

Kingdom of Cambodia
Nation – Religion – King

Ministry of Commerce
No. 2868 MOC

Notification
On
The Procedure and Formality for Commercial Registration at
Municipal – Provincial Commercial Branch Centers

Location

Office of the Commercial Registration Branch Center is located in the Municipal – Provincial Commercial Branch or other places within the Municipal – Provincial territory as determined by the Minister of Commerce.

Commercial Registration at Municipal – Provincial Commercial Branch Center

All Co-Proprietorship companies, Companies Limited, Sole-Proprietorship, Branch Office, Office of the Representative which located within the territory (of that center) is able to obtain full Commercial Registration from the Ministry of Commerce by presenting their applications for Commercial registration at the Commercial Registration Branch Center.

Applicant for Commercial Registration has right to decide on the form of enterprise of which they wish to register.

Forms of the enterprises are of the followings:

- Sole-proprietorship
- Co-proprietorship
- Sole-proprietorship limited enterprise
- Private limited company
- Public limited company
- Branch of Foreign Company
- Representative Office of the foreign company
- Branch of Cambodian Company

Firstly, all enterprises have to obtain proper Application Form from the Office of Commercial Registration Branch Center where information on the procedure for Commercial Registration has been provided.

The distinguishing of Small Enterprises

Small enterprises of which its operation is not considered under Real Regime (Referring to: Regulation (Prakas) No. 795 of the ministry of Economy and Finance on the Determined Number), however in the Lump Sum Regime (Referring to: Circulation No. 006 SCN.SHV.PD, dated March 20, 2007) this kind of enterprises needs to apply for the Business Permit of the Provincial Commercial Branch or One Stop Service (No requirement to register with the Ministry of Commerce) its business located in the vicinity of Municipal - Provincial territory.

Procedure for Name Search

All enterprises applied for Commercial Registration has to be subjected to name search to ensure that, the selected name is not currently used or similar to the name already registered in the Commercial Register or contained in the List of Reserved Names.

Name Search can be conducted via telephone or facsimile from the Commercial Branch Center to the Office of Commercial registration of the Business Registration Department of the Ministry of Commerce.

The Last Search will be done while all original documents have arrived the Office of Commercial Registration of the Business Registration Department of the Ministry of Commerce.

Application Form and other Templates

After conducting Name Search, an enterprise has been provided the Application Form specialized for the type of that enterprise. Application Form has to be the same as the Form which has been used at the Commercial Registration Office of the Business Registration Department of the Ministry of Commerce.

In the case of application of Company Limited, officials of the Office of Commercial Registration Branch Center will provide that enterprise a template of Articles of Incorporation in the copied form or electronic form (based on the request of the applicant) and also explain the applicant about the procedure concerning this document.

Procedure and documents required for Commercial Registration

For Company Limited, procedure for Commercial Registration shall be subjected to contents of the Law on Commercial Rules and Register, Law on the Amendment of Law on Commercial Rules and Register, Law on Commercial Enterprises; Inter-Ministerial Regulation (Prakas) No. 679 SHV dated August 07, 2007 on the Administrative Fee for Commercial Registration and Announcement No. 1414 MOC /

SM 2006 dated June 20, 2006 on the Documentary Requirement for Commercial Registration.

Applied Enterprise has to submit all concerned documents to the Office of Commercial Registration Branch Center.

In compliance with Article 25 of the Law on Commercial Rules and Register, Law on the Amendment of Law on Commercial Rules and Register, if the documents are not sufficient, the enterprise will be granted 15 days (fifteen) grace period for rectification and supplements, and required to send back the sufficient documents to the Office.

Official of the Registration Office will examine Articles of Incorporation and Application Form, if she/he realizes that, these documents are sufficient, he/she has to invites the applicant to the Director's Office to pay proper Administrative Fee for Commercial Registration.

Administrative Fee for Commercial Registration

Upon payment of fee, Name of Applicant and Record of Payment have been recorded into Book of Receipts, and Registrar has to advise the applicant on the time to return for collecting Registration Certificate and Business Permit.

Applicant has to be granted receipt of payment and retain it as a proof of sufficient payment of Administrative Fee for Commercial Registration.

Enterprise has to pay Registration Fee in accordance with the contents of Inter-Ministerial Regulation (Prakas) No. 679 SHV dated August 07, 2007

Administrative Fees which have collected at Commercial Registration Branch Center shall be sent to the Business Registration Department in order to pay into State Budget.

Signature to prove the receiving for documentary purpose

In addition, the applicant has been requested to sign on the receipt for documentary purpose of the application. If the applicant is a facilitator for enterprise, Director or Shareholder (for company) or general co-proprietors (for Co-Proprietorship) or Manger (if it is a Representative or Branch Office), that applicant has to come to the Office of Commercial Registration 01 day (one) after payment of Administrative Fee for Commercial Registration and after the submission of all concerned documents.

Receipt for the submission of documents has to be signed by the Chief of Office of the Commercial Registration Branch, then Cashier of the Director will stamp, sign, recording date and includes those receipts into state budget.

Numbering Records and dated number of Commercial Register

File of sufficient documents has been sent to the registrar in order to terminate the examination process. After completing the examination process, Registrar has made numbering records in the chronicle and manually provided Numbering Identification. These procedure is conducted via telephone or E-mail communication with Registration Office of the Business Registration Department of the Ministry of Commerce. Those numbers issued by the Official of the Office of Commercial Registration of the Business Registration Department of the Ministry of Commerce and have been recorded in the Record Book which has been kept in this office. Chronicle numbers are serial numbers and ID number of a company will be recorded and used it in accordance with the Type of that enterprises.

Chronicles number of Registration

These numbers are displayed under the form of XXX/YY of which XXX is the serial number of registration within the year. Number YY represents the year, for example 07 is referred to Year 2007.

Commercial Registration Identification Number

These numbers are displayed under the form WWWW/ZZQ of which WWWW is the serial number of the Type of Registration within the year. This number is used for Company Limited (both Private and Public Limited). There is a serial number for Representative Office or Company Branch, and another number for Sole-proprietorship. For section ZZQ, ZZ has two digits represents the year, for example 07 is referred to year 2007. As for Q section, this is the number represents a code of Commercial Registration Office among the followings:

Type (As per section 4 of Application)	Code used in the number of Commercial Registration
General Co-proprietorship	P = Cambodian nationality E = Foreign nationality
Private Company Limited	
Sole-proprietorship Limited	
Public company Limited	
Sole-proprietorship	I = Cambodian nationality IE = Foreign nationality
Branch / Representative Office	B

Temporary Commercial Registration Permit

Upon issuing the Chronicle number and Commercial Registration number and after recording it on the Application, Registrar has to include information of this enterprise which is contained in the application form into the MS excel macro format in order to be able to issue Temporary Commercial Registration Permit under the print-able type. This temporary permit specifies important contents of the application for

Commercial Registration. Draft of this temporary commercial registration permit has to be sent together with other original documents to the Business Registration Department of the Ministry of Commerce and also sent via E-mail to the Commercial registration Office of the Business Registration Department.

Approval of the Director of the Provincial Commercial Branch

Temporary Commercial Registration Permit is valid for the period of one month and signed and stamped by the Director of the Provincial Commercial Branch before all documents being sent to the Business Registration Department of the Ministry of Commerce.

The sending of documents and Administrative Fee to the Ministry of Commerce

Means of transporting documents and Administrative Fee for Commercial Registration to the Commercial registration Office of the Business Registration Department will be conducted based on the ability of individual Commercial Registration Branch Center or made through the Registrar who regularly travels to Phnom Penh. The sending of information from Commercial Registration Branch Center to the Business Registration Department can be made via network of internet through scanning and E-mail process.

All documents have to be sent to the Business Registration Department of the Ministry of Commerce.

Commercial Registration Certificate and Commercial Registration Permit

Commercial Registration Certificate and Commercial Registration Permit from the Ministry of Commerce have to be collected and sent through different transport abilities or through the Registrar of the Ministry of Commerce to the Municipal - Provincial Commercial Branch.

Information to the enterprise

Applied enterprise can return to collect Commercial Registration Certificate and Commercial Registration Permit on the agreed date or through the information made by phone.

Other operations made at the Office of the Commercial Registration Branch Center

The other registrations which are usually made at the Commercial registration Office in Phnom Penh also can be made at the Office of the Municipal - Provincial Commercial Registration Branch Center. Formalities to undertake these operations are of the followings:

Amendment of Articles of Incorporation

While company limited needs to amend its Articles of Commercial Incorporation, the company has to submit to the Commercial Registration Branch Center the required documents and payment of Administrative Fee in accordance with Inter-Ministerial Regulation (Prakas) No. 679 SHV dated August 07, 2007.

Dissolution of the incorporation

While the company wishes to cancel its name from the Commercial Register, the company has to submit to the Commercial Registration Branch Center the application for Cancellation the name of the Company from the Commercial Register. Document Form "D" needs to be used.

Annual Declaration of the Company

Form used for the Annual Declaration of Commercial Enterprise is the same as Form of Annual Declaration used at the Annual Declaration Office of the Business Registration Department.

In compliance with the Regulation (Prakas) of the Ministry of Commerce No. 149 dated July 05, 2006, all companies registered with the Ministry of Commerce have to fulfill Annual Declaration.

This Annual Declaration has to submit to the Office of the Commercial Registration Branch Center or Annual Declaration Office of the Business Registration Department of the Ministry of Commerce.

Phnom Penh, November 30, 2007

**Senior Minister
Minister of Commerce
Acting Minister
Signature and Seal**

KEM SITHAN

Copies confirmed to:

- *Cabinet of Samdech Aka Mohasena Padei Decho Hun Sen.*
- *Cabinet of H.E Deputy Prime Minister SAR KHENG.*
- *Cabinet of H.E Deputy Prime Minister HOR NAMHONG.*
- *Council of Ministers.*
- *Council for the Development of Cambodia.*
- *Ministry of Industry, Mines and Energy.*
- *Ministry of Economy and Finance.*
- *Ministry of Interior*
- *All Municipal - Provincial Halls.*
- *Municipal - Provincial Commercial Branch*
- *As per Article 10 "for implementation".*
- *ADB TA 4786-CAM*
- *Royal Gazette.*
- *Documents – Chronicles*

**Procedure for Business Registration at
Commercial Registration Branch of
Municipal - Provincial Level**

**Annex
of
Procedure and Formality Check
for Commercial Registration at
Municipal - Provincial Level**

