

LAW
OF THE REPUBLIC OF ARMENIA
(Law edited by HO-127-N of 19 March 2012)

Adopted on 3 April 2001

**ON STATE REGISTRATION OF LEGAL PERSONS, STATE RECORD-REGISTRATION
OF SEPARATED SUBDIVISIONS, INSTITUTIONS OF LEGAL PERSONS AND
INDIVIDUAL ENTREPRENEURS**
(title edited by HO-127-N of 19 March 2012)

CHAPTER 1

GENERAL PROVISIONS

Article 1. Scope of the Law

1. This Law shall regulate the relations arising in the field of state registration and state record-registration, shall define the special aspects of administrative proceedings related to state registration and state record-registration, competence of the body carrying out state registration and state record-registration, volume of information maintained in the State Unified Register, and conditions of and procedure for providing information.

2. The special aspects of state registration of banks, credit organisations, investment companies, corporate investment funds, investment fund managers, regulated market operators, securitisation funds, Central Depository, as well as insurance companies, re-insurance companies and the Bureau of Insurance Companies Carrying out Compulsory Motor Third Party Liability Insurance, pension fund managers, and

branches and representative offices of such organisations, institutions, as well as branches and representative offices of similar international organisations, shall be prescribed by other laws.

3. Contractual investment funds, the rules whereof have been registered by the Central Bank of the Republic of Armenia, as prescribed by the Law of the Republic of Armenia “On investment funds”, shall be subject to state record-registration in the Republic of Armenia, the procedure and conditions whereof shall be prescribed by the Government of the Republic of Armenia.

4. This Law shall not apply to state registration of communities considered to be legal persons.

5. Registration of the right of pledge to the shares of participators of limited liability companies shall be carried out as prescribed by the Law of the Republic of Armenia “On registration of secured rights to movable property”.

(Article 1 supplemented by HO-266-N of 17 December 2014)

Article 2. Legislation on state registration and state record-registration

1. Legal relations arising in the field of state registration and state record-registration shall be regulated by the Civil Code of the Republic of Armenia, this Law, the Law of the Republic of Armenia “On fundamentals of administrative action and administrative proceedings”, other laws and legal acts.

2. Where specific laws pertaining to separate types of legal persons define longer time limits for state registration or state record-registration, volume of documents required for state registration and state record-registration, procedure for registration other than those prescribed by this Law, the provisions established in those laws shall apply.

3. The requirements prescribed by the second sentence of part 2 and the first sentence of part 3 of Article 5 of the Law of the Republic of Armenia “On state administration institutions” shall not apply to the functions of state registration, state record-registration or to those of providing information as prescribed by this Law.

Article 3. Main concepts used in the Law

1. The following main concepts shall be used in this Law:

(1) *(point repealed by HO-176-N of 19 October 2016)*

(2) “**electronic carrier**” shall mean a magnetic disk, magnetic tape, laser disk, semiconductor and other tangible carriers used for recording and storing information through electronic or other technical media;

(3) “**agency**” shall mean a body carrying out state registration of legal persons, state record-registration of separated subdivisions, institutions of legal persons and individual entrepreneurs;

(4) “**service office**” shall mean a division or separate seat of an agency which carries out admittance of applications for the performance of functions of a registry for state registration of legal persons, state record-registration of separated subdivisions, institutions of legal persons, and persons placed on record-registration as individual entrepreneurs, and provision of documents drawn up as a result of performance of these functions, and, in cases provided for by the legislation, provision of primary consultation to the applicants on the procedure of registration;

(5) “**code**” shall mean a combination of numbers and letters, which is given to an applicant, and through which it is possible to track the relevant application and receive its results, including the electronic document certifying the registration or record-registration, or the text of rejection of the registration or record-registration;

(6) “**information system**” shall mean a system for preparation, delivery, receipt, storage or other type of hardware and software processing of electronic documents, as well as a system for maintenance of the State Unified Register, through which the agency carries out state registration and state record-registration;

(7) “**State Unified Register (also referred to as “Register”)**” shall mean an electronic document which contains information on legal persons registered in the Republic of Armenia, all separated subdivisions and institutions — placed on record-registration — of legal persons of the Republic of Armenia and foreign legal persons, as well as on persons placed on record-registration as individual entrepreneurs in the Republic of Armenia;

(8) “**fee**” shall mean a sum of money which, in cases provided for by this Law, is paid for supplementary services delivered by the Ministry of Justice of the Republic of Armenia;

(9) “**recording**” shall mean a process of adding or supplementing information in the Register, which includes adding and supplementing the information on changes in the information already recorded;

(10) “**state registration**” shall include state registration of legal persons, state registration of changes and state registration of liquidation;

(11) “**state registration of a legal person**” shall mean recognition by the State of the legal capacity of a newly established legal person;

(12) “**state registration of changes**” shall mean recognition by the State of any change in information recorded in the Register;

(13) “**state registration of liquidation**” shall mean recognition by the State of the fact of termination of existence of the legal person;

(14) “**state record-registration**” shall mean state record-registration of individual entrepreneurs and state record-registration of separated subdivisions and institutions of legal persons;

(15) “**state record-registration of an individual entrepreneur**” shall mean recognition by the State of the passive legal capacity and active legal capacity of a natural person as an individual entrepreneur, as well as recognition by the State of changes in information on the individual entrepreneur made in the Register;

(16) “**state record-registration of a separated subdivision of legal persons**” shall mean recognition by the State of existence of a newly established separated subdivision or institution of a legal person;

(17) “**authorised capital**” shall mean the minimum amount of a company’s property guaranteeing the interests of creditors prescribed for different types of legal persons;

(18) “**participator**” shall mean a person having the right of ownership to a share in the authorised capital of a legal person, or a member of a non-governmental association or of a union of legal persons;

(19) “**founder**” shall mean a natural person or a legal person having — prior to the state registration of the legal person — participated in the founding meeting of the legal person and having taken a decision on founding a legal person;

(20) “**official website of the agency**” shall mean the website available at <http://www.e-register.am> Internet address;

(21) “**official website for public notifications of the Republic of Armenia**” shall mean the website available at <http://www.azdarar.am> Internet address;

(22) “**Commission**” shall mean the State Commission for the Protection of Economic Competition of the Republic of Armenia.

(Article 3 amended by HO-176-N of 19 October 2016)

CHAPTER 2

OBJECTIVE AND PRINCIPLES OF STATE REGISTRATION AND STATE RECORD-REGISTRATION

Article 4. Objective of state registration and state record-registration

1. The objective of state registration and state record-registration shall be to contribute, through collection, processing and provision of information, establishment of legal facts, as well as through other actions provided for by law, to the following:

- (1) protection of rights and interests of founders, participators, members of management bodies of commercial organisations, persons having legal relations with commercial organisations;
- (2) protection of rights and interests of participators, beneficiaries, donors of non-commercial organisations;
- (3) development of efficient policy in the economic, social and other sectors by state and local self-government bodies.

Article 5. Presumption of reliability of information submitted to the Agency

1. Information submitted by a person having applied for state registration or state record-registration shall be considered to be reliable by the Agency, except for cases provided for by part 3 of this Article.

2. The Agency, except for cases provided for by this Law, shall not carry out verification of accuracy of information submitted to the Agency and shall not bear liability for any potential damage resulting therefrom. Limitation of liability provided for by this part shall not cover cases when the employee of the Agency was aware or was obviously obliged to be aware of the documents being false.

3. Information submitted to the Agency by persons may be considered as unreliable, where it is attested by a proof or information submitted by other persons.

4. The applicant shall — as prescribed by the legislation of the Republic of Armenia — bear liability for providing incorrect information, as well as for the damage resulting from the incorrect information provided thereby.

Article 6. Publicity of data stored in the Register

1. Information maintained in the State Unified Register shall be public, except for passport data of natural persons, information on their social card number and addresses of their place of residence.

2. Information as well as excerpts from the Register shall be provided as provided for by this Law.

Article 7. Principle of uniformity of the registration system

1. There shall be a uniform system of state registration and state record-registration in the Republic of Armenia. State registration and state record-registration, for the purpose of engaging in activity in any place within the Republic of Armenia, may be carried out from any service office of the Agency or through any authorised person performing functions of a service office provided for by this Law, as well as online.

Article 8. Principle of updating the data in the Register and that of mutual assistance

1. Where the data stored in other databases maintained by the Republic of Armenia are subject to recording in the Register as well, in case of change in information recorded in other databases the relevant information shall also be automatically

updated in the database of the Agency without a supplementary application or request of the person.

2. The list of relevant databases and that of data subject to automatic updating shall be prescribed by the Government of the Republic of Armenia based on the technical capacity for such updating.

Article 9. Electronic nature of the Register and registration

1. Processes of state registration and state record-registration in the Agency shall be fully electronic.

2. Documents pertaining to functions performed by the Agency, including the excerpts provided from the Register, decisions on rejection of state registration and state record-registration and other documents shall be prepared in the form of electronic documents.

3. Electronic documents shall be sent to the e-mail address provided by the applicant, and shall also become available on the Internet, provided that the relevant code is entered into the information system.

4. Upon request of the applicant, upon payment of the fee in the amount fixed by the Government of the Republic of Armenia and without payment in cases prescribed by part 5 of this Article, the person shall be provided with the printed copy (copy) of the electronic document. In this case, authenticity of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency.

5. Upon request of the applicant — an authorised person of the legal person or a person placed on record-registration as an individual entrepreneur — for each case of state registration and state record-registration, as well as once a year, the certified paper copy of the electronic documents and of the excerpt from the Register shall be provided free of charge.

Article 10. State duty and supplementary functions performed by the Agency against payment

1. State duty shall be charged for carrying out state registration, state record-registration activities and for delivery of other services provided for by this Law in the manner and in the amount prescribed by the Law of the Republic of Armenia “On state duty”.

2. Relevant fees may be fixed for carrying out state registration or state record-registration within time limits shorter than those prescribed by law, as well as for non-mandatory functions for the exercise of the rights of persons. The complete list of the types of paid services and conditions thereof, as well as the amount of the relevant fee shall be prescribed by the Government of the Republic of Armenia.

3. In particular, the non-mandatory functions for the exercise of rights of persons, as provided for by part 2 of this Article, shall be provision of approved paper copies of electronic documents, preparation and review of the originals of charters or the certified paper copies thereof in a number exceeding the required minimum quantity, assistance in providing electronic digital signatures, etc.

CHAPTER 3

***THE SYSTEM OF STATE REGISTRATION
AND STATE RECORD-REGISTRATION BODIES***

Article 11. The Agency

1. State registration and state record-registration shall be carried out by the Agency.
2. The Agency shall be headed by the Head of the Agency.

3. The Head of the Agency shall be appointed to and dismissed from office by the Minister of Justice of the Republic of Armenia as prescribed by law.

4. The Agency shall operate on the basis of the Constitution of the Republic of Armenia, international treaties of the Republic of Armenia, this Law, other laws and legal acts of the Republic of Armenia, and the charter approved by the Government of the Republic of Armenia.

5. Expenses related to activities of the Agency shall be financed from the funds of the State Budget, as well as from extra-budgetary fund and other resources not prohibited by law.

6. Structure of the Agency shall be approved by the Government of the Republic of Armenia.

Article 12. Functions of the Agency in organising state registration and state record-registration

1. The Agency shall:

(1) organise and carry out the processes of state registration and state record-registration;

(2) publish information on registration and liquidation of legal persons on the official website for public notifications of the Republic of Armenia as prescribed by the Government of the Republic of Armenia;

(3) maintain the State Unified Register of Legal Entities;

(4) provide — in the manner prescribed — information from the State Unified Register, as well as copies of the charters of legal persons;

(5) maintain the official website for public notifications of the Republic of Armenia;

(6) carry out record-registration of mass media in cases and in the manner prescribed by law;

(7) exercise other powers prescribed by the legislation of the Republic of Armenia.

2. The Agency shall be obliged to provide conditions for persons to familiarise themselves with the laws and other legal acts related to the activities of the Agency. For this purpose, all legal acts regulating the process of state registration and state record-registration shall be available in all service offices and shall be posted on the official website of the Agency.

3. Functions of service offices of the Agency may be performed by notaries public, advocates, offices of advocates and other persons on the basis of a contract concluded in cases and in the manner prescribed by the Government of the Republic of Armenia.

Article 13. Ministry of Justice of the Republic of Armenia

1. The Ministry of Justice of the Republic of Armenia shall — through the Head of the Agency — organise and carry out methodological management of the activities of the Agency.

2. The Ministry of Justice of the Republic of Armenia shall:

(1) approve the procedure for making use of information from the State Unified Register, including the forms of excerpts provided from the State Unified Register;

(2) approve standard forms of the documents used for state registration and state record-registration;

(3) prescribe the procedure for maintaining and storing archive files of legal persons and persons placed on record-registration as individual entrepreneurs;

(4) approve the procedure for hearings in registration proceedings and for applying written procedure;

- (5) approve, in cases prescribed by law, forms of annual reports submitted by legal persons to the State Register and the procedure for submission thereof;
- (6) carry out examination of administrative appeals brought against the Agency by way of superiority;
- (7) carry out supervision over the exercise of functions of state registration and state record-registration;
- (8) represent the Agency in the administrative court and courts of the Republic of Armenia during the examination of appeals brought against the actions or omissions of the Agency;
- (9) exercise other powers prescribed by the legislation of the Republic of Armenia.

CHAPTER 4

SPECIAL ASPECTS OF ADMINISTRATIVE PROCEEDINGS RELATED TO STATE REGISTRATION AND STATE RECORD-REGISTRATION

Article 14. Procedure for applying to the Agency

1. The day of submitting documents to the Agency shall be the date of receipt of the application by the Agency.
2. Applications and documents, appended to the applications, may be submitted to the Agency in the form of an electronic document, as well as on paper as prescribed by this Law and in cases prescribed by the Government of the Republic of Armenia.
3. Economic operators applying for state registration or state record-registration, within the meaning of the Law of the Republic of Armenia “On protection of economic competition”, prior to applying in the manner prescribed by this Law, shall be obliged to submit to the Commission a declaration on pooling in cases provided for by Articles 8 and 9 of the Law of the Republic of Armenia “On protection of economic competition”.

4. The obligation of submitting the document certifying the payment of the state duty shall be considered as duly fulfilled, where the applicant:

- (1) submits the copy of the receipt or the payment order issued by the bank or other organisation providing payment and settlement services;
- (2) submits the corresponding code certifying the transfer to the relevant treasury account, issued by the organisation providing payment and settlement services, or
- (3) makes payment by entering data of the plastic card or the virtual card into the information system.

5. Where an authorised person applies to the Agency for state record-registration or state registration in cases provided for by this Law, the documents provided for by law shall be submitted with the relevant power of attorney and personal identification document appended thereto. Notary certification of the power of attorney shall not be required.

Article 15. Submission of documents to the Agency

1. Documents submitted to the Agency must meet the following requirements:

- (1) pages of the document, including those of the copy of the document, submitted on paper having more than one sheet, must be numbered and bound ensuring wholeness of the document;
- (2) documents must include indications of the year, month and day of drawing up thereof;
- (3) documents must not contain erasures or significant damages, additions, blank and unfilled spaces intended for further completion, or any corrections without explanatory notes;
- (4) the text in the documents must be written in a clear, distinct and legible way;

(5) the texts of the documents simultaneously submitted in Armenian and in a foreign language must be produced in sequence or in parallel columns, provided that in case of placing the texts in sequence Armenian text is placed on the top; moreover, in case of contradictions between the texts Armenian text shall prevail;

(6) documents must contain an indication with regard to the approval thereof or must be drawn up together with the approving document in the form of one document;

(7) charters (amendments to the charter) must contain an indication with regard to the approval, number of submitted copies and reference number of the copy. An amendment to the charter or new edition of the charter must also contain an indication with regard to the data on state registration of the legal person and the day of state registration of the last charter having undergone state registration;

(8) the copy of the document submitted by the legal person must meet the requirements prescribed by points 1-7 of part 1 of this Article and must be certified by the head of the executive body of the legal person, unless another procedure for certification is prescribed by the Civil Code of the Republic of Armenia, this Law and other laws. The copy must contain the year, month, date of certification, signature of the head of the executive body. The copy of the document submitted by a person placed on record-registration as an individual entrepreneur must be certified by the person submitting the documents as prescribed by this point.

Article 16. Electronic submission of documents to the Agency

1. Electronic documents shall be prepared and submitted through the information system. Taking into account the special aspects of electronic documents, the requirements set for the documents submitted through the information system must meet the requirements of Article 15 of this Law.

2. The procedure for submitting copies of documents through the information system to the Agency for preliminary examination shall be prescribed by the Government of the Republic of Armenia.

Article 17. Requirements set for the content of documents submitted to the Agency for the process of state registration or state record-registration

1. The application submitted to the Agency for state registration or state record-registration must contain:

- (1) first name, last name of the applicant (full name — in case of a legal person);
- (2) passport or identification card (hereinafter referred to as “passport”) data, address of the place of residence or registration of the applying natural person; registration number and registered office of the legal person;
- (3) an indication that the application is submitted to the Agency;
- (4) the request set forth;
- (5) the list of documents appended to the application;
- (6) the year, month and day of drawing up the application;
- (7) the signature of the applying natural person or the signature of the head of the executive body or the authorised person of the legal person.

2. The requirement for submission of the application shall be considered to be duly fulfilled also in case when the person submits to the Agency the information necessary for filling out the application or documents containing that information (passport, social card or an indication on declining the social card and the reference number of the relevant statement of information) and signs the application prepared by the Agency.

3. In case of electronic submission — through the information system — of the documents necessary for state registration or state record-registration, the requirement for submission of the application shall be considered to be fulfilled, where the person enters the necessary information into the information system via the Internet and approves the document by an electronic signature.

4. The list of supplementary data to be entered in the applications submitted in accordance with this Law — depending on the type of action requested — shall be prescribed by the Government of the Republic of Armenia, which, however, may not be more than data necessary to identify the applicant, as well as data for preparing the documents required for state registration and state record-registration.

5. Where a requirement for submission of a decision by the authorised or other body is stipulated for carrying out any record-registration or registration, these decisions may have the following forms:

(1) a protocol (hereinafter referred to as “Protocol”) of a sitting, assembly, congress (hereinafter referred to as “sitting”) or that of another authority prescribed by law or the charter of the legal person;

(2) a decision, where the powers to adopt decisions on the given issue (issues) are — by law or by the charter of a legal person — reserved to one person. Where the powers to adopt decisions on the given issue (issues) are — by law or by the charter of a legal person — reserved to one legal person, these decisions may have one of the forms provided for by points 1-4 or 7 of this part;

(3) a joint decision, where the powers to adopt decisions on the given issue (issues) are — by law or by the charter of a legal person — reserved to two or more persons or bodies;

(4) an order;

(5) a court decision;

- (6) a court judgment;
 - (7) other forms prescribed by law.
6. The Protocol must contain information:
- (1) on the day and place of convening the sitting;
 - (2) on the day of drawing up the Protocol;
 - (3) on persons having the right to participate in the activities of the sitting (including those having the right to vote) (unless otherwise provided for by laws on legal persons having a specific organisational and legal form);
 - (4) on persons having participated in the activities of the sitting (unless otherwise provided for by laws on legal persons having a specific organisational and legal form);
 - (5) on the agenda of the sitting;
 - (6) on issues put to vote, results of the voting, decisions adopted;
 - (7) other information, where such a requirement is prescribed by laws on legal persons having a specific organisational and legal form, other laws or charter of the legal person.
7. Excerpts from the Protocol must contain all the information prescribed by part 6 of this Article, except for information prescribed by points 5 and 6 of the same part, which may be partially included in the excerpt. Excerpts must contain information on persons having signed the Protocol (including persons having submitted a special opinion).
8. Where submission of a copy of any document is required by law, authenticity of the copy with the original must be attested by the signature of the head of the executive body of the legal person with an indication of the date of signature or through a notary procedure.

9. Where a person uses the standard forms provided for by part 11 of this Article while submitting documents to the Agency, the requirement for submission of the relevant documents shall be considered to be fulfilled, when a person submits to the Agency the information required for filling out the standard forms, and when the documents are signed by relevant persons provided for by law. By signing the mentioned documents, persons unconditionally waive the right to bring any claim against the Agency, the Ministry of Justice of the Republic of Armenia or the Republic of Armenia with regard to the wordings and content of the documents.

10. Where a person uses the standard forms of the documents provided for by part 11 of this Article while inputting the documents directly into the information system through the official website of the Agency on the Internet, the requirement for submission of the documents shall be considered as duly fulfilled, when a person enters — through the official website — the necessary information directly into the information system, and relevant persons provided for by law approve the submitted documents by electronic signatures. By signing the mentioned documents, persons unconditionally waive the right to bring any claim against the Agency, the Ministry of Justice of the Republic of Armenia or the Republic of Armenia with regard to the wordings and content of the documents.

11. Standard forms of documents necessary for state registration and state record-registration, as well as those of the charter and the procedure for filling them out, shall be prescribed by the Minister of Justice of the Republic of Armenia. The Agency shall provide the standard forms to persons in the service office. They must also be introduced into the information system for the purpose of preparing electronic documents in the service office by an employee of the Agency, as well as by any other person via the Internet.

12. Documents not meeting the requirements of this Article — except for cases prescribed by Article 19 of this Law — shall be returned by the Agency without consideration.

Article 18. Providing assistance to persons applying for state registration and state record-registration

1. Where the list of the documents, submitted together with the application, is not complete, the Agency shall recommend the applicant to make that list complete in the manner and within the time limit prescribed by this Law.
2. The Agency shall be obliged to give clarifications to natural persons with regard to their rights and responsibilities related to the matter raised in the application in connection with the state registration and state record-registration, and to provide support in formulating the application.
3. Where an applicant chooses to use standard texts, templates, samples established on the basis of this Law, the employees of the Agency shall be obliged to assist a citizen in filling out the forms and also in preparation thereof — in case they are to be filled out through the information system — based on the information and documents provided by the applicant.

Article 19. Elimination of inaccuracies existing in the file in the course of state registration and state record-registration proceedings

1. In case of detecting errors, erasures, scratch-outs, misprints in the documents submitted by the applicants for state registration or state record-registration, the Agency shall be obliged to bring them to the attention of persons submitting those documents for the purpose of correcting them.
2. Where there are errors of a formal nature in the application or in the documents appended thereto that may be corrected, the employee of the Agency shall point them out to the applicant by giving the latter an opportunity to correct those errors.
3. Provisions of parts 1 and 2 of this Article shall not apply to correction of such errors, erasures, scratch-outs, misprints or elimination of other inaccuracies, the right

to correction or elimination whereof is reserved by law to bodies having adopted or issued those documents.

Article 20. Special aspects of hearings during state registration

1. State registration proceedings shall, as a rule, be carried out without hearings, by adopting decisions through examination of submitted documents.

2. Hearings shall be held during the registration process, where there is a written application of another person or other information with a reliable source, which disputes the existence or authenticity of any fact essential for state registration, except for cases provided for by part 23 of this Article. Hearings may be held based both on an application of any person and the relevant decision of the Agency.

3. During hearings, no factual circumstances except those material to state registration proceedings may be established or made a subject of discussion.

4. In case of existence of grounds for holding hearings, the Agency shall adopt a decision which must contain grounds for holding hearings, the scope of the facts to be established through hearings, the place, month, day and time of holding hearings.

5. As of the moment of adoption of the decision on hearings the time period of registration prescribed by law shall be suspended for not more than twenty days, which may be extended also for ten days, where it has not been possible to establish the disputed circumstances within a twenty-day period. In this case a reasoned decision shall be adopted.

6. The decision on holding hearings shall be prepared as an electronic document and shall be sent to the e-mail address of the applying person. Where an application of a person has served as a basis for holding hearings, the decision shall also be sent to the e-mail address of the given person. The decision shall also be published on the official website for public notifications of the Republic of Armenia.

7. The following shall be participants of hearings:
 - (1) a person having applied for state record-registration or state registration, a person having filed an application provided for by part 2 of this Article;
 - (2) third persons, i.e., those person whose rights or lawful interests may be touched upon during hearings;
 - (3) other persons, i.e., witnesses, experts, translators.
8. Hearings shall be open, and any person may be present at hearings.
9. The Agency — based on the principle of efficiency — shall be entitled to remove any person from the hearings where it finds that the rights of the given person will not be affected by the hearings, and that the presence of the given person at the hearings will hinder the normal process of the hearings.
10. Hearings must be held within the time period specified in the decision on the hearings, which, however, may not be held later than within a five-day period after adoption of the decision on hearings.
11. Failure by any person to attend hearings— irrespective of the cause — shall not be a ground for postponing the hearings.
12. Hearings shall be held in the form of a sitting. Hearings must be concluded within one sitting. Where the sitting is not concluded within a whole working day, it shall be continued on the next working day from the beginning of the working day.
13. After consideration of all the circumstances subject to determination through hearings, the Agency shall bring the hearings to a conclusion and return to the registration proceedings without adopting a decision in the form of a separate act.
14. The body holding the hearings shall take minutes of the discussions.
15. The Protocol must contain:
 - (1) name of the body holding the hearings;

- (2) place, year, month and day of holding the hearings;
- (3) first names and last names of persons (third persons, other persons) having participated in the hearings with the indication of their status in the given case (applicant, third person, witness, etc.);
- (4) content of circumstances of the issue under consideration;
- (5) brief summary of speeches of participants to hearings and other persons making speeches during hearings.

16. The Protocol may also contain additional information.

17. Where the discussion has been held with adjournments, information on the adjournments must also be specified. In case of holding a number of discussions, separate protocols shall be prepared for each of them. Annexes, as well as the list of all documents, available in the file, distributed per the participants of hearings having submitted those documents, may be appended to the Protocol.

18. The Agency may replace the hearings with a procedure of determination of circumstances in writing (hereinafter referred to as “written procedure”). In case of applying written procedure, the Agency shall adopt a decision thereon in the form of an electronic document, which shall be sent to the e-mail address of the applicant, to the e-mail address of the person having brought an appeal, as well as shall be published on the official website for public notifications of the Republic of Armenia.

19. The decision must contain an indication of the grounds for applying a written procedure, as well as on the factual circumstances subject to determination.

20. Any person — within two working days upon publication of the decision — may submit pieces of written evidence on the circumstances specified in the decision.

21. The Agency shall receive all the pieces of evidence submitted and shall — through the assessment thereof — adopt a decision on whether or not the

circumstance is substantiated, which must be reflected in the decision adopted as a result of administrative proceedings.

22. The Minister of Justice of the Republic of Armenia shall — based on the requirements of the Law of the Republic of Armenia “On fundamentals of administrative action and administrative proceedings” and this Law — approve the procedure for holding hearings and for carrying out the written procedure.

23. Where the time period for state registration prescribed by this Law or other laws is not more than five working days, state registration procedures shall be carried out without hearings, through examination of the documents submitted, except for the case provided for by part 24 of this Article.

24. In case of existence of an application by any person, according to which facts contained in documents submitted for registration are not true, hearings shall be necessarily held or written procedure shall be carried out, in case of absence of obvious grounds for rejection of registration.

Article 21. Rejection of state registration or state record-registration by the Agency, correction of errors and resubmission of documents to the Agency

1. The Agency shall — on the grounds and by the procedure provided for by this Law — reject the application for state registration or state record-registration by taking a reasoned decision thereon. The decision on rejection must contain all the grounds for rejection and all the inaccuracies present in the submitted documents and hindering the registration process, as well as must contain a reference to a specific legal norm which has served as a ground for rejection.

2. The decision on rejection shall be prepared in the form of an electronic document, shall be signed by the electronic signature of the Agency and shall be sent

to the e-mail address provided by the applicant, as well as shall become available on the Internet by entering the relevant code into the official website of the Agency.

3. The decision on rejection shall be considered to be adopted upon receipt thereof to the e-mail address of the applicant or upon becoming available on the Internet.

4. After receiving decision on rejection, the applicant may — within two working days — correct the errors and resubmit the documents to the Agency for state registration or state record-registration. Where state duty has been paid earlier, state duty shall not be repaid, and application on state registration or state record-registration shall indicate data of the document submitted earlier and certifying the payment of state duty.

5. Where a person fails to submit the corrected or supplemented documents for state registration or state record-registration within the time limit referred to in part 4 of this Article, or there are also grounds for rejection in the documents resubmitted, except for the case provided for by part 6 of this Article, rejection shall be considered to be final and state duty shall not be returned. State duty and the document certifying the payment thereof, as well as the document having served as a basis for rejection, shall not be returned to the person.

6. Where, in the resubmitted documents, there are such grounds for rejection of state registration or state record-registration that were present during the first submission but were not indicated in the decision on rejection, a person may reapply to the Agency as prescribed by part 4 of this Article.

Article 22. Retention of documents in the Agency

1. The Agency shall retain all the documents of state registration and state record-registration.

2. The archive file of a legal person or a person placed on record-registration as an individual entrepreneur having terminated its activities, shall be subject to retention in the archive of the Agency in the State Register for ten years; thereafter, it shall be subject to destruction as prescribed by the Government of the Republic of Armenia. Information on liquidated legal persons available in the Register shall be subject to permanent retention.

3. Procedure for storage of the documents of state registration and state record-registration shall be prescribed by the Minister of Justice of the Republic of Armenia.

Article 23. Appealing against actions or omissions of the Agency

1. Rejection of state registration or state record-registration, evasion from carrying out state registration or state record-registration, as well as evasion from providing information may be appealed against by way of superiority to the Minister of Justice of the Republic of Armenia or to the court.

CHAPTER 5

THE UNIFIED REGISTER AND INFORMATION RECORDED IN THE REGISTER

Article 24. The State Unified Register

1. The State Unified Register shall consist of registers for state record-registration and state registration.

Article 25. Information recorded in the Register of state record-registration of persons placed on record-registration as individual entrepreneurs

1. The following information shall be recorded in the Register of state record-registration of persons placed on record-registration as individual entrepreneurs:

(1) state record-registration number of the person placed on record-registration as an individual entrepreneur;

(2) year, month and day of state record-registration;

(3) the taxpayer identification number of the person placed on record-registration as an individual entrepreneur;

(4) the personal account card number for social contribution liabilities of the person placed on record-registration as an individual entrepreneur;

(5) first name, last name of the person placed on record-registration as an individual entrepreneur;

(6) passport data of the person placed on record-registration (serial number, date of issue and the issuing authority);

(7) the social card number of the person placed on record-registration as an individual entrepreneur or an indication on declining the social card, including the reference number of the relevant statement of information, address of the place of registration or residence;

(8) address of entrepreneurial activity of the person placed on record-registration as an individual entrepreneur;

(9) type(s) of entrepreneurial activity — based on classification of economic activity — carried out by the person placed on record-registration as an individual entrepreneur;

(10) in case of removal from record-registration — an indication thereon;

(11) if submitted, telephone number(s), fax, e-mail address and other means of communication of the person placed on record-registration as an individual entrepreneur;

(12) where the person being placed on record-registration is a foreign natural person, citizenship of the given person shall be recorded in the Register.

2. Where a person having applied for being placed on record-registration as an individual entrepreneur has previously been placed on record-registration as an individual entrepreneur, his or her record-registration data shall be supplemented only with the year, month and day of the current record-registration, as well as with the data differing from the previous record-registration.

Article 26. Information subject to recording in the Register of state registration of legal persons

1. The following information shall be recorded in the Register of state registration of legal persons:

- (1) name of the legal person;
- (2) state registration number of the legal person;
- (3) year, month and day of state registration;
- (4) year of foundation;
- (5) form of foundation;
- (6) the code of the legal person (Industrial Classification Code);
- (7) the taxpayer identification number of the legal person;
- (8) the personal account card number for the social contribution liabilities of the legal person;

- (9) main type (types) of activity — based on classification of economic activity — carried out by a legal person;
- (10) composition of founders and information thereon (in case of natural persons — first name, last name, passport data, social card number or an indication on declining the social card and the reference number of the relevant statement of information, address of the place of residence and registration, official contact data — telephone number, fax, e-mail address and other means of communication, if such have been submitted to the Agency; in case of legal persons — the name, state registration number, TIN, registered office);
- (11) composition of participators and information thereon (in case of natural persons—first name, last name, passport data, social card number or an indication on declining the social card and the reference number of the relevant statement of information, address of the place of residence and registration, official contact data — telephone number, fax, e-mail address and other means of communication, if such have been submitted to the Agency; in case of legal persons — name, state registration number, TIN, registered office);
- (12) for the participators — year, month, day of becoming a participator of the legal person, of the change in the scope of participation and of termination of participation;
- (13) amount of the authorised capital;
- (14) each participator’s share in the authorised capital;
- (15) registered office of the legal person (postal address);
- (16) official contact data of the legal person — telephone number(s), fax, e-mail address and other means of communication, if such have been submitted to the Agency;
- (17) term of activity of the legal person, if it has been established for a definite term;

(18) information on being in the process of liquidation (start and end of the liquidation process, composition of the liquidation commission);

(19) in case of termination of activity (existence) — an indication thereon;

(20) information on legal succession, i.e., name and registration number of legal successor and legal predecessor of the legal person;

(21) information on the head of the executive body of the legal person or on the acting head of the executive body of the legal person (first name, last name, passport data, social card number or an indication on declining the social card and the reference number of the relevant statement of information, address of the place of residence (registration), means of communication — telephone number, fax, e-mail address, if such have been submitted to the Agency);

(22) information on re-domiciliation of a legal person.

2. In case of state registration of joint stock companies — except for the case provided for by part 4 of this Article — information prescribed by points 11, 12 and 14 of part 1 of this Article shall not be recorded.

3. For cooperatives, in addition to information referred to in part 1 of this Article, the amount of the indivisible fund shall also be recorded.

4. Where the Republic of Armenia or a community of the Republic of Armenia is a participator in an economic company or a partnership, a commercial cooperative, the following information shall also be necessarily recorded in the State Register of legal persons:

(1) share of participation by the State or a community (even if this data is not recorded with regard to other participators);

(2) name of the of state administration authorised body or the community;

(3) full title of the legal act considered as a basis for becoming a participator of a legal person by the Republic of Armenia or by a community of the Republic of Armenia.

5. Information provided for by part 4 of this Article shall be submitted to the Agency by the head of the executive body of the legal person, head of the state administration competent body or a community provided for by point 2 of part 4 of this Article, unless other body or person is provided for by the decision or assignment of the competent authority. In case of joint stock companies, the relevant document issued by the appropriate specialised institution keeping the register of shareholders of the company shall be appended to the application of the head of the executive body of the legal person, head of the state administration authorised body or a community provided for by point 2 of part 4 of this Article.

6. In case of placing separated subdivisions and institutions of a legal person on record-registration, the record-registration number of the separated subdivision or institution shall also be recorded in the registration record concerning the relevant legal person.

7. Registration record concerning the separated subdivision and/or institution of a legal person shall include:

- (1) name of the separated subdivision or institution;
- (2) number of state record-registration in the State Register;
- (3) year, month and day of state record-registration;
- (4) registered office (postal address) and means of communication, i.e., telephone number, fax number, e-mail address (where available);
- (5) information on the head of the separated subdivision or institution (first name, last name, passport data, social card number or an indication on declining the social card and the reference number of the relevant statement of information, address of the place of residence (registration), means of communication — telephone number, fax number, e-mail address, if such have been submitted to the Agency). Information prescribed by this point shall be subject to mandatory recording in the course of state

record-registration of changes, as well as in the case where the founder of the separated subdivision or institution being newly placed on record-registration has elected (appointed) the head of the executive body of the separated subdivision or institution;

(6) in case of termination of the activities — an indication thereon.

8. In case of state registration, information shall be recorded in the Register with regard to the grounds for carrying out the relevant state registration (date of adoption of the Protocol, decision, court judgment or another act, the regular number — if numbered).

9. The documents having served as a basis for carrying out state registration shall be electronically appended to information, in the information system, concerning each of the legal persons in the Register in case of being submitted electronically, or their scanned copies — in case of being submitted to the Agency on paper.

10. Information or a part thereof provided for by this Article may be automatically entered through the information system or be received from other systems of state record-registration.

11. Information prescribed by this Article may not be changed by the Agency, except for the cases provided for by this Law.

12. Where a legal person has been transferred for management under a trust management contract, concession contract or upon any other ground, data on the person performing the management shall be indicated instead of the data provided for by point 21 of part 1 of this Article: first name, last name, patronymic name, passport number, for persons placed on record-registration as individual entrepreneurs — record-registration number of the person placed on record-registration as an individual entrepreneur, or name and state registration number— for legal persons.

13. Information, prescribed by point 21 of part 1 of this Article, shall be subject to mandatory recording in the course of state registration of changes, as well as in the case where founding meeting (the Congress or other body prescribed by law) or the founder of a newly registered (established) legal person has elected (appointed) the head of the executive body of the legal person.

14. Information, provided for by this Article, available in the State Register of Legal Persons and concerning non-commercial organisations shall be recorded taking into account the special aspects provided for by this Law and separate laws regulating activities of non-commercial organisations.

15. Information, prescribed by points 13 and 14 of part 1 of this Article, shall not be subject to recording in the State Register of legal persons with respect to unions of legal persons, public associations and funds.

16. Information, provided for by points 10, 11, and 12 of part 1 of this Article, concerning political parties shall not be subject to recording in the State Register of Legal Persons, while information concerning members of the permanently functioning management body shall be recorded (first name, last name, patronymic name, passport serial number, the issuing authority and date of issue, social card number or an indication on declining the social card and the reference number of the relevant statement of information).

17. Information, prescribed by points 11 and 12 of part 1 of this Article, concerning consumer cooperatives shall not be subject to recording in the State Register of Legal Persons.

18. Information, prescribed by points 10, 11 and 12 of part 1 of this Article, concerning condominiums shall not be subject to recording in the State Register of Legal Persons; instead, information concerning multi-apartment buildings included in the structure of a condominium shall be recorded in the State Register of Legal Persons. The content of information concerning multi-apartment buildings included in

the structure of a condominium shall be prescribed by the Minister of Justice of the Republic of Armenia.

19. The special aspects of the volume of information subject to recording may be prescribed by special laws pertaining to separate non-commercial organisations.

(Article 26 supplemented by HO-207-N of 17 November 2016)

CHAPTER 6

STATE RECORD-REGISTRATION OF INDIVIDUAL ENTREPRENEURS AND THEIR REMOVAL FROM RECORD-REGISTRATION

Article 27. State record-registration of persons as individual entrepreneurs

1. For state record-registration an individual entrepreneur shall submit the following to the Agency:

- (1) an application;
- (2) passport (after identification the passport shall be returned);
- (3) a document certifying payment of state duty.

2. Application shall be considered as duly submitted where an applicant provides the relevant employee of the Agency with the information necessary for filling out the application and signs the application, prepared by the employee of the Agency, on paper or by an electronic signature.

3. In case of electronic submission of documents to the Agency, the application shall be considered as duly submitted, where a person enters the necessary information into the information system via the Internet and certifies them by an electronic signature.

4. In case of electronic submission of documents to the Agency, requirement for submission of the passport shall be considered as fulfilled, where the passport data are dully entered into the information system and the accuracy of the data shall be certified by the information system by comparing them with other databases, including with those of electronic signatures.

5. After entry of information provided for by the legislation, the information system shall automatically verify the accuracy of that information by comparing it with the information stored in the system, as well as with other information databases, and in case no inaccuracies or grounds for rejection are revealed, information, prescribed by Article 25 of this Law, shall be entered by the information system into the State Unified Register. Information system shall — as prescribed by law — assign the person being placed on record-registration as an individual entrepreneur a state record-registration number, the taxpayer identification number provided by the tax authority, and the personal account card number for social contribution liabilities.

6. Record-registration of a person as an individual entrepreneur shall be carried out immediately upon submission of the necessary documents.

7. A person shall be considered to be a person placed on record-registration as an individual entrepreneur from the moment of recording the information prescribed by this Law in the State Unified Register.

8. Record-registration of a person as an individual entrepreneur shall be attested by an excerpt from the State Unified Register, which shall be sent to the e-mail address provided by the person, as well as it shall become available on the Internet by entering the relevant code into the information system.

9. Upon request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, the person may be provided with the printed copy (copy) of the excerpt, while in the case provided for by part 5 of Article 9 of this Law — without payment of the fee. In this case, authenticity

of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency. The excerpt provided for by this point must contain all the information concerning the given person and recorded in the State Unified Register, as well as the date of issue of the excerpt.

Article 28. Grounds for rejection of record-registration of a person as an individual entrepreneur

1. A person shall be rejected to be placed on record-registration as an individual entrepreneur, where:

- (1) he or she is already placed on record-registration as an individual entrepreneur;
- (2) documents or information submitted by him or her are not complete;
- (3) he or she has been deprived, as prescribed by law, of the right to engage in entrepreneurial activity, and the conviction has not been cancelled or expired as prescribed.

2. It shall not be permitted to reject record-registration of a legal person as an individual entrepreneur on the motive of inexpedience.

3. In case of deficiency provided for by point 2 of part 1 of this Article, a person shall be immediately given the opportunity to correct or supplement the submitted documents, whereafter record-registration shall be carried out.

4. Where the person refuses to correct or supplement the submitted documents, within a two-day period after the day of acceptance of the application of the person, and in the case provided for by point 1 or 3 of part 1 of this Article, the application shall be immediately rejected in writing by necessarily indicating the ground(s) for rejection.

5. The decision on rejection of record-registration shall be attested by electronic signature of the Agency and shall be sent to the e-mail address indicated by the

person (in case the person has provided an e-mail address). The decision on rejection shall also become available on the Internet by entering the relevant code into the information system.

Article 29. Changes in information on an individual entrepreneur

1. In case of changes in the passport data of a person placed on record-registration as an individual entrepreneur, the relevant information recorded in the State Unified Register shall be automatically changed upon receipt, by way of mutual assistance, of new information from the state administration body maintaining the information database as prescribed by the Government of the Republic of Armenia. The person placed on record-registration as an individual entrepreneur shall be informed thereon via an electronic mail, where the latter has provided an e-mail address.

2. In case of availability of technical possibility for automatic change of other information, that information shall also be subject to automatic change in the manner and in the volume prescribed by the Government of the Republic of Armenia. The person placed on record-registration as an individual entrepreneur shall be informed thereon via electronic mail, where the latter has provided an e-mail address.

3. Changes in all other data concerning the person placed on record-registration as an individual entrepreneur shall be made on the basis of the relevant application filed by the given individual entrepreneur or a person authorised by him or her and on the basis of the document certifying the change; moreover, presumption of authenticity of the information stated in the application shall apply.

4. In case of submission by an authorised person of an application on changes, the relevant power of attorney and a personal identification document shall also be submitted.

5. Changes in information on record-registration of a person as an individual entrepreneur shall be made immediately upon submission of the necessary documents.

Article 30. Documents submitted for removing an individual entrepreneur from record-registration

1. For removal of an individual entrepreneur from state record-registration, the person placed on record-registration as an individual entrepreneur or the authorised representative thereof shall submit to the Agency:

- (1) application;
- (2) in case the application is submitted by the authorised person, a relevant power of attorney and a personal identification document shall also be submitted;
- (3) statement of information on his or her behalf on compliance with the requirements of part 6 of Article 20 of the Law of the Republic of Armenia “On archive keeping”.

2. Removal of a deceased individual entrepreneur from record-registration shall be carried out based on the application from an interested person, for which any information sufficient for identification of the person placed on record-registration as an individual entrepreneur, document certifying the fact of death and the copy thereof shall be submitted. The document certifying the fact of death, after being compared with its copy, shall be returned to the person having submitted it.

3. Removal of a missing individual entrepreneur from record-registration shall be carried out based on the application from an interested person, for which any information sufficient for identification of the person placed on record-registration as an individual entrepreneur and the copy of the court decision on declaring him or her as missing shall be submitted.

4. The following shall be submitted to the Agency for removal from state record-registration of an individual entrepreneur having been declared as bankrupt:

- (1) application;
- (2) copy of the court decision having entered into force.

(3) statement of information on his or her behalf on compliance with the requirements of part 6 of Article 20 of the Law of the Republic of Armenia “On archive keeping”.

5. No state duty shall be charged for removal from state record-registration of a person placed on record-registration as an individual entrepreneur.

Article 31. Procedure for removal from record-registration of a person placed on record-registration as an individual entrepreneur

1. The person placed on record-registration as an individual entrepreneur or the person authorised by this Law for submission of an application or the person authorised by them shall submit to the Agency the documents provided for by Article 30 of this Law.

2. The person placed on record-registration as an individual entrepreneur shall be considered as removed from state record-registration from the moment of submission of the application, except for the case provided for by part 3 of this Article.

3. Where the person placed on record-registration as an individual entrepreneur, for the purpose of termination of the activities, has been included by the Commission in the list of economic operators having monopolistic or dominant position, the Agency shall, within a three-day period after receipt of the application, send an inquiry to the Commission as to the absence of instigated and pending administrative proceedings against the given individual entrepreneur, asking to confirm the absence of liabilities against the Commission. The inquiry shall be sent through a system ensuring electronic document flow enabling confirmation of the receipt. The Commission shall reply to the inquiry within 10 days after it has been sent. Failure to reply to the inquiry provided for by this point or provision of a response which does not clearly state the existence of instigated and pending proceedings, as well as the existence of liabilities against the Commission and their precise amount, shall be considered as confirmation

by the Commission of the absence of instigated and pending administrative proceedings against the given individual entrepreneur, as well as of the absence of liabilities against the Commission.

4. Where the person included in the list of economic operators having monopolistic or dominant position submits — together with the application — a statement of information issued by the Commission as of the day preceding the day of submission of the application stating that there are no instigated and none-completed administrative proceedings against him or her, as well as that there are no liabilities against the Commission, the inquiry provided for by part 3 of this Article shall not be sent and the person included in the list of economic operators having monopolistic or dominant position, shall be removed as an individual entrepreneur from record-registration immediately on the day of submission of the application.

5. After receiving confirmation from the Commission on the absence of instigated and pending administrative proceedings against an individual entrepreneur, as well as confirmation on the absence of liabilities against the Commission, the person placed on record-registration in the Agency as an individual entrepreneur shall be immediately removed from record-registration; moreover, in this case a person shall be considered as removed from record-registration as from the day of submission of the application.

6. Removal from record-registration of a person as an individual entrepreneur shall be confirmed by an electronic document (statement of information), which after making the relevant record shall be sent, within a one-day period, to the e-mail address provided by the person, as well as shall become available on the Internet by entering the relevant code.

7. In case of receiving a response to the inquiry provided for by part 3 of this Article by the Commission on the existence of instigated and pending administrative proceedings or of liabilities against the Commission, the Agency, within a one-day

period after receiving the response to the inquiry, shall notify the individual entrepreneur of the rejection of removal from record-registration by appending the response having served as a basis for rejection. The rejection shall be sent to the e-mail address of the individual entrepreneur in the form of an electronic document, as well as shall become available on the Internet by entering the relevant code. A person shall be considered as duly notified of the rejection as from the moment the notification becomes available on the Internet.

8. In case of receiving rejection on the ground provided for by part 7 of this Article, a person shall be entitled to appeal, through an administrative procedure, to the Commission against the statement of information issued by the Commission, or through judicial procedure — to the Administrative Court of the Republic of Armenia. In cases of granting the appeal or completion of the pending administrative proceedings and discharge of all liabilities against the Commission, a person shall be entitled to reapply to the Agency for being removed from record-registration.

CHAPTER 7

REGISTRATION OF TRADE NAMES OF COMMERCIAL LEGAL PERSONS

Article 32. Registration of firm names of commercial organisations and grounds for rejection thereof

1. During registration of a commercial organisation, the preferred firm name of the legal person shall also be submitted with the documents and information provided for by Article 34 of this Law.

2. Registration of the submitted firm name shall be carried out — through the information system — together with the registration of the commercial organisation.

3. In case of registration of change in the name of a commercial organisation or registration of reorganisation of a commercial organisation, the legal person shall have the right to submit the request on registration of the preferred firm name in advance. Where the firm name is considered permissible, as provided for by this Article, it shall be retained for the given legal person for a period of thirty days. A legal person shall be obliged, within a thirty-day period, to submit the documents necessary for registration of the change of the name or of reorganisation, otherwise the name shall again become available for registration by other persons and the state duty paid shall not be returned.

4. After entering the firm name into the information system, existence of grounds, provided for by this Law, for rejection of registration of the firm name shall be automatically verified, as well as the entered firm name shall be compared with the database of firm names registered in the Republic of Armenia.

5. The possibility of registration of a firm name or rejection of registration shall be determined immediately.

6. Registration of a firm name shall be rejected where the proper or common name of distinguishing significance of the name submitted as a firm name:

(1) is identical with the firm name, protected in the Republic of Armenia, of another legal person;

(2) is identical or fully includes the names of state administration bodies of the Republic of Armenia;

(3) reproduces full or abbreviated names of international organisations protected in compliance with the international treaties of the Republic of Armenia;

(4) contains bad language, offensive names, is incompatible with national or spiritual values, contradicts the principles of humanity and morality.

7. In case of rejection of registration of a firm name, an opportunity to try another name shall be given and in this case additional state duty shall not be charged.

8. Separate decision on rejection shall be provided only upon the request of the applicant within a one-day period after the rejection. The written rejection, provided for by this part, shall be provided on condition of payment of the relevant state duty which shall not be subject to returning.

9. The decision on rejection must contain justification. It shall be signed by the electronic signature of the Agency and shall be sent to the e-mail address provided by the applicant, and shall become available on the Internet by entering the relevant code into the information system.

10. Where the proposed firm name contains words and names for the use whereof a requirement for submission of a relevant permission or confirmation is provided for by law, the relevant permission or other document shall be submitted together with the preferred firm name. In case of failure to submit the relevant permission or other document, registration of the name shall be rejected immediately.

11. In the case referred to in part 10 of this Article, approval of the name shall be carried out within one working day through examination of the relevant document by the employees of the Agency.

CHAPTER 8

STATE REGISTRATION OF LEGAL PERSONS

Article 33. Persons who may apply for state registration of legal persons

1. The following persons may apply for state registration of a legal person:

(1) founder(s) of the legal person;

- (2) head of the executive body of the legal person;
- (3) other person directly provided for by the legislation;
- (4) any person having active legal capacity, authorised by persons provided for by points 1, 2 and 3 of part 1 of this Article.

Article 34. Documents necessary for state registration of legal persons

1. For state registration of a legal person the applicant shall submit to the Agency:
 - (1) an application;
 - (2) decision of founders on founding a legal person or the Protocol of the founding meeting (the Congress or other body prescribed by law) signed by all the founders or, in cases provided for by law, by the chairperson and secretary of the meeting;
 - (3) charter of the legal person approved by the founder (founders) or by the founding meeting (the Congress or other body prescribed by law);
 - (4) a document certifying payment of the state duty;
 - (5) information on the head of the executive body of the legal person or on the acting head of the executive body of the legal person, i.e., passport data and social card number or an indication on declining the social card and the reference number of the relevant statement of information, e-mail address;
 - (6) in cases prescribed by Article 66 of this Law, information and documents stipulated by the mentioned Article shall also be submitted;
 - (7) where a legal person is founded by one person, the individual written decision of the founder shall be submitted instead of the document provided for by point 2 of part 1 of this Article.

2. Where among the founders of the legal person established through founding there is a legal person of the Republic of Armenia, in addition to the documents provided for by part 1 of this Article, it shall be necessary to submit the decision of the authorised management body of the founding legal person and information on the founding legal person, i.e., the name and state registration number of the legal person. The information referred to in this part shall not be submitted where the founder is a state or a community.

3. Where the founder of the legal person established through founding is a foreign legal person, in addition to the documents provided for by part 1 of this Article, for the purpose of state registration it shall also submit an excerpt from the commercial register of the given country or other equivalent document that confirms the legal status of the foreign legal person and its instruments of foundation (or the relevant excerpts) certified and translated into Armenian.

4. Where the founder of the legal person established through founding is a foreign natural person, in addition to the documents provided for by part 1 of this Article, for the purpose of state registration it shall submit a copy of the passport or another personal identification document of the given person certified and translated into Armenian.

5. In case of re-registration of a legal person registered by another person or in case of recording the information, prescribed by this Law, on the legal person, the legal person shall — in addition to the documents provided for by part 1 of this Article — also submit the original copy of the state registration certificate (decision on state registration or other document confirming state registration) issued by the registering body and the original copies of the instruments of foundation.

6. Other documents subject to mandatory submission for state registration may be provided for by special laws on legal persons having a specific organisational and legal form.

Article 35. State registration of legal persons

1. Documents provided for by Article 34 of this Law shall be submitted to the Agency by the applicant personally on paper or through entering the necessary information and the relevant electronic documents into the information system via the Internet.
2. The Agency must carry out the relevant state registration not later than within two working days after submission to the Agency of all necessary documents.
3. Other time limits for state registration may be prescribed by special laws on legal persons having a specific organisational and legal forms or other laws.
4. Where a person submits the documents as prescribed by parts 9 and 10 of Article 17 of this Law, registration of the legal person shall be carried out immediately.
5. The Agency shall verify the procedure for formation of the legal person, completeness of submitted documents and their compliance with the requirements of the law, except for provisions of the charter of a commercial organisation. For commercial organisations, only completeness of the submitted charter and availability of information prescribed by Article 26 of this Law, as well as of provisions on legal succession shall be verified.
6. In case of not revealing grounds for rejection of registration after examination of documents of the legal person, in the Agency the information prescribed by Article 26 of this Law shall be recorded in the State Unified Register through the information system. The information system shall — as provided for by law — automatically assign the registered legal person a registration number, the taxpayer identification number provided by the tax authority and the personal account card number for social contribution liabilities.
7. A legal person shall be considered as established as from the moment of state registration. A legal person shall be considered as registered from the moment of

recording the information prescribed by Article 26 of this Law in the State Unified Register.

8. State registration of a legal person shall be certified by the excerpt issued from the State Unified Register which shall be sent to the e-mail address provided by the person, as well as shall become available on the Internet by entering the relevant code into the information system. The excerpt provided for by this part must contain all the information concerning the given person recorded in the State Unified Register, as well as the date of issue of the excerpt.

9. Upon the request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, a person may be provided with the printed copy (copy) of the excerpt, while — in the case provided for by part 5 of Article 9 of this Law — without payment of the fee: in this case, authenticity of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency.

10. Together with the registration, the registration number of the legal person and the year, month and day of registration shall be recorded in the charter of the legal person, which shall be attested by the electronic signature of the Agency or by the signature of the relevant employee of the Agency.

11. In case of submitting documents prescribed by this Law for preliminary registration of a legal person as a result of re-domiciliation of a foreign legal person and where the grounds for rejection provided for by Article 36 are absent, the body carrying out state registration shall — within a three-day period, and in case of non-commercial organisations within a fifteen-day period — carry out preliminary registration of a legal person, the information system shall, automatically as provided for by law, assign the legal person being registered a registration number, the taxpayer identification number issued by the tax authority and the personal account card number for the social contribution liabilities, as well as issue an excerpt on

preliminary registration. Together with preliminary registration of re-domiciliation or thereafter, a legal person undergoing re-domiciliation shall, on the basis of its application, be provided with a preliminary certificate of continuation. Within a three-day period after submission of the document concerning the termination of registration of a foreign legal person in the foreign state, or concerning the registration, in a foreign state, of information on having been re-domiciled, state registration of re-domiciliation of the foreign legal person to the Republic of Armenia shall be carried out, indicating as a moment of re-domiciliation:

- (1) the moment of registration of re-domiciliation of the legal person to the Republic of Armenia;
- (2) the moment of preliminary registration of re-domiciliation of the legal person to the Republic of Armenia, where a signed statement on not having concluded any transactions starting from the preliminary registration in the Republic of Armenia up to the moment of registration of re-domiciliation to the Republic of Armenia has been submitted by the authorised body of the legal person.

(Article 35 supplemented by HO-207-N of 17 November 2016)

Article 36. Grounds and procedure for rejection of state registration of legal persons

1. The grounds for rejection of registration of a legal person shall be:
 - (1) violation of the procedure prescribed by law for formation of a legal person;
 - (2) failure to submit the documents prescribed by this Law and by other laws;
 - (3) incompliance of submitted documents with the law or with other documents submitted by the legal person, except for the case referred to in part 2 of this Article;

(4) where the founder, as well as the head of the executive body of the newly registered (established) commercial organisation is deprived of the right to engage in entrepreneurial activity, and whose conviction has not been cancelled or expired as prescribed;

(5) incompliance of the firm name with the requirements prescribed by law, where registration of the firm name has been rejected and the person has not submitted another name;

(6) where a legal person of the state included in the list — prescribed by the Government of the Republic of Armenia — of the states the legal persons whereof may not be re-domiciled to the territory of the Republic of Armenia, has applied for re-domiciliation.

2. Incompliance of the charter of a commercial organisation with the law shall not be a ground for rejection of state registration of a legal person.

3. It shall be prohibited to reject registration of a legal person on the motive of inexpediency of its establishment.

4. In case of revealing grounds for rejection of registration of a legal person, within the time limits provided for by Article 35 of this Law as from the day of admission of the documents, the registration shall be rejected in writing with mandatory indication of the ground(s) for rejection. Where other time limits for state registration are prescribed by this Law, relevant laws on legal persons having a specific organisational and legal form or other laws, the rejection may be effected within these time limits.

5. In case of rejection of state registration, the documents serving as a basis for rejection, as well as the state duty paid and other payments provided for by this Law shall not be returned.

6. Rejection of state registration of a legal person must be reasoned and must contain a reference to those specific norms of law the requirements whereof have

been violated while establishing the legal person or whereto the charter of the non-commercial organisation contradicts.

7. Rejection of registration of a legal person shall be signed by the employee of the Agency by an electronic signature, and the electronic document on rejection shall be sent to the e-mail address provided by the person, as well as it shall become available on the Internet by entering the relevant code into the information system.

8. The decision on rejection of state registration of public associations, funds, unions of legal persons, as well as of state registration conditioned by reorganisation of legal persons (except for cases of restructuring) shall be signed by the head of the Agency on paper or by an electronic signature.

9. The decision on rejection shall be considered as adopted from the moment it is sent to the e-mail address of the applicant or it becomes available on the Internet.

(Article 36 supplemented by HO-207-N of 17 November 2016)

CHAPTER 8.1

(Chapter supplemented by HO-207-N of 17 November 2016)

RE-DOMICILIATION OF A LEGAL PERSON

Article 36.1. Re-domiciliation of a foreign legal person to the Republic of Armenia

1. For re-domiciliation of a foreign legal person to the Republic of Armenia, the foreign legal person shall submit the following to the authorised person of the Government or the authorised body:

(1) an application for preliminary registration which must contain:

- a. current name of the legal person and an indication on the preferred firm name (indication of a new name shall be considered as submission of an request for a name);
- b. the type of the main activity according to the classification presented by the body carrying out registration;
- c. the jurisdiction under which the foreign legal person is registered;
- d. the organisational and legal form which, as a result of re-domiciliation, corresponds to the organisational and legal form of the legal person under the jurisdiction its former registration;

(2) the decision or the Protocol of the competent body of the legal person — prescribed by law — on re-domiciliation of a legal person, or an excerpt thereof, which, in addition to the requirements prescribed by Article 17 of this Law, must contain information on:

- a. provisions on re-domiciliation to the Republic of Armenia;
- b. provisions on the choice of the organisational and legal form of a legal person prescribed by the legislation of the Republic of Armenia;
- c. provisions on the name of the legal person undergoing re-domiciliation to the Republic of Armenia;
- d. provisions on approving the charter of the legal person undergoing re-domiciliation to the Republic of Armenia;

(3) an excerpt from the commercial register of the given country or another equivalent document confirming the legal status of the foreign legal person and its instruments of foundation or the relevant excerpts therefrom;

(4) information on the head or the acting head of the executive body of the legal person, i.e. passport data as well as telephone number and an e-mail address (where available);

- (5) a document certifying payment of state duty;
- (6) the charter of the legal person, undergoing re-domiciliation, adopted in accordance with the requirements of the legislation of the Republic of Armenia — in at least two copies;
- (7) where among the participators of the legal person undergoing re-domiciliation there is a legal person of the Republic of Armenia, it is necessary to provide information on the participating legal person, namely the name and the state registration number of the legal person;
- (8) where the participator of the legal person undergoing re-domiciliation is a foreign legal person, it shall also submit an excerpt from the commercial register of the given country or another equivalent document confirming the legal status of a foreign legal person and its instruments of foundation (or the relevant excerpts); where the participator of the legal person undergoing re-domiciliation is a natural person, the latter shall submit the copy of the passport or other personal identification document (this point shall not apply to the foreign legal persons undergoing re-domiciliation who shall — after re-domiciliation to the Republic of Armenia — have such an organisational and legal form, the list of participators or founders whereof shall not be maintained by the body carrying out registration);
- (9) the copy of the charter of the legal person —undergoing re-domiciliation — effective before re-domiciliation.

2. Where after submitting — for registration of re-domiciliation of the foreign legal person undergoing re-domiciliation to the Republic of Armenia — to the body carrying out registration, the aforementioned data, information, documents duly certified and translated into Armenian, the grounds excluding re-domiciliation of the foreign legal person to the Republic of Armenia are absent, the body carrying out registration shall carry out preliminary registration of the legal person undergoing re-domiciliation and issue a relevant excerpt from the register.

Together with the application for preliminary registration or thereafter, the body carrying out registration shall, on the basis of the application for re-domiciliation of a legal person undergoing re-domiciliation, issue a preliminary certificate of continuation on undergoing re-domiciliation to the Republic of Armenia.

3. For registration of re-domiciliation of a foreign legal person to the Republic of Armenia, the foreign legal person shall, together with the application, submit:

(1) a document concerning the termination of registration of the foreign legal person or the registration of information on having been re-domiciled to a foreign state;

(2) where necessary, for registration of re-domiciliation of the foreign legal person to the Republic of Armenia from the moment of preliminary registration, the statement of the authorised body of the legal person undergoing re-domiciliation that the legal person — after receiving the document on preliminary registration of re-domiciliation — has not carried out or will not carry out any transaction until registration of re-domiciliation of the foreign legal person to the Republic of Armenia.

4. Based on the document on termination of registration of a foreign legal person in a foreign state or on re-domiciliation from that country, the body carrying out registration in the Republic of Armenia shall carry out, in the Register, registration of re-domiciliation of a foreign legal person to the Republic of Armenia and issue a certificate of continuation.

Article 36.2. Re-domiciliation of a legal person of the Republic of Armenia to a foreign state

1. The legal person of the Republic of Armenia undergoing re-domiciliation to a foreign state shall, prior to re-domiciliation, submit the following to the authorised person of the Government or the authorised body:

- (1) notice of intention to re-domicile;
- (2) the decision or the Protocol of the competent body of a legal person on re-domiciliation, which must contain provisions on the foreign state where the legal person is going to be re-domiciled, as well as on the time limit for notifying the creditors of the legal person with regard to re-domiciliation, where the time limit exceeds 3 months;
- (3) proof on having notified the creditors (except for the Republic of Armenia), as prescribed by law;
- (4) proof of payment of the state duty;
- (5) a document on possibility of re-domiciliation to the given country in accordance with the foreign legislation.

2. The legal person of the Republic of Armenia undergoing re-domiciliation to a foreign state shall, for the purpose of registration of re-domiciliation, submit to the body carrying out registration:

- (1) an application for re-domiciliation that must contain:
 - a. the name and the registration number of the legal person;
 - b. information on the state, where the legal person is undergoing re-domiciliation;
 - c. information on the organisational and legal form being obtained as a result of re-domiciliation and on the name of the legal person;
 - d. the address of the place of activity or registration of a re-domiciled organisation to a foreign state, as well as e-mail and telephone number, where available;
 - e. the name and address of the body carrying out registration in a foreign state.
- (2) an official document — duly certified and translated into Armenian — from the relevant competent body of the foreign state on the possibility of re-domiciliation of the legal person to the given state;

- (3) an excerpt from the commercial register of a foreign state or a certificate of continuation, or another equivalent document certifying the legal status of the legal person in the foreign state;
- (4) a statement of information from the creditors having made a claim for early discharge of liabilities, contract or another document on full discharge of the liabilities or a relevant judicial act;
- (5) a statement of information from the Judicial Department of the Republic of Armenia on not being in bankruptcy proceedings and not being declared as bankrupt;
- (6) statement of information from the tax authorities of the Republic of Armenia on not having liabilities with respect to revenues controlled by tax authorities;
- (7) a statement of information from the State Commission for the Protection of Economic Competition of the Republic of Armenia that the organisation is not considered as the one having monopolistic or dominant position, or there is no administrative proceedings instigated against the legal person for having monopolistic or dominant position;
- (8) a statement of information from the Public Services Regulatory Commission that the organisation is not considered as a participant of the regulated public services sector, or there is no administrative proceedings instigated and pending with regard to that matter;
- (9) other documents prescribed by law.

3. Where the applying legal person fails to submit the documents referred to in points 5-9 of part 2 of this Article, the body carrying out registration shall — within a three-day period after receiving the application — make an inquiry to the relevant bodies with regard to the circumstances certified by the mentioned documents. The inquiry shall be sent through a system ensuring electronic document flow enabling confirmation of the receipt. Responses to the relevant inquiries shall be provided by the mentioned bodies

within a ten-day period. Failure to reply, in the prescribed time limit, to the inquiry provided for by this part shall be considered as confirmation of absence administrative proceedings instigated by the given body and pending against the legal person, as well as of the relevant liabilities against the Republic of Armenia.

Article 36.3. Statement of information on re-domiciliation to the Republic of Armenia

1. Based on the application of the person, the body carrying out registration shall be obliged to issue a standard statement of information approved by the authorised body of the Government of the Republic of Armenia on possibility, prescribed by legislation, of re-domiciliation of legal persons.
2. The mentioned statement of information shall be issued within one day after submission of the application.

Article 36.4. Registration of re-domiciliation outside the Republic of Armenia

1. Where after receipt of the documents — prescribed by this Law — for re-domiciliation of a legal person of the Republic of Armenia the grounds for rejection prescribed by Article 36 of this Law are absent, the body carrying out registration shall carry out registration of information on the legal person of the Republic of Armenia undergoing re-domiciliation, and shall — in case of submitting proof on re-domiciliation of the legal person to the foreign state, as prescribed by the legislation of the given state — carry out, within a three-day period (and in case of non-commercial organisations — within a fifteen-day period), state registration of information on re-domiciliation of the legal person of the Republic of Armenia. Publicly available information on re-domiciliation shall include the name, registration number, taxpayer identification number of the legal person of the Republic of

Armenia, the name, registration number, registered office, country of re-domiciliation and contact details resulted from re-domiciliation of the foreign legal person.

(Chapter supplemented by HO-207-N of 17 November 2016)

CHAPTER 9

STATE REGISTRATION OF CHANGES OF LEGAL PERSONS

Article 37. Changes in information included in other databases maintained by the State

1. In case of changes in passport data of a natural person — where the founder, the participator or the head of the executive body of a legal person is a natural person, and in case of changes in the registration data — where the founder, the participator or the head of the executive body of a legal person is a legal person, the relevant information recorded in the State Unified Register shall be automatically changed upon receipt, by way of mutual assistance, of new information from the state administration body maintaining the database as prescribed by the Government of the Republic of Armenia. The legal person (the head of the executive body) shall be informed thereon via electronic mail, where the latter has provided an e-mail address.

2. In case of availability of technical possibility for mechanical change of other information, that information shall also be subject to automatic change in the manner and in the volume prescribed by the Government of the Republic of Armenia. The legal person (the head of the executive body) shall be informed thereon via electronic mail, where the latter has provided an e-mail address.

Article 38. Persons entitled to apply for state registration of changes of legal persons

1. The following persons shall be entitled to apply for state registration of changes of a legal person:

- (1) the head of the executive body of the legal person;
- (2) any other person provided for by the legislation;
- (3) any person having active legal capacity, authorised by persons provided for by points 1 and 2 of part 1 of this Article.

Article 39. Documents necessary for state registration of changes

1. For state registration of changes, an applicant shall submit to the Agency:

- (1) an application;
- (2) the decision of the competent body on approving the amendments, supplements to the charter or new edition of the charter;
- (3) amendments or supplements to the charter (or new edition of the charter);
- (4) a document certifying payment of state duty.

2. In cases prescribed by Article 66 of this Law, the documents provided for by the mentioned Article shall also be submitted.

3. In case of change (appointment, election) of the head of the executive body of a legal person the following shall also be submitted:

- (1) decision (decisions) of the authorised body of the legal person on termination of powers of the ex-head of the executive body having received state registration and on appointment of a new head;

(2) information on the new head of the executive body — first name, last name and passport data, social card number or an indication on declining the social card and the reference number of the relevant statement of information, e-mail address, address of the place of residence and registration.

4. For the purpose of registration of the change in the data provided for by point 13 of part 1 of Article 26 of this Law (conditioned by decrease in the amount of the authorised capital), economic companies, in addition to the documents provided for by this Article, shall also submit the written confirmation of the head of the executive body of the company that the company has — as prescribed by law — informed of the decrease in the amount of the authorised capital and its new amount to all the creditors of the company known to him or her, and that no objections have been received from them, or that all the claims of the creditors have been satisfied.

Article 40. Documents necessary for registration conditioned by the change of participators of commercial organisations

1. The Agency shall record in the State Unified Register only information on the participators of limited liability companies (hereinafter referred to in this Article as “the company”). The Agency shall not maintain a register of joint stock companies. Information on the participators of commercial cooperatives shall not be recorded in the State Unified Register.

2. For state registration in case of alienation of a share or a part thereof of a company, the interested person shall submit:

(1) an application, which must contain data on the new participators — passport data, in case of a natural person, or registration number, in case of a legal person registered in the Republic of Armenia;

(2) the ground for alienation of a share or a part thereof (a contract, court judgment, etc.);

(3) written confirmation by the director of the company of the compliance with the procedure for the exercise of the preferential right (if any) of the participators of the company prescribed by law and by the charter of the company. Where the share of a participator of the company is assigned under a notary certified contract, the confirmation referred to in this part shall not be submitted;

(4) a document certifying payment of state duty;

(5) where a foreign legal person is to become the owner of the share, in addition to the documents provided for by point 1 of this part, also an excerpt from the commercial register of the given country or another equivalent document confirming the legal status of the foreign legal person and its instruments of foundation (or the relevant excerpts) thereof certified and translated into Armenian;

(6) where a foreign natural person is to become the owner of the share, for state registration — in addition to the documents provided for by point 1 of this part — copy of the passport or another personal identification document of the given person certified and translated into Armenian.

3. In the case provided for by the third paragraph of part 4 of Article 20 of the Law of the Republic of Armenia “On limited liability companies”, for state registration, an interested person shall submit:

(1) an application;

(2) a judgment or writ of execution of the court having entered into force;

(3) a document certifying payment of state duty.

4. For registration with regard to removal of a participator from the company, the following shall be submitted:

(1) an application filed by the company;

(2) copy of the application of the participator on removal from the company with an indication of the name of the company;

(3) a document certifying payment of state duty.

5. For registration with regard to removal of a participator from the company, if the applicant is the participator undergoing removal, the following shall be submitted:

(1) an application filed by the participator undergoing removal;

(2) written confirmation on the receipt of the application of the participator on removal from the company, which shall be given by the participator undergoing removal;

(3) a document certifying payment of state duty.

6. For registration conditioned by the assignment of the share to the heirs or legal successors of the participators of the company, it shall be necessary to submit:

(1) an application;

(2) the relevant document attesting to the status of an heir or legal successor;

(3) written consent of all the participators of the company or the confirmation by the director of the company of the consent of the participators of the company, where the charter of the company provides that such a transaction is possible only upon consent of the participators of the company;

(4) a document certifying payment of state duty.

7. ***(part repealed by HO-266-N of 17 December 2014)***

8. Where a foreign legal person or a foreign natural person becomes a participator of the company as a result of assignment of the share, in addition to the documents provided for by parts 2 to 7 of this Article, also the copy of the passport of the natural person, in case of a natural person, or an excerpt from the commercial register of the given country or another equivalent document confirming the legal status of the

foreign legal person, in case of a legal person, certified and translated into Armenian, shall be submitted.

(Article 40 amended by HO-266-N of 17 December 2014)

Article 41. Documents necessary for recording of the right of pledge with respect to the share of a participator of a limited liability company

(Article repealed by HO-266-N of 17 December 2014)

Article 42. Procedure and time limits for state registration of changes

1. The documents provided for by Articles 39-41 of this Law shall be submitted to the Agency by the applicant personally on paper or by entering the necessary relevant electronic documents into the information system through the official website of the Agency.

2. Not later than within two working days after submission to the Agency of all necessary documents, the Agency must carry out state registration of the relevant change.

3. Other time limits for state registration of changes may be provided for by special laws on legal persons having a specific organisational and legal form or other laws.

4. Where the person submits the documents as provided for by parts 9 and 10 of Article 17 of this Law, in case of not revealing grounds for rejection, state registration of changes shall be carried out immediately.

5. The Agency shall verify completeness of the submitted documents and their compliance with the requirements of the law, except for the amendments to the charter of a commercial organisation or provisions of the new edition of the charter. Compliance with the requirements of the law of the amendments or supplements to

the charter (or new edition of the charter) of commercial organisations shall not be verified. For commercial organisations, only completeness of the submitted amendments or supplements to the charter (or new edition of the charter) and the availability of data prescribed by Article 26 of this Law, as well as availability of provisions on legal succession shall be verified.

6. In case of not revealing grounds for rejection of state registration after examination of the submitted documents, in the Agency, through the information system, a record on the changes shall be made in the State Unified Register.

7. Changes shall be considered as made from the moment of making records thereon in the Register. Recording of changes in the Register shall be confirmed by the relevant excerpt from the Register, which shall be sent to the e-mail address provided by the person, as well as shall become available on the Internet by entering the relevant code. Upon request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, while in the case provided for by part 5 of Article 9 of this Law, without payment of the fee, the person may be provided with the printed copy (copy) of the excerpt, and authenticity of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency. The excerpt provided for by this part must contain all the information concerning the given person, which is included in the State Unified Register, including description of all the changes and the date when they were made, as well as the date of issue of the excerpt.

8. Recording of information on state registration of that change shall be made in the charter of the legal person, i.e. the year, month and day of registration of changes of the legal person and the nature of the relevant change, which shall be attested by the electronic signature of the Agency or by the signature of the relevant employee of the Agency.

Article 43. Grounds and procedure for rejection of state registration of changes of legal persons

1. The grounds for rejection of state registration of changes of a legal person shall be:

- (1) violation of the procedure prescribed by this law for changes of a legal person;
- (2) failure to submit the documents prescribed by this Law and other laws or incompliance of the submitted documents with the law or other documents submitted by the legal person, moreover, amendments to the charter or the provisions of new edition of the charter of a commercial organisation shall not be verified from the point of view of compliance with the law;
- (3) there is a relevant court decision or judgment prohibiting or restricting registration of the change of the legal person.

2. In case of revealing grounds for rejection of state registration of changes of a legal person, within the time limits provided for by Article 42 of this Law as from the day of admission of the documents, the registration of changes shall be rejected in writing with mandatory indication of the ground(s) for rejection.

3. In case of rejection of state registration of the changes, the documents serving as a basis for rejection, as well as the state duty paid and other payments provided for by this Law shall not be returned.

4. Rejection of state registration of changes must be reasoned and must contain a reference to the specific norm of the law the requirement whereof has been violated.

5. Rejection of registration of the changes shall be signed by the employee of the Agency by an electronic signature, and the electronic document on rejection shall be sent to the e-mail address provided by the person, as well as shall become available on the Internet by entering the relevant code into the information system.

6. The decision on rejection shall be considered as adopted from the moment it is sent by electronic mail or becomes available on the Internet, or from the moment the decision on paper is delivered to the applicant or is delivered to the post office for the purpose of forwarding it to the applicant.

7. Where the state registration of changes is not rejected within the prescribed time limits after submission of the application, the registration shall be considered as carried out and not later than within a day after expiry of the time limit provided for the relevant registration, the applicant shall be given an excerpt from the State Unified Register certifying the registration.

CHAPTER 10

STATE REGISTRATIONS CONDITIONED BY REORGANISATION

Article 44. Documents necessary for state registration conditioned by reorganisation

1. In case of merger:

(1) the legal person undergoing merger shall submit:

- a. an application, in which the state registration number and the name of the legal person undergoing merger must be indicated;
- b. a document certifying payment of state duty;

(2) the legal person being established as a result of merger shall submit:

- a. the application of the founder (founders) of the legal person or of the person authorised by the head or the founder (founders) of the executive body;
- b. the Protocol of the founding meeting (the Congress or other body prescribed by law) on founding a legal person signed by all the founders or by the chairperson and

secretary (except for legal persons founded by a single person). In case the legal person is founded by a single person as prescribed by law, written decision of the founder shall be submitted;

c. the charter in the form of an electronic document or at least two copies thereof on paper approved by the meeting (the Congress or other body prescribed by law);

d. the decisions of the participators of the legal person undergoing merger or of the bodies authorised thereto by the charter;

e. a document certifying payment of state duty;

f. the deeds of transfer;

g. the merger contract;

h. other documents subject to mandatory submission for state registration provided for by laws on legal persons having a specific organisational and legal form or other laws.

2. In case of amalgamation:

(1) the legal person(s) undergoing amalgamation shall submit:

a. an application, in which the state registration number and the name of the legal person undergoing amalgamation must be indicated;

b. a document certifying payment of state duty;

(2) the legal person expanded as a result of amalgamation shall submit:

a. an application, in which the state registration number and the name of the legal person expanded as a result of amalgamation must be indicated;

b. the amendments or supplements to the charter (or new edition of the charter);

c. the deed(s) of transfer;

d. the amalgamation contract(s);

- e. the Protocol of the general meeting (the Congress or other body prescribed by law) of the participators of legal persons participating in the amalgamation;
- f. the decision of the participators of the legal person undergoing amalgamation or of the body authorised thereto by the charter;
- g. a document certifying payment of state duty.

3. In case of division:

(1) legal person(s) undergoing division shall submit:

- a. an application, in which the state registration number and the name of the legal person undergoing division must be indicated;
- b. a document certifying payment of state duty;

(2) the legal person being established as a result of division shall submit:

- a. the application of the founder(s) of the legal person or of the authorised person of the head or the founder (founders) of the executive body;
- b. the Protocol of the founding meeting (the Congress or other body prescribed by law) on founding a legal person signed by all the founders or by the chairperson and secretary (except for legal persons founded by a single person). In case the legal person is founded by a single person as prescribed by law, written decision of the founder shall be submitted;
- c. the charter in the form of an electronic document or at least two copies thereof on paper approved by the meeting (the Congress or other body prescribed by law);
- d. a document certifying payment of state duty;
- e. the dividing (separating) balance sheet;
- f. the decision of the participators of the legal person undergoing division or of the body authorised thereto by the charter;

g. other documents subject to mandatory submission for state registration provided for by laws on legal persons having a specific organisational and legal form or other laws.

4. In case of separation:

(1) legal person undergoing separation shall submit:

- a. an application, in which the state registration number and the name of the legal person undergoing separation must be indicated;
- b. the decision of the participators of the legal person undergoing reorganisation through separation or of the body authorised thereto by the charter;
- c. the dividing (separating) balance sheet;
- d. the amendments or supplements to the charter (or new edition of the charter in) of the legal person undergoing reorganisation through separation;
- e. a document certifying payment of state duty;

(2) legal person being established as a result of separation shall submit:

- a. the application of the founder(s) of the legal person or of the person authorised by the head or the founder(s) of the executive body;
- b. the Protocol of the founding meeting (the Congress or other body prescribed by law) on founding a legal person signed by all the founders or by the chairperson and secretary (except for legal persons founded by a single person). In case the legal person is founded by a single person as prescribed by law, written decision of the founder shall be submitted;
- c. the charter in the form of an electronic document or at least two copies thereof on paper approved by the meeting (the Congress or other body prescribed by law);
- d. a document certifying payment of state duty;

- e. other documents subject to mandatory submission for state registration provided for by laws on legal persons having a specific organisational and legal form or by other laws;
- f. the decision of the participators of the legal person undergoing reorganisation through separation or of the body authorised thereto by the charter;
- g. the dividing (separating) balance sheet.

5. In case of restructuring:

(1) legal person undergoing restructuring shall submit:

- a. an application, in which the state registration number and the name of the legal person undergoing restructuring must be indicated;
- b. a document certifying payment of state duty;

(2) legal person being established as a result of restructuring shall submit:

- a. the application of the founder(s) of the legal person or of the authorised person of the head or the founder(s) of the executive body;
- b. the Protocol of the founding meeting (the Congress or other body prescribed by law) on founding a legal person signed by all the founders or by the chairperson and secretary (except for legal persons founded by a single person). In case the legal person is founded by a single person as prescribed by law, written decision of the founder shall be submitted;
- c. the charter in the form of an electronic document or at least two copies thereof on paper approved by the meeting (the Congress or other body prescribed by law);
- d. a document certifying payment of state duty;
- e. other documents subject to mandatory submission for state registration provided for by laws on legal persons having a specific organisational and legal form or by other laws;

f. the decision of the participators of the legal person undergoing restructuring or of the body authorised thereto by the charter;

g. the deed of transfer.

6. Commercial organisations undergoing reorganisation shall submit a document(s) certifying participation of the participators, as well as, in cases prescribed by Article 66 of this Law, data stipulated by the mentioned Article.

7. All the legal persons participating in the reorganisation shall — in addition to the documents provided for by this Article — also submit written confirmation of the head of the executive body of the company that the legal person has — as prescribed by law — informed of the reorganisation to all the creditors of the company known thereto, that no objections have been received from them, or that all the claims of creditors have been satisfied.

8. The written confirmation of the head of the executive body of the legal person that the given amalgamation or merger does not contradict the Law of the Republic of Armenia “On protection of economic competition”, together with the application for state registration of amalgamation or merger of legal persons, shall also be submitted.

Article 45. Procedure for state registration conditioned by reorganisation of legal persons

1. The documents provided for by Article 44 of this Law shall be submitted on paper to the Agency by the applicant(s) in person or by entering the necessary information and relevant electronic documents into the information system through the official website of the Agency.

2. Not later than within 10 working days after submission to the Agency of all necessary documents, where there are no grounds for rejection of state registration,

the Agency must carry out state registration(s) conditioned by reorganisation as prescribed by this Article.

3. Other time limits for state registration of reorganisations may be prescribed by special laws on legal persons having a specific organisational and legal form or other laws.

4. In all cases of state registrations conditioned by reorganisation of legal persons, where:

(1) a new legal person is established, state registration shall be carried out as prescribed by Article 35 of this Law. In this case, a record on legal succession shall be made in the State Unified Register;

(2) amendments are made to the charter of the legal person, state registration shall be carried out as prescribed by Article 42 of this Law. In this case, where necessary, a record on legal succession shall be made in the State Unified Register;

(3) activities of the legal person terminate, state registration shall be carried out as prescribed by part 6 of Article 51 of this Law.

5. In case of reorganisation through restructuring, state registration shall be carried out as prescribed by Article 35 of this Law. In this case, a record on legal succession shall be made in the State Unified Register.

6. In case of reorganisation of a legal person through restructuring, the Agency shall make a record in the State Unified Register on termination of the activities.

7. After making state registrations conditioned by reorganisation of legal persons, the head of the Agency shall make a note on the deed of transfer or on the dividing (separating) balance sheet. The procedure for making a note on the deed of transfer or on the dividing (separating) balance sheet shall be prescribed by the Minister of Justice of the Republic of Armenia.

8. Reorganisation shall be considered as carried out from the moment of making relevant records in the Register on the organisations being established as a result of reorganisation and those terminating their activities. Registration of reorganisation in the Register shall be confirmed by the relevant excerpt from the Register, which shall be sent to the e-mail address provided by the person or shall be provided to the person on an electronic carrier. Upon request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, while in the case provided for by part 5 of Article 9 of this Law, without payment of the fee, the person may be provided with the printed copy (copy) of the excerpt, and authenticity of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency. The excerpt provided for by this point must contain all the information concerning the given person, which is included in the State Unified Register, including data on legal succession, as well as the date of issue of the excerpt.

Article 46. Grounds and procedure for rejection of registration conditioned by reorganisation of legal persons

1. The grounds for rejection of state registration conditioned by reorganisation of a legal person shall be the following:

(1) failure to submit the documents prescribed by this Law and other laws or incompleteness of the submitted documents, or incompliance of the submitted documents with the law or other documents submitted by the legal person; moreover, compliance of the provisions of the charter of the legal person with the law shall not be verified;

(2) procedure prescribed by law for reorganisation of legal persons has been violated;

(3) the charter, contract, deed of transfer or the dividing balance sheet do not contain provisions on the legal succession of obligations of the reorganised legal person, as well as other provisions prescribed by law.

2. In case of revealing grounds for rejection of registration of a legal person, registration of reorganisation shall be rejected — within the time limits provided for by Article 45 of this Law from the day of admission of the documents — in writing with mandatory indication of the ground(s) for rejection. Where other time limits for state registration of reorganisation are prescribed by this Law, relevant laws on legal persons having a specific organisational and legal form or other laws, the rejection may be effected within these time limits.

3. In case of rejection of state registration of reorganisation, the documents serving as a basis for rejection, as well as the state duty paid and other payments provided for by this Law shall not be returned.

4. Rejection of state registration of reorganisation must be reasoned and must contain a reference to the specific norm of law the requirement whereof has been violated.

5. Rejection of registration conditioned by reorganisation shall be signed by the employee of the Agency by an electronic signature, and the electronic document on rejection shall be sent to the e-mail address provided by the person, as well as shall become available on the Internet by entering the relevant code into the information system. Upon request of the person, the printed copy of the rejection, the authenticity whereof shall be attested by the signature of the relevant employee, may be provided once in any office of the Agency.

6. The decision on rejection shall be considered as adopted from the moment it is sent by electronic mail or becomes available on the Internet, or from the moment the decision on paper is delivered to the applicant or is delivered to the post office for the purpose of forwarding it to the applicant.

CHAPTER 11

STATE REGISTRATION OF LIQUIDATION OF LEGAL PERSONS

Article 47. Making records on a legal person being in the process of liquidation

1. For the Agency to make records on a legal person being in the process of liquidation, the head of the executive body of the legal person or a body authorised thereto by law or by the charter or a person authorised thereby shall submit to the Agency:

- (1) an application;
- (2) the decision of the competent body of the legal person on liquidation;
- (3) documents required for posting an announcement on the official website for public notifications of the Republic of Armenia as prescribed by the Law of the Republic of Armenia “On public and individual notification via the Internet”;
- (4) in case the application is submitted by an authorised person, the latter shall also submit a document certifying his or her powers.

2. In case of not revealing grounds for rejection of recording, the Agency shall — within two working days after submitting to the Agency the documents referred to in part 1 of this Article — post an announcement on the official website of public notifications of the Republic of Armenia on the given legal person being in the process of liquidation and shall record information in the State Unified Register on that legal person being in the process of liquidation in accordance with the requirements of the Law of the Republic of Armenia “On public and individual notification via the Internet”.

3. Recording provided for by part 2 of this Article shall be certified by an electronic document sent to the e-mail address provided by the applicant. The mentioned document shall also become available on the Internet by entering the relevant code.

4. Upon request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, while in the case provided for by part 5 of Article 9 of this Law, without payment of the fee, the person may be provided with the printed copy of the excerpt, and authenticity of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency.

Article 48. Making records on a legal person being in the process of liquidation and having been previously registered by another body

1. For the Agency to make records on a legal person being in the process of liquidation, the head of the executive body of the legal person or a body authorised thereto by law or by the charter or a person authorised thereby shall submit to the Agency:

- (1) registration certificate issued by the registering body (the decision on state registration or another document certifying state registration);
- (2) instruments of foundation of the legal person;
- (3) documents provided for by part 1 of Article 47 of this Law.

2. Where a legal person registered by another body is subject to liquidation by law, the latter may submit any of the documents referred to in points 1 and 2 of part 1 of this Article.

3. In case of not revealing grounds for rejection of recording on being in the process of liquidation, the Agency shall — within two working days — assign the person a registration number, and shall record information in the State Register on the given legal person as well as on its being in the process of liquidation.

4. Recording provided for by part 3 of this Article shall be certified by an electronic document sent to the e-mail address provided by the applicant. The decision on

rejection shall also become available on the Internet by entering the relevant code into the information system.

5. Upon request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, while in the case provided for by part 5 of Article 9 of this Law, without payment of the fee, the person may be provided with the printed copy of the excerpt, and authenticity of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency.

Article 49. Rejection of state registration of the fact that a legal person is in the process of liquidation

1. The Agency shall reject state registration of the fact that a legal person is in the process of liquidation, where:

(1) the procedure for liquidation prescribed by law and the charter has been violated;

(2) the submitted documents are incomplete or do not meet the requirements of the law.

2. In case of not revealing grounds for rejection of state registration of the fact that a legal person is in the process of liquidation, the person applying for liquidation shall be notified through the electronic document sent to its e-mail address about the inaccuracies and the person shall be given an opportunity to correct — within a day — the inaccuracies or provide additional information or documents whereafter state registration shall be carried out.

3. Where a person refuses to correct the inaccurate information or provide additional information or documents required, the application of the person shall be rejected within one working day with mandatory indication of the grounds for rejection.

4. The decision on rejection of the registration shall be attested by an electronic signature of the Agency and shall be sent to the e-mail address provided by the person. The decision on rejection shall also become available on the Internet by entering the relevant code into the information system.

Article 50. Documents to be submitted for liquidation of a legal person

1. The following shall be submitted for state registration of liquidation of a legal person:

- (1) an application;
- (2) the decision of the participators of the legal person or of the body, authorised thereto by the charter of a legal person, on approving the liquidation balance sheet;
- (3) the liquidation balance sheet;
- (4) a statement of information on his or her behalf on compliance with the requirements of part 5 of Article 20 of the Law of the Republic of Armenia “On archive keeping”.

2. For state registration of a legal person liquidated due to bankruptcy, the court judgment having entered into force and the documents prescribed by points 1 and 4 of part 1 of this Article shall be submitted.

3. In case of liquidation of legal persons by a court judgment having entered into force, liquidation shall be carried out by the body mentioned in the judgment, and in case of absence of such an indication — by the participators of a legal person or a body of a legal person authorised thereto by the charter, who shall submit the court judgment and the documents referred to in part 1 of this Article to the Agency for registration of the liquidation.

Article 51. Registration of liquidation of a legal person

1. The liquidation committee of the legal person undergoing liquidation shall, after completing the process of liquidation, submit to the Agency the documents provided for by Article 50 of this Law for state registration of liquidation.
2. The Agency shall — within a three-day period after receipt of the application on liquidation submitted by a legal person included in the list of economic operators having monopolistic or dominant position — submit an inquiry to the Committee on confirmation of the absence of administrative proceedings instigated by the Commission and pending against the legal person and as well as of the absence of liabilities against the Commission. The inquiry shall be sent through a system ensuring electronic document flow and enabling confirmation of the receipt of the inquiry. The Commission shall reply to the inquiry within 10 days after it has been sent. Failure to reply — within the time limit prescribed — to the inquiry provided for by this point shall be considered as confirmation of the absence of administrative proceedings instigated by the Commission and pending against the given legal person, as well as absence of liabilities against the Commission.
3. The Agency shall — within one working day after receipt of an application on registration of liquidation — send an inquiry to the tax authority to receive confirmation on the absence of liabilities of the legal person with regard to the State Budget and social security. The inquiry shall be sent through a system ensuring electronic document flow and enabling confirmation of the receipt. Tax authorities shall reply to the inquiry within 20 days after it has been sent. Failure to reply — within the time limit prescribed — to the inquiry provided for by this point by the tax authority or to send another response (except for existence of liabilities and their precise amount) shall be considered as confirmation of absence of liabilities of the legal person with regard to the State Budget and social security.

4. Where the person having applied for liquidation also submits — together with the documents — a statement of information on absence of liabilities with regard to the State Budget and social security, issued by the tax authority on the day of approval of the liquidation balance sheet or at a later date, the inquiry provided for by part 3 of this Article shall not be forwarded to the tax authority.

5. The Agency shall verify completeness of the submitted documents and their compliance with the requirements of the law.

6. In case of not revealing grounds for rejection of state registration after checking the submitted documents and receiving the confirmations provided for by part 2 and 3 of this Article, liquidation of the legal person shall be considered registered and the Agency shall — within one working day — record information on liquidation in the State Unified Register.

7. The electronic document on liquidation of a legal person shall be sent to the e-mail address provided by the person as well as shall become available on the Internet by entering into the information system the relevant code provided for by part 3 of Article 47 of this Law. Upon request of the person, a copy of the statement of information on liquidation may — as provided for by this Law — be provided in any servicing office of the Agency, authenticity whereof shall be attested by the signature of the relevant employee.

8. A legal person shall be considered to be liquidated and its existence terminated from the moment of state registration.

Article 52. Grounds for rejection of liquidation registration of a legal person

1. Grounds for rejection of liquidation registration of a legal person shall be:

- (1) violation of the procedure prescribed by law for liquidation of a legal person;
- (2) failure to submit documents prescribed by this Law and other laws;

- (3) non-compliance of the submitted documents with the requirements of the law;
- (4) receiving an unambiguous response — in response to the inquiries provided for by parts 2 and 3 of Article 51 of this Law — on administrative proceedings initiated by the Commission and pending against the legal person or on liabilities of the legal person against the Commission or liabilities thereof for the State Budget with regard to taxes, duties and social security, as well as on the amount and the grounds for arising thereof.

Article 53. Rejection of liquidation registration of a legal person

1. In case of revealing grounds for rejection of liquidation registration of a legal person, the Agency shall adopt a decision on rejecting liquidation of the legal person within a day after receiving a response from the tax authorities on confirmation that the legal person has no liabilities with regard to the State Budget and social security.
2. The decision on rejection must contain information on specific legal norms and all the factual circumstances having served as a ground for rejection.
3. Rejection of liquidation registration of a legal person shall be signed by the employee of the Agency by an electronic signature, and the electronic document on rejection shall be sent to the e-mail address provided by the person, as well as it shall become available on the Internet by entering the relevant code into the information system.
4. The decision on rejection shall be considered as adopted from the moment it is sent via electronic mail or it becomes available on the Internet.
5. Where a statement of information issued by the Commission or the State Revenue Committee adjunct to the Government of the Republic of Armenia serves as a basis for registering the liquidation and the person does not agree to the information contained in the mentioned statement of information, it shall be entitled to bring an appeal with

regard to accuracy of the information contained in the statement of information to the body issuing the statement of information or to its superior or through judicial procedure. In this case, the body issuing the statement of information shall be the sole respondent.

6. Where the appeal provided for by part 5 of this Article is granted through an administrative or judicial procedure, the Agency shall immediately carry out state registration of liquidation of the legal person.

7. Where the statement of information issued by the tax authority on existence of liabilities serves as a basis for rejection of registration, and the person admits existence of the mentioned liabilities, it shall have the right to pay — within five days after receiving the rejection — the amount mentioned in the statement of information issued by the tax authority and to submit the receipt with all other required documents to the Agency once again. In this case, registration of liquidation shall be carried out immediately, moreover, confirmation of the liquidation registration shall be carried out as prescribed by Article 51 of this Law.

CHAPTER 12

RECORD-REGISTRATION OF SEPARATED SUBDIVISIONS AND INSTITUTIONS OF LEGAL PERSONS, CHANGE IN RECORD-REGISTRATION DATA AND REMOVAL FROM RECORD-REGISTRATION

Article 54. Documents required for record-registration of a separated subdivision and an institution of a legal person

1. The following documents shall be required to be submitted for state record-registration of separated subdivisions or institutions:

(1) an application that must contain:

- a. the state registration number of the founding legal person and the name thereof (signed by the founding executive body, the head of the separated subdivision, institution or a person authorised by the founder);
 - b. information on the head or the acting head of the separated subdivision, institution (first name, last name, passport data, the social card number or an indication on declining the social card, and the reference number of the relevant statement of information, address of the place of residence or registration, means of communication — telephone number, fax number, e-mail address (where available);
 - c. Where the founder of a separated subdivision or institution of a legal person is a foreign legal person, for state record-registration of separated subdivisions or institutions, an excerpt from the commercial register of that country or another equivalent document confirming legal status of the foreign legal person and its instruments of foundation (or the relevant excerpts thereof) — certified and translated into Armenian — shall also be submitted in addition to the documents provided for by part 1 of this Article.
 - d. Where the founder of the legal person established through founding is a foreign natural person, for state registration a copy — certified and translated into Armenian — of the passport or another personal identification document of the given person shall be required to be submitted in addition to the documents provided for by part 1 of this Article.
- (2) the decision(s) of the competent body on establishing a separated subdivision or institution and approving the charter thereof as well as on appointing the head or acting head of the separated subdivision or institution;
 - (3) the charter of the separated subdivision or institution signed by a person authorised by the founder;
 - (4) a document certifying payment of state duty.

2. In case of state record-registration of state, community institutions, documents referred to in point 3 of part 1 of this Article may not contain the decision on appointing the head or the acting head of the institution.

Article 55. Documents required for record-registration of changes in a separated subdivision or an institution

1. The following shall be required to be submitted for record-registration of amendments and supplements made in the charter of a separated subdivision or an institution, as well as of the new edition of the charter or of changes in information referred to in part 7 of Article 26 of this Law (hereinafter referred to as “the amendments”):

- (1) an application (signed by the head of the separated subdivision or institution or by a person authorised by the founder);
- (2) the decision of the competent body on the amendments made;
- (3) the amendments or supplements to the charter (or new edition of the charter);
- (4) a document certifying payment of state duty.

Article 56. Documents required for state record-registration conditioned by reorganisation of a separated subdivision or an institution

1. In case of merger of separated subdivisions or institutions:

- (1) a separated subdivision or an institution undergoing merger shall submit:
 - a. an application (signed by the head of the separated subdivision or institution or by a person authorised by the founder);
 - b. a document certifying payment of state duty;

(2) the separated subdivision or institution established as a result of merger shall submit:

- a. the documents referred to in Article 54 of this Law;
- b. the decisions of the competent body (bodies) of separated subdivisions or institutions undergoing merger.

2. In case of amalgamation of separated subdivisions or institutions:

(1) a separated subdivision or an institution undergoing amalgamation shall submit:

- a. application (signed by the head of the separated subdivision or institution or by a person authorised by the founder);
- b. decisions of the competent body (bodies);
- c. a document certifying payment of state duty;

(2) a separated subdivision or an institution expanded as a result of amalgamation shall submit:

- a. the documents referred to in Article 55 of this Law;
- b. the decisions of the competent body (bodies) of separated subdivisions or institutions undergoing amalgamation.

3. In case of division of separated subdivisions or institutions:

(1) a separated subdivision or an institution undergoing division shall submit:

- a. an application (signed by the head of the separated subdivision or institution or by a person authorised by the founder);
- b. a document certifying payment of state duty;

(2) a separated subdivision or an institution established as a result of division shall submit:

- a. the documents referred to in Article 54 of this Law;

b. the decisions of the competent body (bodies) of separated subdivisions or institutions undergoing division.

4. In case of separation of separated subdivisions or institutions:

(1) a separated subdivision or an institution undergoing reorganisation through separation shall submit:

a. an application (signed by the head of the separated subdivision or institution or by a person authorised by the founder);

b. the documents referred to in Article 55 of this Law;

c. the decisions of the competent body (bodies) on reorganisation;

(2) a separated subdivision or an institution established as a result of separation shall submit:

a. the documents referred to in Article 54 of this Law;

b. the decisions of the competent body (bodies) of separated subdivisions or institutions undergoing reorganisation through separation.

5. In case of restructuring of separated subdivisions or institutions:

(1) a separated subdivision or an institution undergoing restructuring shall submit:

a. an application (signed by the head of a separated subdivision or an institution or by a person authorised by the founder);

b. a document certifying payment of state duty;

(2) a separated subdivision or an institution established as a result of restructuring shall submit:

a. the documents referred to in Article 54 of this Law;

b. the decisions of the competent body (bodies) of separated subdivisions or institutions undergoing restructuring.

Article 57. Procedure and time limits for record-registration of a separated subdivision, institution of a legal person, recording of changes therein, and for removal thereof from record-registration

1. The Agency shall verify completeness of the submitted documents and their compliance with the requirements of the laws. In case of state record-registration of a separated subdivision or an institution, compliance of the charter with the requirements of laws shall not be verified.

2. The Agency shall — within a period of maximum two working days after receipt of the submitted documents — examine them, and in case of revealing no grounds for rejection of state record-registration (record-registration of changes), it shall be assigned a record-registration number by the information system, and the information required shall be recorded in the State Unified Register through the information system.

3. Where the person submits the documents as provided for by parts 9 and 10 of Article 17 of this Law, state registration of changes shall be carried out immediately.

4. A separated subdivision or an institution shall be considered as placed on record-registration, and changes made — from the moment of making relevant record(s) in the State Unified Register.

5. Record-registration of a separated subdivision or an institution (recording of changes) shall be confirmed by an excerpt issued from the State Unified Register, which shall be sent to the e-mail address provided by the person, as well as it shall become available on the Internet by entering the relevant code into the information system.

6. Upon request of the person and upon payment of the fee in the amount prescribed by the Government of the Republic of Armenia, the person may be provided with a printed copy (copy) of the excerpt, while in the case provided for by part 5 of Article 9 of this Law — without payment of the fee. In this case, authenticity

of the copy shall be attested by the signature put on the copy by the relevant employee of the Agency.

7. In case of state record-registration of a separated subdivision or an institution, no note shall be made with regard to state record-registration on the charter and the documents submitted for the purpose of state record-registration shall not be subject to return.

Article 58. Documents required for removal of a separated subdivision or an institution from record-registration (termination of the activities)

1. To remove a separated subdivision or an institution from state record-registration, the following shall be required to be submitted:

- (1) an application (signed by the head of a separated subdivision or an institution or by a person authorised by the founder);
- (2) the decision of the competent body on termination of the activities.

Article 59. Grounds and time limits for rejection of record-registration of a separated subdivision, an institution of a legal person (for recording of changes, removal from record-registration)

1. Record-registration of a separated subdivision or an institution of a legal person (recording of changes) shall be rejected where the submitted documents are incomplete and do not meet the requirements of the laws.

2. State record-registration of a separated subdivision or an institution (state record-registration of changes) shall be rejected in writing with mandatory indication of the ground(s) for rejection by sending the relevant electronic document to the e-mail

address provided by the applicant. Decision on rejection of record-registration shall also become available on the Internet by entering the relevant code.

3. The decision on record-registration shall be considered as adopted from the moment it is sent to the e-mail address of the applicant or it becomes available on the Internet.

4. In case of rejection of state record-registration (state record-registration of changes, removal from record-registration), documents serving as a basis for rejection shall not be returned.

5. It shall not be permitted to reject record-registration of a separated subdivision or an institution (state record-registration of changes, removal from record-registration) on the motive of inexpedience.

6. Rejection of state record-registration (state record-registration of changes, removal from record-registration), as well as avoidance from the performance thereof may be appealed against — by way of superiority — to the Minister of Justice of the Republic of Armenia or through judicial procedure.

Article 60. Special aspects of state record-registration of separated subdivisions and institutions of foreign legal persons and removal thereof from record-registration

1. In case of record-registration of a separated subdivision of a foreign legal person, an applicant shall — in addition to the documents provided for by part 1 of Article 54 of this Law — also submit:

(1) the copy of the founding charter and (or) another instrument of foundation — with consular or apostille certification and an Armenian translation;

(2) an excerpt from the commercial register of the country of registration or another equivalent document confirming legal status of the foreign legal person — with consular or Apostille certification and an Armenian translation.

2. In case the founding foreign legal person has no instruments of foundation, or the submitted documents do not contain provisions on bodies having powers to establish separated subdivisions or institutions, the statements of information — issued by the competent body (or the head of the executive body of a foreign legal person) — with regard to the list of instruments of foundation and a body having the powers to adopt a decision on establishing a separated subdivision or an institution, shall be submitted instead of the documents provided for by part 1 of this Article.

3. During record-registration of a foreign legal person, the information system shall also assign the separated subdivision or institution placed on record-registration a taxpayer identification number provided by the tax authority (as prescribed by the Law of the Republic of Armenia “On placing organisations and natural persons on tax record-registration and removing them therefrom”) and the personal account card number for social contribution liabilities (as prescribed by the Law of the Republic of Armenia “On mandatory social security contributions”).

4. To remove a separated subdivision or an institution of a foreign legal person from state record-registration, in addition to the documents provided for by part 1 of this Article, the following shall also be submitted:

(1) the statement of information — issued by the founder — confirming the discharge of liabilities to creditors or the absence of such liabilities;

(2) documents required for posting an announcement on the official website for public notifications of the Republic of Armenia as prescribed by the Law of the Republic of Armenia “On public and individual notification via the Internet”.

5. Removal of a foreign legal person from record-registration shall be carried out as provided for by Article 51 of this Law, based on the documents provided for by this Chapter.

CHAPTER 13

PROVISION OF INFORMATION MAINTAINED IN THE STATE UNIFIED REGISTER

Article 61. Provision of information maintained in the State Unified Register

1. Information in the State Unified Register shall be open for general information. Information of the State Unified Register and the charters of registered legal persons shall be available through the information system on condition of paying the state duty — where provided for by law — through the official website of the Agency.

2. Partial information of the State Unified Register (name and organisational and legal form of the legal person, year, month and day of state registration, registration number of the legal person, founders of the legal person, the legal person being under liquidation) shall be provided without payment of state duty.

3. Complete information of the State Unified Register, as well as the copies of the charters of legal persons shall be provided upon payment of state duty in the amount prescribed by the Law of the Republic of Armenia “On state duty”, and in the case provided for by part 5 of Article 9 of this Law — without payment of a fee.

4. Any person may — through the website of the Agency — search for information on legal persons through the information system by entering the name of the legal person, first name and last name, the social card number, the taxpayer identification number and the registration number of the founder or the participator of the legal person.

5. Upon request of the person, partial or complete information may — as a copy certified by an employee of the Agency in the form of an electronic document or on paper — be provided also from service offices of the Agency on the condition of payment of a fee in the amount prescribed by the Government of the Republic of Armenia, and in the case provided for by part 5 of Article 9 of this Law — without payment of a fee. In this case, the person shall provide information on the company (name and registration number) and a document certifying payment of the fee, as well as the latter shall sign an application filled out by the Agency.

6. Complete or partial information shall be provided by the Agency immediately after receipt of the application.

7. The Agency shall provide information to the State Revenue Committee adjunct to the Government of the Republic of Armenia on state registration of legal persons, persons placed on record-registration as individual entrepreneurs, as well as on state record-registration of separated subdivisions and institutions of legal persons in accordance with the procedure prescribed by the Government of the Republic of Armenia. The Committee shall provide the Agency with information on the taxpayer identification numbers in accordance with the Law of the Republic of Armenia “On placing organisations and natural persons on tax record-registration and removing them therefrom”.

Article 62. Excerpt issued from the State Unified Register containing complete information on a legal person

1. Uniform excerpts confirming state registration (record-registration) as well as containing complete information on a legal person providing information shall be issued in the territory of the Republic of Armenia.

2. The forms of excerpts from the State Unified Register containing complete information on a legal person shall be prescribed by the Minister of Justice.

3. An excerpt from the State Unified Register containing complete information on a legal person must include the following information:

- (1) the name of the legal person;
- (2) the state registration number of the legal person;
- (3) the year, month and day of state registration;
- (4) the code of the legal person;
- (5) the taxpayer identification number of a legal person;
- (6) the personal account card number for social contribution liabilities of a legal person (policyholder code);
- (7) the record on a legal person being under liquidation or on liquidation thereof, including the year, month and day of the record made;
- (8) registered office of the legal person;
- (9) term of activity of the legal person (for an unlimited term, and in case of a definite term — with an indication on the year, month and day of its expiry);
- (10) first name, last name of the head of the executive body of the legal person (director, general director, chairperson, manager, etc.) or of another person entitled to represent the legal person by the charter thereof;
- (11) the name and registration number of the legal predecessor of the legal person;
- (12) information on the participators of a legal person (first name, last name — in case of natural persons, the name, state registration number, TIN — for legal persons, the year, month, day of becoming a participator, amount of the share (participation), the year, month, day of changes in shares, the year, month, day of termination of participation);

(13) general description of changes made since registration of a legal person till the date the excerpt was issued with indications of the codes, and the year, month and day of the changes;

(14) the year, month, day of issue of the excerpt;

(15) other information provided for by this Law.

Article 63. Excerpt — issued from the State Unified Register — confirming record-registration of an individual entrepreneur

1. The form of the relevant excerpt — issued from the State Unified Register — confirming state record-registration of an individual entrepreneur shall be approved by the Minister of Justice.

2. The relevant excerpt — issued from the State Unified Register — confirming state record-registration of an individual entrepreneur must contain the following information:

(1) first name, last name of the individual entrepreneur;

(2) the state record-registration number of the individual entrepreneur;

(3) the taxpayer identification number of the individual entrepreneur;

(4) the year, month, day of state record-registration;

(5) place of registration and (or) residence;

(6) the year, month, day of issue of the excerpt.

Article 64. Procedure for familiarising with information stored at the Agency

1. The documents retained at the Agency, including documents having served as a basis for carrying out registrations are open for information and photocopying on

condition of payment of a fee in the amount prescribed by the Government of the Republic of Armenia, and in the case provided for by part 5 of Article 9 of this Law — without payment of a fee.

2. An application shall be required to be submitted for familiarising with relevant documents with indication of the name or registration number of the legal person, as well as a document certifying payment of the relevant fee.

3. The electronic copies of the relevant documents shall be sent to the e-mail address provided in the application, within two working days upon submission of the application.

Article 65. Special aspects of receiving information automatically provided through an electronic system to state bodies as well as private individuals on the basis of a relevant agreement

1. Information stored in the Register shall be provided to state bodies online by entering into the website of the Agency the login and the password provided in advance.

2. The list of the groups of private individuals (according to types of activities) entitled to conclude a contract with the Ministry of Justice and receive information recorded in the Register through automatic systems shall be prescribed by the Government of the Republic of Armenia. The given list must at least include all the notaries, banks and advocates on condition that the latter comply with the requirements set by the Government of the Republic of Armenia.

3. The persons provided for by part 2 of this Article shall have the right to conclude the relevant contract and on condition of paying a relevant monthly fee, through an automatic system receive information from the Register as prescribed by the Minister of Justice.

Article 66. Information gathered for the purposes of combating money laundering and terrorism financing

1. Proceeding from the objectives of the Law of the Republic of Armenia “On combating money laundering and terrorism financing”, the participator being an investor or considered to be a party to the transaction in commercial organisations shall submit a declaration to the Agency containing the following information in case of alienation (acquisition) of a share in the authorised capital (share capital) or formation or change of an authorised capital (share capital) of a commercial organisation (including those re-domiciled to the Republic of Armenia), if 20 million drams have been exceeded:

(1) data on the participator, authorised person, real beneficiary contributing to the authorised capital, including:

a. for a participator, authorised person, real beneficiary considered to be placed on record-registration as a natural person or an individual entrepreneur — first name, last name, place of residence and record-registration, the year, month and day of birth, citizenship, the serial number and the year, month, day of issue the personal identification document, social card number or an indication on declining the social card and the reference number of the relevant statement of information, the state record-registration number of the individual entrepreneur and the taxpayer identification number of the individual entrepreneur;

b. for a participator, authorised person, real beneficiary considered to be a legal person — the name, registered office, state registration number, the taxpayer identification number;

(2) the amount of contribution;

(3) the amount of the authorised capital as a result of contribution;

(4) date of making contribution;

(5) in case of risky contributions — the ground for the risk, criterion and description thereof.

2. The Agency shall be obliged to provide the Central Bank of the Republic of Armenia with the information prescribed by part 1 of this Article as prescribed by the Law of the Republic of Armenia “On combating against money laundering and terrorism financing”.

3. The legal person shall be obliged to submit to the Agency a declaration on real beneficiaries of the legal person as prescribed by the Law of the Republic of Armenia “On combating against money laundering and terrorism financing”, in case of change in state registration, authorised capital and composition of participators. One copy of the declaration shall be provided to the Central Bank of the Republic of Armenia upon request of the latter. In case of submitting obviously false or incomplete declaration on real beneficiaries, the Agency shall report to the Central Bank of the Republic of Armenia thereon.

(Article 66 supplemented by HO-207-N of 17 November 2016)

CHAPTER 14

LIABILITY FOR VIOLATION OF THE PROCEDURE OF STATE REGISTRATION OF A LEGAL PERSON OR RECORD-REGISTRATION OF AN INDIVIDUAL ENTREPRENEUR

Article 67. Liability for violation of the requirements of this Law

1. Liability for authenticity of data contained in the documents submitted to the Agency shall be borne by persons having submitted the documents.

2. The head of the Agency and the employees thereof shall — as prescribed by law — bear liability for unsubstantiated rejection of state registration and state record-registration, avoidance from the performance thereof or groundless or illegal performance of state registration and state record-registration.

Article 68. Provision of information to the Agency by other state bodies

1. In cases provided for by point 3 of part 1 of Article 28 and point 4 of part 1 of Article 36 of this Law, the information on persons shall be provided to the body carrying out state registration of legal persons, by the Police of the Republic of Armenia. The content of information and procedure for the provision thereof shall be prescribed by the joint order of the Minister of Justice of the Republic of Armenia and the head of the Police of the Republic of Armenia.

(Law edited by HO-127-N of 19 March 2012)

**President
of the Republic of Armenia**

R. Kocharyan

Yerevan

26 April 2001

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