chain of control and (or) ownership until the beneficial owner of the legal entity is determined;*

5.3.2-3.8. *Information about the person acting on behalf of the organization seeking to obtain the status of a legal entity acting as the manager of a foreign legal entity.*

5.3.3. in the event of signing of application by authorized representative— in addition, its name, surname, patronym, place of residence, number and date of issuance of identification document, and power of attorney;

5.3.4. *other information set forth in the form of a statement approved by the relevant executive authority.*

5.4. The following documents shall be attached to the application:

5.4.1. founding documents – the charter of the organization seeking to obtain the status of a legal entity approved by the founder (founders) or his (their) authorized representative , and for public legal entities – in accordance with the procedure established by the Law of the Republic of Azerbaijan “ On [Public Legal Entities](#) ” , in relation to political parties, as well as the program, as well as for the purposes of this Law, decisions on the establishment of that organization, approval of its charter and formation of management bodies (taking into account Article 8-1.2 of this Law) (the founding documents must reflect other issues stipulated [in the Civil Code](#) of the Republic of Azerbaijan , as well as those deemed necessary by the founders, and must be signed by all founders (or their authorized representatives));

5.4.2. document on payment of state duty;

5.4.3. if the founder is a legal entity - a notarized copy of its state registration certificate (extract from the state register) and charter.

5.4.4. if the founder is a natural person - a copy of his/her identity document;

5.4.4-1. if the founder(s) and legal representative(s) of a non-governmental organization , *as well as the legal representative(s) of a branch or representative office of a foreign non-governmental organization*, are foreigners and stateless persons with the right to permanent residence in the Republic of Azerbaijan – a document confirming their right to permanent residence;

5.4.5. a document confirming the legal address *of the non-profit organization* seeking to obtain the status of a legal entity (information on the location of its permanent body, the headquarters of a political party);

5.4.5-1. *register of members in relation to political parties*;

5.4.6. if a legal representative ~~has been appointed~~, a copy of his/her identity document ;

5.4.7. a document confirming the payment of the authorized capital in the funds;

5.4.8. document on the appointment of deputy heads of branches or representative offices of non-governmental organizations whose founders are foreigners or foreign legal entities;

5.4.9. *opinion [of the relevant executive authority](#) for state registration of non-commercial legal entities whose charter includes activities related to the promotion of religious values ;*

5.4.10. *a document on the approval of the candidacy of the head and his deputy of an educational institution whose founder(s) are foreigners, stateless persons or foreign legal entities, including more than 51 percent of the authorized capital or shares of which belong to foreigners, stateless persons or foreign legal entities, [with the body \(organization\)](#) determined by the relevant executive authority .*

5.5. The following shall also be attached to the application for state registration of organizations established as a result of reorganization:

5.5.1. decision on reorganization;

5.5.2. deed of transfer or division balance;

5.5.3. Information on the publication of the relevant announcement in the press.

5.6. The application shall be submitted together with a copy. The original of the application shall be kept by [the relevant executive authority of the Republic of Azerbaijan, and the copy shall be returned to the applicant with a note indicating the time of receipt of the original application by the relevant executive authority](#) of the Republic of Azerbaijan . The receipt of the application may also be confirmed in any other form.

5.7. If a legal entity is reorganized on the basis of a court decision in cases specified by the legislation of the Republic of Azerbaijan, the court decision that has entered into legal force shall be the basis for state registration of that legal entity, subject to the requirements of Article 5.5 of this Law. In this case, state registration shall be carried out within the period specified in Article 8 of this Law.

5.8. *[The body \(organization\)](#) designated by the relevant executive authority must be informed within 5 (five) business days about the fully paid-up authorized capital within the period specified [in the Civil Code of the Republic of Azerbaijan.](#)*

Article 5-1. Determination of the beneficial owner

5-1.1. *The following persons are considered beneficial owners of a legal entity:*

5-1.1.1. a natural person (s) who directly or indirectly owns a share that ultimately constitutes 10 (ten) percent or more of the authorized capital of a legal entity, as well as voting rights, or that allows them to exercise a significant influence on the decision-making of the legal entity in which they are a participant under a contract (unless the distribution of participation shares in the legal entity excludes the existence of a significant participation share);

5-1.1.2. if the natural person(s) specified in Article 5-1.1.1 of this Law does not exist or if there are doubts as to whether such person(s) are the beneficial owner of the legal entity, the natural person(s) exercising existing control over the legal entity in another form;

5-1.1.3. if it is not possible to identify the natural person exercising control over the legal entity based on a shareholding or in another form, the natural person(s) exercising management over the legal entity.

5-1.2. The following persons are considered beneficial owners of a foreign legal entity:

5-1.2.1. in the structure of the trust, the founder, the trust administrator, the trust provider (if any), the beneficiary or group of beneficiaries, any other natural person exercising effective control over the trust (including the chain of control and (or) ownership);

5-1.2.2. persons who have the same or similar rights and duties as the persons specified in Article 5-1.2.1 of this Law in other types of foreign legal entities.

Article 5-2. Electronic state registration of a limited liability company with local investment ^[35]

5-2.1. At the request of the founder (founders), the state registration of a limited liability company with local investment (except for cases of its formation as a result of reorganization) shall be carried out electronically. Electronic state registration shall be carried out in the usual (i.e. within the period specified in Article 7-1 of this Law) or in the expedited manner. *The founder (founders) shall undergo appropriate authentication in the Internet information resource of the body (organization) determined by the relevant executive authority for the implementation of electronic state registration of that company .* ~~If during electronic state registration the founder (founders) and the legal representative (legal representatives) are not the same person, the application shall be approved by both the founder (founders) and the legal representative (legal representatives) with a strengthened electronic signature.~~

5-2.2. During ordinary electronic state registration, the founder (founders) fills out an electronic application form, enters the information on the employment contract concluded for the first time with employees, including foreign and stateless employees with a permanent residence permit in the territory of the Republic of Azerbaijan, in that application, gets acquainted with the charter created in the form of an electronic document based on the information specified in the application in real time, and confirms it with an enhanced electronic signature. During ordinary electronic state registration, the charter prepared by the founder in accordance with the requirements of the legislation may be attached to the electronic application form. The information provided for in Article 5.3.2-3 of this Law on the beneficial owner must be indicated in the electronic application.

5-2.3. During the fast electronic state registration, the founding individual indicates in the electronic application form only the information about the head of the executive body, the field of activity and the employment contract concluded for the first time with employees, including foreign and stateless employees who have a permanent residence permit in the territory of the Republic of Azerbaijan. In this

case, the founder gets acquainted with the charter created in the form of an electronic document in real time and confirms it with an enhanced electronic signature.

5-2.3-1. During electronic state registration of limited liability companies with local investment, if the founder(s) and legal representative(s) are not the same person, the application must be approved by both the founder(s) and the legal representative(s) with an enhanced electronic signature.

5-2.4. During electronic state registration, only a legal entity with a taxpayer identification number may act as a founding legal entity. In this case, a copy of the founder's certificate of state registration (extract from the state register) and charter shall be attached to the electronic application by the relevant executive authority , and notarization of the mentioned documents is not required.

5-2.5. During electronic state registration, the legal representative, head (members) of the executive body and members of the board of directors (supervisory board) of a limited liability company with local investment shall be appointed only from among individuals registered at their place of residence in the territory of the Republic of Azerbaijan.

5-2.6. During regular electronic state registration , a confirmation notice, the form of which is determined by the relevant executive authority, on the acceptance of the application is sent to the applicant's personal electronic *cabinet* . On the day of state registration of a limited liability company with local investment, a certificate of state registration, an extract from the state register and the charter are sent to the electronic *cabinet* .

5-2.7. After the implementation of the fast electronic state registration, the certificate of state registration of the state-registered local investment limited liability company, the extract from the state register and the charter are sent to the electronic *cabinet* in real time.

5-2.8. During the electronic state registration of local investment limited liability companies, the information on the employment contract concluded for the first time with the employees included in the electronic application is automatically transferred to the information system of the body (organization) determined by the relevant executive authority after the completion of the registration process (the certificate of state registration, extract from the state register and the charter are sent to the electronic cabinet) .

5-2.9. During the state registration of a limited liability company with local investment, the request of the body (organization) designated by the relevant executive authority for the purpose of identifying the mobile number must be answered by mobile operators in real time.

Article 6. Features of state registration of representative offices or branches of foreign legal entities

6.1. For state registration of a representative office or branch of a foreign legal entity, in addition to the documents specified in Article 5 of this Law, the following must be submitted:

6.1.1. the charter approved by the foreign legal entity that established the representative office or branch or its authorized representative (the charter of the representative office or branch must indicate the name of the foreign legal entity that established it, its location, registration number and date of registration, the rights and obligations of the representative office or branch, the procedure for management and liquidation, and other issues deemed necessary by the founder);

6.1.1-1. In addition to the information specified in Article 6.1.1 of this Law, the charter of a branch or representative office of a foreign non-governmental organization must also indicate the name of the

body that registered the organization that created it, the legal address of the branch or representative office, the subject of its activity, and the powers of its head.

6.1.2. decision of the foreign legal entity that created the representative office or branch on the establishment of the representative office or branch;

6.1.2-1. Agreement on state registration of branches or representative offices of non-governmental organizations of foreign states in the Republic of Azerbaijan.

6.1.3. a document confirming the registration of the legal entity that is the founder of the representative office or branch - an extract from the trade register (registration certificate, etc.). In this case, this document must be legalized in the Republic of Azerbaijan *by the body (institution) determined by the relevant executive authority , and outside the borders of the Republic of Azerbaijan by the diplomatic mission or consulate of the Republic of Azerbaijan* in the manner prescribed by the legislation;

6.1.4. the original or notarized copy of the power of attorney issued by the foreign legal entity establishing the representative office or branch;

6.1.5. the original or notarized copy of the decision of the foreign legal entity that established the representative office or branch on the appointment of the head of the representative office or branch. *The document on the appointment of the head of the branch or representative office of a non-governmental organization of a foreign state must indicate his term of office;*

6.1.6. *Document on the appointment of the deputy head of a branch or representative office of a non-governmental organization of a foreign state.*

6.2. In case the documents intended to be notarized are authenticated by a notary of a foreign country, the procedure specified in Article 6.1.3 of this Law must be followed.

Article 7. Features of state registration of a foreign invested organization wishing to obtain the status of a legal entity

7.1. In order to obtain state registration of a foreign invested organization wishing to obtain the status of a legal entity, in addition to the documents specified in Article 5 of this Law, the following must be submitted:

7.1.1. if the founder is a foreign legal entity, a document confirming its registration - an extract from the trade register, a registration certificate, etc. (in this case, the document must be legalized in the Republic of Azerbaijan *by the body (institution) determined by the relevant executive authority , and outside the borders of the Republic of Azerbaijan by the diplomatic mission or consulate of the Republic of Azerbaijan* in the manner prescribed by the legislation);

~~7.1.2. a document confirming that the person is a citizen or permanently resides in, or is engaged in economic activity in, any third country, legalized in accordance with the procedure specified in Article 7.1.1 of this Law.~~

7.2. *Foreigners* or stateless persons shall submit documents to the relevant executive authority of the Republic of Azerbaijan in accordance with the procedure established in Article 5 of this Law for state registration of the foreign-invested institution they have established .

Article 7-1. Procedure for state registration of a commercial organization wishing to obtain the status of a legal entity

State registration of a commercial entity, including a representative office and branch of a foreign commercial legal entity, wishing to obtain the status of a legal entity, as well as electronic state registration of a limited liability company with foreign investment, must be carried out no later than 2 days. Electronic state registration of a limited liability company with local investment must be carried out immediately in the case of accelerated electronic state registration, and no later than 1 day in the case of regular electronic state registration.

Article 7-2. Electronic state registration of a limited liability company with foreign investment

7-2.1. For the implementation of electronic state registration of a limited liability company with foreign investment (except for a limited liability company formed as a result of reorganization), the founder (founders) shall fill out the electronic application form posted on the Internet information resource of the relevant executive authority and confirm it with an enhanced electronic signature. If the founder is a foreign legal entity during electronic state registration of a limited liability company with foreign investment, documents confirming its registration - an extract from the trade register, a registration certificate and other related documents confirming registration - must be attached to the application. When consular legalization of documents confirming registration is required, these documents shall be submitted by that foreign legal entity to the body (organization) determined by the relevant executive authority in the Republic of Azerbaijan, and outside the borders of the Republic of Azerbaijan - to the diplomatic mission or consulate of the Republic of Azerbaijan. The documents confirming the registration are legalized by the body (institution) or diplomatic mission (consulate) designated by the relevant executive authority and are transferred to the "Electronic Notary" information system for the purpose of confirming the translation into the state language of the Republic of Azerbaijan through the information system of the body (institution) designated by the relevant executive authority, and after the translation is notarized, they are transferred to the information system of the body (institution) designated by the relevant executive authority upon request. Foreign official documents issued with an electronic certificate (apostille) are checked in accordance with Article 27 of the Law of the Republic of Azerbaijan "On Notary" and after their translation is notarized through the "Electronic Notary" information system, they are transferred to the information system of the body (institution) designated by the relevant executive authority upon request.

7-2.2. During electronic state registration, the founder (founders) shall indicate in the application the field of activity, the information on the employment contract concluded for the first time with employees, including foreign and stateless employees with a permanent residence permit in the territory of the Republic of Azerbaijan, shall familiarize himself with the charter created in the form of an electronic document in real time based on the information entered by him, and shall confirm it with an enhanced electronic signature. The information on the beneficial owner specified in Article 5.3.2-3 of this Law shall be recorded in the electronic application.

~~7-2.3. During electronic state registration, a document confirming the legal address of a limited liability company with foreign investment in the Republic of Azerbaijan, along with a copy translated into Azerbaijani, shall be scanned and attached to the application.~~

7-2.4. During electronic state registration, a confirmation notice, the form of which is determined by [the relevant executive authority](#), on the acceptance of the application is sent to the applicant's

electronic cabinet . On the day of state registration of a limited liability company with foreign investment, the certificate of state registration, an extract from the state register and the charter are sent to its electronic cabinet , and the information on the employment contract concluded for the first time with employees, including foreign and stateless employees with a permanent residence permit in the territory of the Republic of Azerbaijan, is automatically transferred to the information system [of the body \(organization\)](#) determined by the relevant executive authority . ^[56]

Article 8. Procedure for state registration of a non-profit organization wishing to obtain the status of a legal entity ^[57]

8.1. State registration of a non-profit organization , as well as a representative office or branch of a foreign non-profit legal entity , wishing to obtain the status of a legal entity , ~~must, as a rule,~~ be carried out no later than 40 days. ^[58]

8.2. The application for state registration and the documents to be attached to it shall be accepted for consideration by [the relevant executive authority](#) of the Republic of Azerbaijan and shall be checked for their compliance with the Constitution of the Republic of Azerbaijan, this Law and other legislative acts of the Republic of Azerbaijan within 30 days. In exceptional cases, if the need arises to conduct additional research during the check, this period may be extended by another 30 days.

8.3. If deficiencies are found in the submitted documents that do not cause refusal for state registration, [the relevant executive authority](#) of the Republic of Azerbaijan shall return those documents to the applicant and set an additional 20-day period for the elimination of these deficiencies. All deficiencies that do not cause refusal must be discovered at the same time and submitted to the applicant for elimination. ^[59]

8.4. No later than 10 days after the submitted documents have been checked or the deficiencies found in those documents have been eliminated, the applicant shall be provided with a certificate of state registration or written information on the refusal to register (indicating and explaining the provisions of the legislation that led to the refusal) by [the relevant executive authority of the Republic of Azerbaijan](#).

8.5. If no response is received regarding the refusal of state registration within the period specified in this Article , the organization shall be deemed to have been state registered. In this case, [the relevant executive authority](#) of the Republic of Azerbaijan shall issue a certificate of state registration to the applicant no later than 10 days. ^[60]

~~8.6. Non working days shall not be taken into account when calculating the periods established by this Law. ^[61]~~

Article 8-1. Procedure for state registration of a public legal entity

8-1.1. State registration of a public legal entity by [the relevant executive authority shall be carried out no later than 2 business days after the legal act of the relevant executive authority or municipality on approval of the charter of that public legal entity enters into force, upon the application of a person authorized for this purpose.](#) ^[62]

8-1.2. State registration of a public legal entity established by [the relevant executive authority](#) shall be carried out even if the members of its management bodies are not fully appointed. ^[63]

Article 9. Registration of amendments to the constituent documents and subsequent changes to the recorded facts

9.1. Every amendment to the constituent documents of legal entities, representative offices or branches of a foreign legal entity, as well as every subsequent change to the recorded facts, must be registered.

9.2. For registration of the change, an application must be submitted [to the relevant executive authority](#) of the Republic of Azerbaijan no later than 40 days from the moment of the change. The application must indicate the change that has occurred and submit documents confirming the change. If the change does not contradict the requirements of Article 11.3 of this Law, [the relevant executive authority](#) shall register the change within 5 days.

9.2-1. *Without requiring the actions specified in the first and second sentences of Article 9.2 of this Law, the following information on commercial organizations and public legal entities shall be obtained and registered directly by [the relevant executive authority](#) :*

9.2-1.1 *changes made to the constituent documents and registered facts by acts [of the relevant executive authority](#) ;*

9.2-1.2. *Changes in information in documents confirming the identity of persons in the recorded facts.*

9.2-2. *The information specified in Article 9.2-1.1 of this Law shall be obtained on the basis of the acts [of the relevant executive authority](#) , and the information specified in Article 9.2-1.2 shall be obtained [from the relevant executive authority](#) online and shall be registered within 5 days. ^[64]*

9.2-3. *State registration of changes made to the constituent documents of non-governmental organizations, as well as any subsequent changes to the registered facts, shall be carried out through [the electronic information system of the relevant executive authority](#) , taking into account the requirements of this Law and certified with an enhanced electronic signature .*

9.2-4. *Documents [in the electronic information system of the relevant executive authority](#) are certified with an enhanced electronic signature, and participants and users of the system use documents obtained through that system in their activities. Documents obtained from that system may be submitted to state bodies and individuals on paper or electronically in accordance with the Law of the Republic of Azerbaijan “ [On Electronic Signature and Electronic Document](#) ” . ^[65]*

9.3. *Except for the cases provided for in Articles 9.2-1.1 of this Law, amendments made to the constituent documents of legal entities and branches or representative offices of foreign legal entities, as well as any subsequent changes to the facts recorded about them in the state register of legal entities, shall enter into force only after state registration. Legal entities and branches or representative offices of foreign legal entities may not carry out any activities based on the amendments that have not entered into force. ^[66]*

9.4. *If, during the review of documents on the registration of amendments made to the constituent documents of legal entities, branches or representative offices of foreign legal entities, as well as any subsequent changes to the facts registered in the state register, it is determined that any previous amendments regarding the organization were not submitted for registration in accordance with this Law, the organization shall be held liable in accordance*

with [the Code of Administrative Offenses](#) of the Republic of Azerbaijan and the detected deficiency shall be eliminated. ¹⁶⁷¹

Article 9-1. Electronic registration of amendments to the constituent documents of a limited liability company and subsequent changes to the recorded facts ¹⁶⁸¹

9-1.1. Any change made to the constituent documents of a limited liability company (except for changes resulting from reorganization), as well as any subsequent change in the registered facts, may be applied [to the relevant executive authority](#) of the Republic of Azerbaijan for electronic state registration . If the change does not contradict the requirements of Articles 5-2.5 and 11.3 of this Law, [the relevant executive authority](#) shall register the change within 3 days. ¹⁶⁹¹

9-1.2. When applying, the electronic application form posted on the Internet information resource [of the relevant executive authority](#) of the Republic of Azerbaijan must be filled out, and a scanned copy of the documents confirming the change must be attached to the application and confirmed with an enhanced electronic signature.

9-1.3. When registering a change in the legal representative(s), the application must be confirmed by the enhanced electronic signature of both the founder(s) and the legal representative(s).

9-1.4. For state registration of subsequent changes to the constituent documents and facts recorded in the register, the information entered must be confirmed by the strengthened electronic signatures of the founders or members of the management bodies, respectively. In cases where amendments are made to the charter, a draft amendment is prepared by the software based on the information provided. In this case, the founder (founders) familiarizes themselves with the amendment to the charter in real time and confirms it with a strengthened electronic signature.

9-1.5. Upon application, the change is registered with the state and on the day it is entered into the state register, an extract from the state register and other amended documents (amendment to the charter, certificate of state registration) are sent to the electronic office of the limited liability company.

9-1.6. Upon the application of the founder(s) or the person duly authorized by him/her, an extract from the state register and other amended documents (amendments to the charter, certificate of state registration) shall be certified and issued on paper.

9-1.7. Information on notarial actions taken in connection with changes in the shares in the authorized capital of a limited liability company shall be submitted online by [the relevant executive authority to the relevant executive authority](#) .

9-1.8. State registration of changes made to the constituent documents of a limited liability company with foreign investment and subsequent changes in the registered facts (except for changes in the founder) of which the founder is a foreigner or a stateless person shall be carried out in accordance with this article.

Article 10. (revoked)

Article 11. Ensuring legality during the application of the law

11.1. Refusal to register and include in the state register organizations wishing to obtain the status of a legal entity, as well as representative offices or branches of a foreign legal entity,

as well as to make changes to the state register, shall not be allowed on any grounds other than those provided for in the legislation of the Republic of Azerbaijan.

11.2. It is not permissible to refuse to register an organization, a representative office or branch of a foreign legal entity, or a representative office or branch of a legal entity registered in the Republic of Azerbaijan, seeking to obtain the status of a legal entity, and to enter them into the state register on the grounds of inexpediency of their establishment.

11.3. State registration of an organization wishing to obtain the status of a legal entity, as well as a representative office or branch of a foreign legal entity, inclusion in the state register of a representative office or branch of a legal entity registered in the Republic of Azerbaijan, as well as state registration of changes made to the constituent documents and subsequent changes to the facts recorded in the register may be refused only in the following cases:

11.3.1. If the documents submitted [to the relevant executive authority of the Republic of Azerbaijan contradict the Constitution of the Republic of Azerbaijan, this Law and other legislative acts](#);

11.3.1-1. if the information provided in the application and (or) the documents attached to it are incorrect;

11.3.2. if the goals, objectives and forms of activity of the organizations seeking to obtain the status of a legal entity contradict the legislation;

11.3.2-1. when the charters of legal entities (*except for public legal entities and legal entities whose charters have been approved by [a body \(institution\)](#) determined by the relevant executive authority*) (in addition, in their programs in relation to political parties) provide for the appropriation of the powers of state bodies (institutions), local self-government bodies and officials , as well as the functions of state control and inspection; ^[72]

11.3.3. ~~when the requirements of the legislation on the protection of company names are violated or~~ when a non-profit organization with the same name is registered, when the names of state bodies of the Republic of Azerbaijan, as well as the names of prominent personalities of Azerbaijan (without the permission of their close relatives or heirs) are used in the names of non-governmental organizations; ^[73]

11.3.3-1. *In addition to what is provided for in Articles 11.3.1–11.3.2-1 and 11.3.3-2 of this Law, in relation to commercial entities, also:*

11.3.3-1.1. *if a legal entity with the same name is registered;*

11.3.3-1.2. *when the full or abbreviated names of state bodies (institutions) or local self-government bodies of the Republic of Azerbaijan are used in the name of the legal entity, except for legal entities founded by the state or municipality (except for cases where the abbreviated name exists as a separate word);*

11.3.3-1.3. *when words or expressions are used in the name of a legal entity, with the exception of legal entities established by the state or in which the state has a share, that create the impression of being associated with the Republic of Azerbaijan or state bodies (institutions) or local self-government bodies of the Republic of Azerbaijan;*

11.3.3-1.4. *when using names that may cause confusion among civil circulation participants as to whether they are licensed or otherwise authorized by the state;*

11.3.3-1.5. *when the names of national heroes and martyrs are used in the name of a legal entity (without the permission of them or their heirs);*

11.3.3-1.6. *when a name is used that may cause confusion among participants in civil circulation by changing one or two letters of the name of a state-registered legal entity or adding a new letter (except for cases where the meaning of the word has changed), a sign (except for numbers), as well as changing the position of words in the name;*

11.3.3-1.7. *when other signs and symbols are used in the name of a legal entity, except for letters, numbers, "dot", "comma", "quote", "hyphen" and "number" signs in the Azerbaijani alphabet;*

11.3.3-1.8. *when using terms or short names reflecting the organizational and legal forms of legal entities existing in foreign countries (except for representative offices or branches of foreign legal entities);*

11.3.3-1.9. *when the full or abbreviated official names of foreign countries are used in the name of a legal entity (except for institutions with foreign investment);*

11.3.3-1.10. *when the full or abbreviated names of international organizations are used in the name of a legal entity;*

11.3.3-1.11. *when the words prohibited by the laws of the Republic of Azerbaijan " [On banks](#) ", " [On insurance activities](#) ", " [On investment funds](#) " and other sectoral laws of the Republic of Azerbaijan are used in the name of the legal entity ;*

11.3.3-2. *if the name of the legal entity, representative office or branch of a foreign legal entity, or their founder or legal representative is on the list of persons subject to sanctions within the framework of the fight against the financing of terrorism; ^[74]*

11.3.3-3. *if the name of the political party, its abbreviated name, if any, and its symbols do not meet the requirements set forth in the Law of the Republic of Azerbaijan " [On Political Parties](#) "; ^[75]*

11.3.4. If the deficiencies identified in the constituent documents by [the relevant executive authority](#) of the Republic of Azerbaijan are not eliminated within the period specified in Article 8.3 of this Law.

11.4. For the state registration and inclusion in the state register of an organization, a representative office or branch of a foreign legal entity, as well as a representative office or branch of a legal entity registered in the Republic of Azerbaijan, as well as for the state registration of amendments to the constituent documents and subsequent changes to the facts recorded in the register, it is permissible to require documents not specified in this Law only if the submission of such documents is provided for in other legislative acts of the Republic of Azerbaijan.

11.4-1. During the state registration of the fact of changing the name of legal entities, branches and representative offices of foreign legal entities, the seals of these organizations must be submitted [to the relevant executive authority . Documents confirming the state registration of changes made to the constituent documents and subsequent changes to the facts recorded in the register shall not be issued until the seal is submitted to the relevant executive](#) authority. In case of loss of the seal, an announcement published in the press and a certificate issued by [the relevant executive authority](#) on its non-finding must be submitted.

11.4-2. The date required for the state registration and entry into the state register of a newly organized organization , a representative office or branch of a foreign legal entity , a representative office or branch of a legal entity registered in the Republic of Azerbaijan , as well as for the state registration and entry into the state register of changes made to the constituent documents and subsequent changes to the facts recorded in the register .Obtaining

documents or information from the relevant state body (institution) through the Electronic Government Information System Where possible , such documents or information shall not be required from the applicant . In cases where such documents or information cannot be obtained through the Electronic Government Information System , their submission shall be requested from the relevant state body (institution) upon request with the consent of the applicant or shall be provided by the applicant .

11.4-3. Information specified in documents confirming the state registration of commercial organizations and public legal entities and their inclusion in the state register, as well as the state registration of changes made to the constituent documents and subsequent changes to the facts recorded in the register and their inclusion in the state register (certificate of state registration, extract from the state register, charter or amendments to the charter) may be submitted (obtained) through the Electronic Government Information System. Submission of information specified in these documents through the Electronic Government Information System is considered equivalent to the submission of these documents.

11.5. An illegal refusal or evasion of state registration and inclusion in the state register of an organization, representative office or branch of a foreign legal entity, as well as a representative office or branch of a legal entity registered in the Republic of Azerbaijan, seeking to obtain the status of a legal entity, as well as of changes made to the constituent documents and subsequent changes to the facts recorded in the register, may be appealed to a higher authority or court in accordance with the procedure established by the legislation of the Republic of Azerbaijan.

C h a p t e r I I I S T A T E R E G I S T E R O F L E G A L E N T I T I E S

A r t i c l e 1 2 . B a s i c p r i n c i p l e s o f t h e s t a t e r e g i s t e r o f l e g a l e n t i t i e s

12.1. The state register of legal entities is maintained by [the relevant executive authority](#) of the Republic of Azerbaijan .

12.2. The state register of legal entities is maintained on the basis of a single form, method and principles.

12.3. The state register of legal entities is an information resource of the Republic of Azerbaijan, and the rules for its protection and use are determined and ensured by [the relevant executive authority of the Republic of Azerbaijan.](#)

12.3-1. State registration of branches and representative offices of a non-governmental organization is not required. The organization shall inform [the relevant executive authority](#) about the establishment of a branch and (or) representative office within ten days.

12.4. The state register of legal entities is compiled on paper and electronic media.

12.5. In the event of a conflict between records on paper and electronic media, records on paper media shall prevail, unless otherwise provided for in the legislation.

12.6. The compilation of the state register on electronic media ensures its interaction and integration with other information systems and networks of the state, based on the application of unified organizational, methodological and technical-software principles.

12.7. (revoked)

12.8. The state register consists of the following:

12.8.1. information on the organization, registration, reorganization, *prohibition of reorganization or liquidation by a court decision of legal entities, representative offices or branches of foreign legal entities, deprivation of the right of a legal entity to engage in certain activities as a criminal measure by a final court decision*, or liquidation;

12.8.2. information on amendments to the constituent documents *and any subsequent changes to the recorded facts* ;

12.8.3. Information on the representative office or branch of a legal entity registered in the territory of the Republic of Azerbaijan, as well as other structures;

12.8.3-1. *information on warnings, instructions given and their implementation to a non-governmental organization and a branch or representative office of a non-governmental organization of foreign states, as well as on ~~the suspension and resumption of its activities~~, and the resolution of property issues of a liquidated organization in accordance with the procedure provided for [in the Civil Code of the Republic of Azerbaijan](#)*;

12.8.3-2. *information on the suspension and resumption of the activities ~~of political parties~~, trade unions, non-governmental organizations and branches or representative offices of foreign non-governmental organizations*;

12.8.3-3. *information on the suspension and resumption of the activities of political parties, as well as written warnings issued to them and their implementation*;

12.8.4. a set of documents specified by legislation and submitted to the registration authority for storage.

12.9. The state register of legal entities is maintained by year and by each administrative territorial unit (district or city) of the Republic of Azerbaijan. By decision [of the relevant executive authority](#) of the Republic of Azerbaijan , the state register may also be maintained by other criteria.

12.10. The territorial scope of state registration is determined based on the legal address of a legal entity, representative office or branch of a foreign legal entity.

12.11. The procedure for maintaining the state register *and* the form of the state register book shall be determined by [the relevant executive authority](#) of the Republic of Azerbaijan.

12.12. The forms of the certificate of *state* registration, extract from the state register and application for registration (~~including electronic application~~) are approved by [the relevant executive authority of the Republic of Azerbaijan](#) ~~and posted on its website~~ .

Article 13. Document confirming state registration and inclusion in the state register

13.1. A state-registered legal entity, as well as a representative office or branch of a foreign legal entity, shall be issued a document confirming its state registration - a certificate of state registration - by [the relevant executive authority of the Republic of Azerbaijan](#).

13.2. Information entered into the state register regarding a state-registered legal entity, as well as a representative office or branch of a foreign legal entity, shall be confirmed by an extract from the state register.

13.3. The certificate and extract from the state register issued by [the relevant executive authority](#) to a legal entity, representative office and branch of a foreign legal entity registered in

the state shall indicate the taxpayer identification number, ~~which is a single code in the Republic of Azerbaijan for business entities.~~

13.3-1. When commercial organizations and public legal entities are registered in a body (organization) determined by the relevant executive authority , or when changes made to the constituent documents and subsequent changes to the registered facts are registered, the registration documents (certificate of state registration, extract from the state register, charter or amendments to the charter) are sent to the electronic cabinet of the legal entity on the day of state registration.

13.4. The certificate of state registration of a legal entity and an extract from the state register are the basis for the individualization of a legal entity, its branches and representative offices.

Article 14. Information entered into the state register

14.1. The following information about the entities included in the register must be reflected in the entry in the state register:

14.1.1. name of the organization (firm);

14.1.2. legal address of the organization (information on the location of its permanent operating body, the headquarters of the political party);

14.1.3. organizational and legal form of the entity;

14.1.4. fiscal year;

14.1.5. taxpayer identification number (for commercial entities and public legal entities), registration number of a non-commercial entity;

14.1.6. name, surname, patronymic, citizenship and place of residence of each founder of the organization; if the founder is a legal entity, its name, legal address and registration , and if the founder is a state or municipality, the information specified in Article 5.3.2-1 of this Law ;

14.1.6-1. *information on the surname, first name, patronymic, date of birth, citizenship, place of residence of each beneficial owner of the entity, information on whether the beneficial owner is a politically exposed person, his close relative or a person with whom he has a close relationship for the purposes of the Law of the Republic of Azerbaijan “ On Combating the Legalization of Property Obtained by Crime and the Financing of Terrorism”;*

14.1.7. name, surname, patronymic, citizenship and place of residence of each legal representative of the institution;

14.1.8. information on the location, organizational and legal form and registration of the structures established by the legal entity in the territory of the Republic of Azerbaijan or outside the borders of the Republic of Azerbaijan;

14.1.8-1. *information on the final decision of the court on the application of a criminal legal measure in the form of deprivation of the right to engage in certain activities against the organization;*

14.1.9. information about the institution being in the process of liquidation;

14.1.9-1. *information on the application of criminal legal measures in the form of a court decision prohibiting the reorganization or liquidation of a legal entity, as well as depriving a legal entity of the right to engage in certain activities;*

14.1.10. information on the liquidation of the institution.

14.2. In addition to the information provided for in Article 14.1 of this Law for legal entities, representative offices or branches of foreign legal entities, the state register shall

contain the following information, depending on the organizational and legal form of the legal entity:

14.2.1. in a limited partnership - the amount of each limited partner's contribution;

14.2.2. in a limited liability company or joint-stock company - the amount of the authorized capital, the amount of capital of each founder, and, if a board of directors (supervisory board) has been established, the name, surname, patronymic and place of residence of each of its members;

14.2.3. in non-profit organizations - information on the subject and objectives of activity, territory of activity, *suspension and resumption of activity, expiration date of permanent residence permit of the founder (founders) of the organization who are a foreigner or stateless person*, number of members of public associations, *register of members of political parties*, in foundations - information on members of the board of trustees, authorized capital of the foundation and the size of property shares of the founders.

14.2.3-1. *in a public legal entity – the amount of the charter fund, the amount of property provided by the founder, and, if a board of directors (supervisory board) has been established, the name, surname, patronymic and place of residence of each of its members;*

14.2.4. in branches or representative offices of foreign non-governmental organizations - information on the founders of the foreign non-governmental organization with a branch or representative office in the Republic of Azerbaijan, the term of office of the head of the branch or representative office and his deputy, as well as the name, surname, patronymic, citizenship, place of residence of the deputy head, as well as the validity period of the agreement concluded in connection with state registration, *suspension and resumption of its activities*.

14.2.5. in non-governmental organizations and branches or representative offices of foreign non-governmental organizations - the composition and term of office of the executive bodies of the organization, *the expiration date of the permanent residence permit of the legal representative (representatives) of the organization who is a foreigner or stateless person*, the resolution of property issues of the liquidated organization in accordance with the procedure provided for [in the Civil Code](#) of the Republic of Azerbaijan, warnings made to the organization, instructions given and their implementation, as well as information ~~on the suspension and resumption of its activities.~~

14.3. *The information provided for in Article 14.1.9-1 of this Law shall be sent to the registration authority in accordance with the procedure established in [the Civil Code](#) of the Republic of Azerbaijan and [the Code of Execution of Sentences of the Republic of Azerbaijan](#).*

Article 14-1. Verification of information on beneficial ownership

14-1.1. *The body (institution) designated by the relevant executive authority shall submit the information entered in the register about the beneficial owner to the financial monitoring body within 5 working days.*

14-1.2. *The financial monitoring body shall ensure the verification of beneficial owner information included in the register by submitting requests to state bodies (institutions), as well as to persons with obligations established by the Law of the Republic of Azerbaijan “ [On Combating the Legalization of Property Obtained by Crime and the Financing of Terrorism](#) ”, persons providing audit services, non-governmental organizations and religious organizations, branches or representative offices of non-*

governmental organizations of foreign countries in the Republic of Azerbaijan, conducting research from open sources, as well as using the information provided for in Articles 14.1 and 14.2 of this Law.

14-1.3. In case of doubts about the accuracy of the information entered in the register, the financial monitoring body shall submit a request to the body (organization) designated by the relevant executive authority to obtain supporting documents regarding the information provided for in Article 5.3.2-3 of this Law regarding the beneficial owner of a legal entity. In this case, the body (organization) designated by the relevant executive authority shall require the legal entity to submit the relevant documents within 5 working days and shall submit them to the financial monitoring body within 3 working days from the date of submission of the documents.

14-1.4. If the financial monitoring body determines that the beneficial owner of a legal entity is a different person as a result of the analysis conducted on the basis of the documents submitted under Article 14-1.3 of this Law, it shall inform the body (organization) designated by the relevant executive authority about this. That body (organization) shall submit the information on the beneficial owner of the legal entity provided by the financial monitoring body to the legal entity. If the legal entity disagrees with the information provided, it shall submit additional supporting documents on its beneficial owner to the body (organization) designated by the relevant executive authority within 5 working days from the date of receipt of the relevant information, and that body (organization) shall submit these documents to the financial monitoring body within 3 working days.

14-1.5. If the financial monitoring body, as a result of the analysis conducted on the basis of additional supporting documents submitted under Article 14-1.4 of this Law, re-determines that the beneficial owner of a legal entity is a different person, the financial monitoring body shall inform the body (organization) designated by the relevant executive authority thereof. That body (organization) shall amend the register based on the information submitted and shall ensure that an extract containing information on the amended beneficial owner and a notification of amendment to the beneficial owner information are sent to the legal entity's electronic cabinet within 3 business days.

14-1.6. If a legal entity fails to submit additional supporting documents regarding the declared beneficial owner to the body (organization) designated by the relevant executive authority within the period specified in Article 14-1.4 of this Law, that body (organization) shall amend the register based on the information provided by the financial monitoring body and shall ensure that an extract containing information on the amended beneficial owner and a notification of amendment to the beneficial owner information are sent to the legal entity's electronic cabinet within 3 business days.

14.1-7. In the cases provided for in Articles 14-1.5 and 14-1.6 of this Law, a legal entity shall ensure that the person identified as the beneficial owner is informed thereof within 3 business days after receiving a notification of changes in the beneficial owner information.

Article 15. Extracts from the state register

15.1. After the information on each state-registered legal entity, as well as on the representative office or branch of foreign legal entities and the organizations established by a legal entity registered in the territory of the Republic of Azerbaijan, is entered into the state register, the documents submitted for state registration and entry into the state register are archived.

15.2. Each organization included in the state registration and (or) state register shall be issued an extract from the state register by [the relevant executive authority](#) of the Republic of Azerbaijan at the time of its state registration or inclusion in the state register .

15.3. An extract from the state register must be issued to the applicant no later than 3 days after the state registration of changes made to the constituent documents and subsequent changes to the facts recorded in the register.

15.4. The volume of information specified in the extract from the state register shall be determined by [the relevant executive authority of the Republic of Azerbaijan](#).

15.5. A person who has received an extract from the state register must check its accuracy and, if an error is detected, must inform [the relevant executive authority of the Republic of Azerbaijan about this within 3 weeks from the date of issuance of the extract](#). [The relevant executive authority](#) must check the information about the detection of that error and make appropriate corrections in the state register.

15.6. If information about any inaccuracies in the extract from the state register is not provided within the period specified in Article 15.5 of this Law, the entry in the state register (except for information on the founders (participants) of commercial legal entities and their shares in the authorized capital , *as well as beneficial owners*) shall be published in the official newspaper of the Republic of Azerbaijan.

15.7. Extracts from the state register (except for information on the founders (participants) of commercial legal entities and their shares in the authorized capital , *as well as beneficial owners*) *are also provided to third parties upon request*.

15.8. Extracts from the state register (except for information on the founders (participants) of commercial legal entities and their shares in the authorized capital , *as well as beneficial owners*) may also be provided in the form of copies of documents. Copies of documents are provided to other persons, except for state bodies and founders, upon payment of a fee.

15.9. Information on the founders (participants) of commercial legal entities and their shares in the authorized capital shall be provided upon request to the following:

15.9.1. to judicial, investigative and investigative bodies in cases and in accordance with the procedure established by law;

15.9.1-1. [To the body \(organization\)](#) designated by the relevant executive authority for the purposes of applying Articles 29.7 and 56.1 [of the Competition Code](#) of the Republic of Azerbaijan ;

15.9.1-2. [To the body \(organization\)](#) designated by the relevant executive authority for the purpose of implementing the duties established by the Law of the Republic of Azerbaijan “ [On Public Procurement](#) ” ;

15.9.2. To subjects of [operational-search activities](#) in the cases and in the manner prescribed by the Law of the Republic of Azerbaijan “ On Operational-Search Activities ” ;

15.9.3. In cases and in accordance with the procedure established by the Law of the Republic of Azerbaijan “ [On Combating the Legalization of Criminally Acquired Property and the Financing of Terrorism](#) ” , to the financial monitoring body , *supervisory bodies, as well as to persons who bear obligations in accordance with the procedure established by* [the relevant executive authority](#) ; ^[112]

15.9.3-1. [The Central Bank of the Republic of Azerbaijan, in accordance with the laws of the Republic of Azerbaijan “On the Central Bank of the Republic of Azerbaijan ”, “ On Banks ”, “On Insurance Activities”, “On Non-Bank Credit Institutions”, “On](#)

Credit Unions [“ On Currency Regulation ”](#), [“ On Securities Market ”](#), [“ On Investment Funds ”](#) and [“ On Payment Services and Payment Systems ”](#), shall issue a license (permit), maintain a register for the commencement of activities and exercise control;

15.9.4. To enforcement officers in the cases and in the manner prescribed by the Law of the Republic of Azerbaijan [“ On Enforcement ”](#) ;

15.9.5. To a lawyer in the cases and in the manner prescribed by the Law of the Republic of Azerbaijan [“ On Lawyers and Legal Activities ”](#) ;

~~15.9.5.1. To a notary in the cases and in the manner prescribed by the Law of the Republic of Azerbaijan [“ On Notary ”](#);~~

15.9.6. other founders (participants) of that commercial legal entity;

15.9.6-1. to the heirs of the founders (participants);

15.9.7. to third parties with the consent of the person about whom information from the state register is requested.

15.9-1. Information on the beneficial owner specified in Article 14.1.6-1 of this Law shall be provided to the financial monitoring body upon request in the cases and in the manner prescribed by the Law of the Republic of Azerbaijan [“ On Combating the Legalization of Property Obtained by Crime and the Financing of Terrorism ”](#) .

15.10. In addition to the information specified in Article 15.9 of this Law, the notary shall obtain the certificate of state registration and the charter of a commercial legal entity through electronic information systems based on an electronic request in accordance with the Law of the Republic of Azerbaijan [“ On Notary ”](#) .

Article 16. Deregistration of a legal entity, representative office or branch of a foreign legal entity

16.1. In order to include information on the fact that a legal entity is in the process of liquidation in the state register of legal entities, the liquidation commission (liquidator , liquidator) must apply [to the relevant executive authority](#) of the Republic of Azerbaijan with an application within 15 days from the date of its appointment .

16.1-1. The following documents shall be attached to the application referred to in Article 16.1 of this Law:

16.1-1.1. cancellation decision;

16.1-1.2. official statement confirming solvency;

16.1-1.3. A document and seal confirming the publication of the first information on the liquidation of a legal entity, the procedure and period for notifying creditors' claims in the printed publication where information on the state registration of legal entities is published in the Republic of Azerbaijan.

16.1-2. If the submitted documents do not contradict the requirements of Article 11.3 of this Law, a note on the legal entity being in the liquidation process shall be entered into the register within 5 days.

16.2. The liquidation commission (liquidator , liquidator) must submit the following documents [to the relevant executive authority](#) of the Republic of Azerbaijan within 10 days after the division or use of the remaining property for the removal of the legal entity from the state register : ^[121]

16.2.1. liquidation balance;

16.2.2. a report reflecting the plan for the division (use) of the residual property and a document confirming the provision of that property to the participants (in the case of a non-profit organization, its use in accordance with Articles 114.3, 116.3 and 117.7 of the Civil [Code of the Republic of Azerbaijan](#));

16.2.3. original of the registration certificate and charter (articles of association) of the legal entity, with a stamp stating "in the process of liquidation";

16.2.3-1. *a certificate issued by the relevant state archival service organization at the location of the legal entity confirming that the archival documents created as a result of its activities have been transferred to that state archival service organization;*

16.2.4. Certificate of the Central Bank of the Republic of Azerbaijan on the withdrawal of shares from circulation in joint-stock companies ;

16.2.5. In the event of liquidation of a legal entity in the form of reorganization, the transfer deed or division balance sheet together with the documents provided for in Articles 16.1-1.1, 16.1-1.3, 16.2.3 and 16.2.4 of this Law.

16.3. The application is signed and submitted by the founders or authorized members of the liquidation commission (*liquidator, liquidator*) .

16.4. The application shall be submitted together with a copy. The original of the application shall be kept by [the relevant executive authority of the Republic of Azerbaijan, and the copy shall be returned to the applicant with a note indicating the time of receipt of the original application by the relevant executive authority](#) of the Republic of Azerbaijan . The receipt of the application may also be confirmed in any other form.

16.5. After submitting the necessary documents on liquidation, [the relevant executive authority](#) of the Republic of Azerbaijan shall check the compliance of these documents with the requirements of the legislation and, if no deficiencies are found, shall make a decision to remove the organization from the register within 7 days from the date of receipt of the documents .

16.6. If a deficiency is found in the submitted documents, the persons who applied shall be informed in writing and requested to eliminate the deficiency.

16.7. After the deficiencies are eliminated, [the relevant executive authority](#) of the Republic of Azerbaijan shall, no later than the period specified in Article 16.5 of this Law, adopt a decision on the removal of the organization from the register and inform the persons who have applied about it. Relevant entries shall be made in the register on the liquidation of the organization. Legal entities removed from the state register, as well as branches and representative offices of foreign legal entities, may not operate.

16.8. If the institution is not informed about the elimination of deficiencies, it cannot be removed from the register ~~within 60 days~~ .

16.9. In the event of liquidation of branches or representative offices of foreign legal entities, the rules established by [the Civil Code](#) of the Republic of Azerbaijan and this Law for the liquidation of legal entities shall apply. Failure to extend the validity period of an agreement concluded in connection with the state registration of branches or representative offices of non-governmental organizations of foreign states in the Republic of Azerbaijan shall be the basis for the liquidation of that branch or representative office.

16.10. When a non-governmental organization of a foreign state merges with another organization, joins or is itself divided, or changes its organizational and legal form, its branch or representative office in the territory of the Republic of Azerbaijan shall be liquidated.

Article 17. Information on state registration

17.1. After a legal entity, a representative office or a branch of a foreign legal entity is registered and included in the state register, as well as when those state-registered entities or entries in the state register are canceled, the body (institution) determined by the relevant executive authority shall inform the body (institution) determined by the relevant executive authority .

17.2. The body (institution) designated by the relevant executive authority shall publish and (or) broadcast information on the suspension of the activities of a political party in the media within 3 days from the date of entry into force of the decision of the appellate court on the suspension of the activities of a political party, as well as information on the liquidation of a political party within 3 days from the date of entry into the state register of legal entities of the record on the liquidation of a political party.

Article 18. Transparency of the state register

18.1. Except for information on the founders (participants) of commercial legal entities and their shares in the authorized capital , *as well as beneficial owners , the register of members of political parties ,* each person has the right to familiarize himself with the entries in the state register, to request an extract from the state register and copies of documents submitted for registration. The relevant executive authority of the Republic of Azerbaijan shall provide information on the state registration or non-registration of a legal entity at the request of any interested person. *Information on the register of members of political parties shall be provided upon request in the cases provided for in Articles 15.9.1, 15.9.2-15.9.4 and 15.9.7 of this Law.*

18.2. Information on state registration and inclusion in the state register of legal entities, representative offices and branches of foreign legal entities, as well as other information, the publication of which is provided for by legislation in connection with the organization and activities of legal entities (except for information on the founders (participants) of commercial legal entities and their shares in the authorized capital , *as well as beneficial owners , and the register of members of political parties*) shall be published in the official state newspaper for general information.

Chapter IV FINAL PROVISIONS

Article 19. Liability for violation of this Law

Violation of the requirements of this Law shall entail liability in accordance with the legislation of the Republic of Azerbaijan.

Article 20. Entry into force of the Law

20.1. This Law shall enter into force on the date of its publication.

20.2. The requirements of this Law do not apply to legal entities whose procedure for state registration and inclusion in the state register is regulated by a special legislative act.

20.3. Registration documents of legal entities registered in other state bodies before the entry into force of the Law of the Republic of Azerbaijan [No. 17-IQ dated February 6, 1996 "On State Registration of Legal Entities"](#) shall be submitted by the bodies that registered them to [the relevant executive authority](#) of the Republic of Azerbaijan within 1 year from the date of entry into force of this Law . These documents may also be submitted by those legal entities or their founders.

20.4. Within 6 months after the entry into force of this Law, all legal entities, representative offices or branches of foreign legal entities must submit information about their legal representatives [to the relevant executive authority of the Republic of Azerbaijan, if this information has not been submitted previously.](#) ^[135]

20.5. From the date of entry into force of this Law, the Law of the Republic of Azerbaijan No. 17-IQ dated February 6, 1996 "On State Registration of Legal Entities" shall be deemed to have lapsed.

Ilham ALIYEV,
President of the Republic of Azerbaijan

Baku, December 12, 2003

No. 560-IIQ