

**GOVERNMENT**

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

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**DRAFT**

**DECREE**

**ON BUSINESS REGISTRATION AND BUSINESS REGISTRIES**

**THE GOVERNMENT**

Pursuant to the Law on Government Organisation dated 25 December 2001;  
Pursuant to The Enterprise Law No. 60/2005/QH11 dated 29 November, 2005;  
Upon the request by Minister for Planning and Investment,

**DECREES:**

**Chapter I**

**General provisions**

**Article 1.** Scope of regulation

This Decree prescribes in details the system of business registries and dossier, order and procedures of business registration, registration of amendment in the content of business registration dossier for enterprises under the Enterprise Law and household businesses

**Article 2:** Implementation subjects:

This Decree is to be applied for the following subjects:

1. Domestic organizations and individuals; foreign organizations and individuals registering their business under the Enterprise Law;
2. Other organizations and individuals that are related to business registration
3. Other business organisations which are not prescribed by this Article, applying for business registration in accordance with specific Government regulations.

**Article 3.** Rights to business registration and obligations of enterprise founder in business registration

1. Setting up enterprises and registering business as regulated by the law are the rights of individuals and organisations and these rights are protected by the State.

2. Business registries and other agencies are strictly prohibited to exact or trouble organisations and individuals when receiving and processing applications for business registration and registration of amendments in business registration.
3. Ministries, ministerial level agencies, People's Councils and People's Committees at all levels are not allowed to issue regulations on business registration applied for their own sector or province
4. Enterprise founders themselves are to be responsible before the law for the legality, correctness and preciseness of information in the business registration application dossier.

#### **Article 4. Business registration certificates**

1. Business registration certificates are issued to enterprises under the Enterprise Law and household businesses.
2. Contents of Business registration Certificates are stipulated in Article 25 of the Enterprise Law, and written down based on the information in the business registration application dossier which the enterprise founder him/herself declares and is responsible for before the law. Format of the Business Registration Certificate is stipulated by the Ministry of Planning and Investment and is applied consistently nationwide.
3. Enterprises of which Business Registration Certificates were issued before this Decree takes effect shall not have to re-apply for new business registration and shall be granted with business registration certificates of new format when they apply for modification of business registration.
4. Business registration certificates issued by business registries are valid nationally.
5. Information in the business registration dossier filed in the business registries has the legal value of original information.

#### **Article 5. Business lines**

1. List of business lines in business registration is applied consistently for all enterprises operating under the Enterprise Law and household businesses.
2. Business lines in the Business Registration Certificate are noted down as per the List of business lines in business registration. For business lines that are regulated by legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly, the Government to be conditional, and these business lines will be noted down in the Business Registration Certificate as per the business lines in those law, ordinance and decree.
3. In case an enterprise has any business line that are regulated to be conditional by a legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly, the Government the enterprise has to comply with all the conditions throughout their operation of this business line.

For business line that are regulated by a legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly, the Government to require the practice certificate, one individual can use his/her practice certificate for business registration of one enterprise only.

The responsibility for giving guidance of conditional business lines and business conditions of these business lines rests with respective specialized State management agencies.

4. In a period of one year if enterprise does not involve in the registered business lines, enterprise shall have to inform the business registry for the deletion of these business lines in the business registration certificates.

## **Chapter II**

### **MANDATES, TASKS AND ORGANIZATIONAL STRUCTURE OF THE BUSINESS REGISTRATION AGENCY**

#### **Article 6.** Business registry

1. Business registries are organized in provinces and cities directly under the Central Government (hereinafter referred to as provincial level) and in districts, towns, cities-under-provincial authorities (hereinafter referred to as district level) including:

- a) In provincial level: Business Registration Office under the Department of Planning and Investment (hereinafter referred to as provincial Business registry).

As for Hochiminh City and Hanoi alone, several provincial level business registries may be set up and numbered in a numerical order. The number of provincial level business registries in these two cities is decided by the Provincial People's Committee after having agreement with the Minister for Home Affairs and the Minister for Planning and Investment.

- b) In district level: Set up Business Registration Office in all urban districts, provincial towns, and cities under the provincial government where the number of newly registered co-operatives and household businesses is equal or more than 500 in the previous two years;

For those districts which do not have Business Registration Office, the Finance-Planning Division or Economic Division will perform the task of business registration stipulated in Article 9 of this Decree (hereinafter referred to as district Business Registration Office) and there will be a stamp for this service.

2 . Provincial Business Registration Office, District Business Registration Office can open their own bank account and have their own stamp. .

3. The provincial People's Committee will have agreement with the Authority of economic zones regarding the establishment of Business Registration Offices in economic zones and special economic zones that are set up by a decision of the Prime Minister (hereinafter referred to as EZ) to do the business registration for enterprises and household businesses in these special economic zones .

4. Ministry of Home Affairs will host and coordinate with the Ministry of Planning and Investment to guide the organization of the structure and personnel of business registries in the provincial and district levels and business registration offices in EZ; and the coordination between business registration offices in EZ and provincial business registries and other State management agencies..

**Article 7.** Mandate, tasks and responsibilities of the Ministry of Planning and Investment on business registration:

1. Draft and promulgate within its authority and/or submitting to the competent level for promulgation of the legal normative documents on business registration; guiding documents of professional knowledge and tasks, forms and reporting requirements in business registration activities.
2. Provide guidance, training and professional business registration training for staffs involved in business registration service.
3. Organize the development and management of the national enterprise information system; step by step develop the national database of business registration to support business registration professional tasks (collecting, filing and processing information of business registration nationwide); provide business registration information to relevant government agencies, to organizations and individuals who make request.
4. Be the hosting unit and coordinate with the Ministry of Home Affairs, to stipulate the requirements for staffs working in business registration and management positions in the system of business registration;
5. Publish the Enterprise Information Newsletter which contains establishment proclamation, amendments of business registration, establishment of branches and representative offices, dissolution, bankruptcy and violations made by enterprise throughout the country.
6. International cooperation in business registration.

**Article 8.** Mandates, tasks and responsibility of the Provincial Business Registration Office

1. Receive application for business registration; check the compliance of the application file for business registration and issue or refuse to issue Business Registration Certificate to enterprises.
2. Cooperate in development, management and operation of the local business registration information system; provide local business registration information to Provincial People's Committee, local Tax agencies, relevant departments and Agency for SME Development/Ministry of Planning and Investment on a regular basis, to organizations and individuals who make request.
3. Request enterprises to report on business performance as stipulated in point c Clause 1 Article 163 Enterprise Law; urge enterprises to fulfil the requirement on annual report.
4. Directly inspect or ask the government's competent agencies to inspect enterprises against the content in business registration.
5. Request the enterprises to temporarily cease conditional business lines when finding out that enterprises do not meets all condition requirements as stipulated in laws
6. Revoke Business Registration Certificate of enterprises in cases as stipulated in Clause 2 Article 165 of the Enterprise Law.
7. Register business for enterprises of other legal forms as stipulated in current legislation.

**Article 9.** Mandates, tasks and responsibility of the District Business Registry

1. Receive application for business registration of household; check the compliance of the application dossier for business registration and issue or refuse to issue Business Registration Certificate for household businesses.

As for business registries at district level in Hochiminh City and Hanoi, they will receive and consider the application dossier and issue Business Registration Certificate to private enterprises

2. Cooperate in the development, management and operation of the local household business information system; regularly report to District People's Committee, Provincial Business Registration Office, and district level tax agency on household businesses, enterprises, branches and representative offices within the district's boundary.
3. Directly inspect or ask the government's competent agencies to inspect enterprises, households against the content in business registration within district's boundary; identify the content of business registration of enterprises, branches and representative offices within district's boundary per request from Provincial Business Registry.
4. Make request to household businesses for business reports when necessary
5. Make request to a household business to cease temporarily its conditional business lines when finding out the fact that this household business does not meet all the conditions as stipulated in legal provisions
6. Revoke the Business Registration Certificate of households in cases stipulated in Articles 47 of this Decree.

### **Chapter III**

#### **NAME OF ENTERPRISE**

##### **Article 10.** Name of enterprise

1. An enterprise name must comprise the following two elements:
  - a) First element: Legal form of business including: limited companies, in which the phrase limited liability can be abbreviated to 'TNHH'; joint-stock company, in which the word joint-stock can be abbreviated to 'CP'; partnership company, in which the word partnership can be abbreviated to 'HD'; private enterprise, in which the word private can be abbreviated to 'TN'.
  - b) Second element: Given name of the enterprise

The name must be in Vietnamese, and may include numbers and pronounceable signs.

2. An enterprise can use business line, investment form and other subordinate elements to form the enterprise's name, provided that the enterprise has registered for that business line or invested in that form. In case of changing business line or investment form used in the enterprise's name, the enterprise must apply for a change in its name.
3. If the private name of the enterprise comprises elements describing the quality of goods or services, it must be approved by a competent state quality control agency.

##### **Article 11.** Prohibitions in name of enterprise

1. An enterprise is not allowed to have a misleading name or an identical name to that of another enterprise in the same business line having been registered for doing business within the province and city directly under the Central Government. This provision does not cover enterprises whose Business Registration Certificates have been revoked.

2. Names of state agencies, army forces, and of political and civil organizations cannot be used to form part or whole of the enterprise's name, unless permitted by those agencies and organizations.
3. Words and marks contradicting historical and cultural traditions, morals, and Vietnamese customs cannot be used to form the enterprise's name.
4. Enterprise can not use trade names already registered by other organizations and individuals to form part or the whole given name of the enterprise unless it is approved by the owner of this trade name. Enterprises themselves must be responsible before the law if they violate this regulation

**Article 12. Identical names and misleading names**

1. An 'identical name' case is that the name of the enterprise applying for registration is written and read in exactly the same way as the name of a registered enterprise.
2. In the following cases, an enterprise name is considered to mislead people into thinking of another enterprise.
  - a) The name in Vietnamese of the enterprise applying for registration is read in the same way as the name of a registered enterprise.
  - b) The name in Vietnamese of the enterprise applying for registration differs from the name of a registered enterprise only in the symbol '&', the word 'and', and the dash '-'.
  - c) The abbreviated name of the enterprise applying for registration is identical to the abbreviated name of a registered enterprise.
  - d) The name in a foreign language of the enterprise applying for registration is identical to the name in that foreign language of a registered enterprise.
  - d) The given name of the enterprise applying for registration differs from the name of a registered enterprise in one or several cardinal number(s), ordinal number(s), or one or several Vietnamese letter(s) (A, B, C,...) which stand(s) right after the enterprise name, unless the enterprise applying for registration is a subsidiary of the registered enterprise.
  - e) The given name of the enterprise applying for registration differs from the given name of a registered enterprise in the words meaning 'new' standing in front of or after the name of a registered enterprise.
  - g) The given name of the enterprise applying for registration differs from the given name of a registered enterprise only in the words meaning Northern, Southern, Central, Western, Eastern, unless the enterprise applying for registration is a subsidiary of the registered enterprise.
  - h) Given name of an enterprise is the same as given name of a registered enterprise

**Article 13. Other issues related to enterprise naming.**

1. Enterprises with identical or misleading names as stipulated Article 12 of this Decree who registered before this Decree comes into effect are not required to change their names. Enterprises with identical and misleading names will be encouraged and facilitated in their negotiation and application for a change of enterprise names.

2. As stipulated in Article 31, 32, 33, 34 of Enterprise Law and in this Decree, Business Registries have the right to reject a proposed enterprise name and their decision will be the final one.
3. Before registering a name, enterprises must check the names of all enterprises currently in operation in the archive of the Business Registration Office of the province where they intend to base their head quarter.

## **Chapter IV**

### **Registration documents and procedures for the establishment of enterprises, enterprise branches and representative offices**

#### **Article 14.** Business registration documents for private enterprises

1. Request for business registration filed by the form stipulated by the Ministry of Planning and Investment.
2. Valid copy of one of legal personal identification of the private enterprise owner as stipulated in Article 18 of this Decree.
3. Certification of legal capital issued by the authorized organization for enterprises operating in business lines where legal capital is required by legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly or the Government.
4. Legally valid copy of professional certificates of the enterprise director or some other individuals as stipulated in Clause 13, Article 4 of the Enterprise Law or enterprises operating in the business lines where professional certificates are required by the legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly or the Government.

#### **Article 15:** Business registration documents for limited liability companies with more than 1 member, joint-stock companies and partnership companies

1. Request for business registration filed by the form stipulated by the Ministry of Planning and Investment.
2. Draft of the enterprise charter. The Draft of the enterprise charter should have all signatures of partnership members in case of partnership companies; of legal representative, of members or their authorized representatives in case of limited liability companies; of legal representative, of founding shareholders or their authorized representatives in case of joint stock companies.
3. List of company partners for limited liability companies with more than 1 member and partnership companies, list of founding shareholders for joint-stock companies, filed by the form stipulated by the Ministry of Planning and Investment. The following must be attached with the list of partners or list of founding members:
  - a. Valid copy of one of the legal personal identifications of the founding partners or founding shareholders who are individuals.
  - b. Valid copy of the founding decision; business registration certificate or equivalent documents; company charter or equivalent documents; valid copy of one of the

legal personal identifications of the authorized representative and the authorization decision for founding partners or founding shareholders who are legal persons.

For members that are foreign organizations, the copy of their business registration certificate must be certified by the agency where they registered their business not more than 3 months before the date of submitting business registration application dossier.

4. Certification of legal capital issued by the authorized organization for companies operating in the business sectors where legal capital is required by the legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly or the Government .
5. Legal copy of professional certificates of the partners for partnership companies, of the director (general director) or one of the individuals as stipulated in Clause 13, Article 4 of the Enterprise Law for limited liability companies and joint-stock companies, in case the company operates in the business sectors where professional certificates are required by the .legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly or the Government

**Article 16:** Business registration documents for one-member limited liability companies

1. Request for business registration filed by the form stipulated by the Ministry of Planning and Investment.
2. Draft of the company charter; the draft of the company charter should have all signatures of the company owner and the legal representative of the company;
3. Valid copy of one of the legal personal identification of the company owner who is an individual; or the founding decision, business registration certificate or equivalent documents, company charter or equivalent documents of the company owner who is an entity (except that the company owner is the State).

For company owners who are foreign entities, the copy of business registration certificate must be certified by the agency by which that entity was registered, not more that 3 months before submission of the business registration documents.

4. List of authorized representatives for one-member limited liability companies that are regulated by item 3 Article 67 of the Enterprise Law, filed by the form stipulated by the Ministry of Planning and Investment. This list must be attached with valid copies of one of the legal personal identifications of each authorized representative.

Valid copy of one of the legal personal identifications as stipulated in Article 18 of this Decree of the authorized representative for one-member limited liability companies that are stipulated by clause 4 Article 67 of the Enterprise Law.

5. Authorization document of the company owner for the authorized representative in case the company owner is an entity.
6. Certification of legal capital issued by the authorized organization for companies operating in the business sectors where legal capital is required by the legal normative documents promulgated by the National Assembly, the Standing Committee of the National Assembly or the Government .
7. Legal copy of professional certificates of the director and other individuals as stipulated in Clause 13 Article 4 of the Enterprise Law for companies operating in the business lines where professional certificates are required by the legal normative documents

promulgated by the National Assembly, the Standing Committee of the National Assembly or the Government.

**Article 17:** Business registration documents for companies that are established on the basis of division, separation, merging, transformation, and acquisition

1. In case a limited liability company or joint-stock company is divided into several companies of the same type, apart from the papers stipulated in Article 15 of this Decree, the business registration documents must include the dividing decision as stipulated in Article 150 of the Enterprise Law and the minutes of the member Council meeting in case of limited liability companies the minutes of General shareholder meeting in case of joint stock companies about the division of the companies and copy of business registration certificates of the company.
2. In case one or several new companies are formed by separation from an existing limited liability company or joint-stock company, apart from the papers stipulated in Article 15 of this Decree, the business registration documents of the separated company must include the separation decision as stipulated in Article 151 of the Enterprise Law, the minutes of the member Council meeting in case of limited liability companies the minutes of General shareholder meeting in case of joint stock companies about the separation of the companies and copy of business registration certificates of the company.
3. In case several companies of the same type merge into a new company, apart from the papers stipulated in Article 7 of this Decree, the business registration documents of the merged company must include the merging decision as stipulated in Article 152 of the Enterprise Law, the minutes of the member council meeting or general shareholder meeting of all merged companies. In case the merged company is allowed to hold more than 50% market share of the related market, the business registration documents must be certified by the authorized competition management agency.
4. In case one or several companies are acquired by another company, apart from the papers stipulated in Chapter V of this Decree on registration for supplementing or changing business details, the documents of the acquiring company must include the acquisition contract as stipulated in Article 153 of the Enterprise Law, the minutes of the member council meeting or general shareholder meeting and copies of business registration certificates of all merged companies. In case the acquiring company is allowed to hold more than 50% market share of the related market, the business registration documents must be certified by the authorized competition management agency.
5. In case a limited liability company is transformed into a joint-venture company of vice versa, apart from the papers stipulated in Article 15 of this Decree, the business registration documents of the transformed company must include the transformation decision as stipulated in Article 154 of the Enterprise Law, the minutes of the member council meeting in case of limited liability companies or general shareholder meeting in case of joint stock companies about the transformation of the company and copy of the business registration certificate of the company.
6. If the transformed enterprise is a State owned enterprise, apart from all the papers and documents stipulated in Articles 14, 15, 16 of this Decree, the business registration dossier of the transformed enterprise should include the Decision of transformation and copy of the business registration certificate of the enterprise.

Upon handing the new business registration certificate to enterprises, the Business Registration Office will withdraw the business registration certificate that is no longer

valid. The proclamation of the establishment of the new enterprise will be at the same time as the proclamation of cessation of the former enterprise's activities and the settlement of relevant rights and obligations

**Article 18: Legal personal identifications in the business registration dossier**

1. Vietnamese citizens at home: valid personal ID card or passport
2. Overseas Vietnamese: One of the following papers that are valid:
  - a) Vietnamese passport or papers that can replace the Vietnamese passport
  - b) Foreign passports or papers that can replace the foreign passport and one of the following papers that are valid:
    - Certificate of Vietnamese nationality
    - Certificate of losing Vietnamese nationality
    - Certificate of citizen registration
    - Certificate of Vietnamese origin
    - Certificate of having Vietnamese origin
    - Certificate of having Vietnamese blood relations
3. Foreigners residing in Vietnam: valid Resident Card issued by Vietnamese competent authority and passport
4. Foreigners not residing in Vietnam: valid passport .

**Article 19: Admission of business registration documents**

1. The founder of enterprises or authorized representative submits the complete dossier as stipulated in this Decree to the provincial Business registry in the province where the enterprise headquarter is located.
2. Founding members, founding shareholders, company owners, private enterprise owners, partnership members together with legal representatives of the enterprise are jointly responsible for the accuracy, truthfulness and legality of the details in business registration documents.
3. Upon admission of the documents, the business registry must provide the applicant with receipt of the documents. The business registration office must be responsible for the validity of the documents as stipulated in Clause 3 Article 4 of the Enterprise Law, but not responsible for illegal acts of the enterprise that ensue the registration.

**Article 20: Time-limit for the issuance of Business Registration Certificate**

1. Business Registries shall issue Business Registration Certificate to applying enterprises within 10 working days as of the receipt of Business Registration documents except for the case of changing or complementing the dossiers. All requests of .changing or complementing the business registration dossier have to be fulfilled within 10 days as of the receipt of the business registration dossier.
2. If they receive neither Business Registration Certificate nor a notice necessitating the amendment or supplement of business registration documents after 10 working days,

enterprise founders shall be entitled to lodge a complaint to the Business registry that received their business registration documents. After 10 days as of the lodging of the complaint, if enterprise founders fail to receive a response from the Business registry that admitted their business registration documents, they shall be entitled to lodge a complaint in accordance with the law on making complaints and denouncement.

3. The legal representative of the enterprise him/herself has to sign on the Business Registration Certificate at the business registry and has to show the original household booklet .

**Article 21:** Requirements for the issuance of Business Registration Certificates

1. Enterprises are issued with Business Registration Certificates if they meet all the requirements stipulated in Article 24 of the Enterprise Law.
2. In case of ineligible documents or improperly chosen enterprise names, the Business registry shall notify enterprise founders in written form within 7 working days as of the receipt of documents. This notice shall articulate items that should be amended. .
3. As of the issuance of the Business Registration Certificates, all enterprises except for those engaged in restricted areas of business can commence their business activities.

**Article 22:** Provision of information about the content of business registration:

Within 7 working days as of the issuance of the Business Registration Certificates, the provincial Business Registration Office sends copies of the Business Registration Certificates to the Ministry of Planning and Investment. Periodically in the second week every month, business registries will send the lists with detailed information about enterprises already registered and amendments in business registration information of the previous month to tax agencies, statistic bureaus, provincial organ presiding over specific economic and technical sector, district-level Business Registry and the commune-, ward- and town-level People's Committees of the locality wherein the enterprise has its head office.

**Article 23:** Business Registration Fee

Business Registration Fee is defined according to the number of sector or industry registered. The Ministry of Finance, in coordination with the Ministry of Investment and Planning, presides over the guidance on the collection and utilization of Business Registration Fees.

Calculation of number of business lines in order to determine the business registration fee is based on the list of 4<sup>th</sup> level business lines in the VSIC

**Article 24:** Registration of establishment of branches, representative offices and new business locations.

1. Within 10 working days as of the decision to establish branches, representative offices and new business locations, enterprises shall send Request for registration of branch, representative office to the local Business registry in case of setting up branch , representative office or send notice to the Business registry where the enterprise registered their business in case of establishing new business location . The Request for registration of branch and representative office, Notice of business location must include:
  - a- Name and address of the head office of the enterprise;

- b- Sector and field of business operation, business lines;
  - c- Name of branches, representative offices or business locations planed to be established. The name of the branches, representative offices or business locations shall bear the word(s) “branch” in case of branch establishment registration, “representative office” in case of representative office establishment registration, and the organizational form of new business location in case of registration of new business location;
  - d- Full names, ID Card number, passports or other legal personal papers, specimen signature and residence address of the legal representative of enterprises;
  - e- Address of branches, representative offices or business locations;
  - f- The field and sphere of operation of branches, representative offices or business locations;
  - g- Full names, ID Card number, passports or other legal personal papers as stipulated in Article 18 of this Decree, of the head of branches, representative offices or business locations;
2. The Request for registration of branch and representative office, Notice of business location must be enclosed with:
- a- A copy of the enterprise’s Business Registration Certificate;
  - b- A copy of the company statutes in case of limited companies, joint stock companies and universal partnership companies;
  - c- A decision in written form and a copy of the minute of the meeting of the Board of members on the establishment of branches, representative offices and new business locations in case of limited companies with more than 2 members; those of the company owner or Board of members or company President in case of one-member limited companies; those of the Board of Directors in case of joint stock companies; and those of universal partners in case of universal partnership companies.
  - d- A valid copy of the Decision on the appointment of the head of branches, representative offices and business locations.

With regard to business branches of sectors or industries that require operation certificate prior to business registration, a copy of the operation certificate of the head of the branch or his or her deputy shall be included.

3. If documents for registration of the establishment of branches, representative offices and new business locations are sufficient as stipulated by Clauses 1 and 2 of this Article and the business sectors of branches are relevant to those of enterprises, and the fields of operation of representative offices or new business locations are relevant to those of enterprises, within 7 working days as of the receipt of the notice, the Business registry shall issue the operation certificate of the branch or representative office, or supplement the business location address to the Business Registration Certificate.

After being issued with the operation certificate, branches and representative offices can have and use their own seals.

4. In case enterprises establish branches, representative offices in cities or provinces other than those wherein their headquarters are based, within 7 working days as of the issuance of the operation registration certificate for branches or representative offices, a written notice shall be submitted by enterprises to the provincial Business Registry of the province where their head offices are based in order to be supplemented to the business registration documents so that their business registration certificates shall be reissued.

5. In case enterprises establish new business locations in cities or provinces other than those wherein their headquarters are based, within 7 working days as of the addition of business location into the Business Registration Certificate, a written notice shall be submitted by enterprises to the provincial Business Registry of the province where their head offices are based, a valid copy of the enterprise's Business Registration Certificate must be enclosed with this notice
6. The establishment of overseas branches and representative offices by enterprises is conducted in conformity with the law of the foreign state.

Within 10 working days as of the opening of branches or representative offices, enterprises shall notify in written form the Business registry that issued their business registration certificates. In addition to such notification, eligible copies of the operation certificate of branches, representative offices or equivalent documents shall also be supplemented to the business registration documents in order that enterprises' business registration certificates shall be renewed.

## **Chapter V**

### **Registration of supplementation and amendment in business registration**

**Article 25.** Registration of supplementation or change of business lines

1. Within ten working days as from the date of deciding to add or amend its business lines, the enterprise has to send a notice to the business registration office where their business registration certificate was issued. This notice includes:
  - c) The enterprise's name, its business registration number, the date of issuance of the business registration certificate;
  - d) The address of the enterprise's head office;
  - e) The registered business lines;
  - f) The added or amended business lines;
  - g) The full name, the number of identification card, passport or other lawful certification of personal identity as regulated at Article 18 of this Decree, signature and residence address of the enterprise's legal representative.

If the business lines that are added or amended require legal capital, the document certifying the enterprise's legal capital amount by a competent agency need to be attached.

If the business lines that are added or amended require the practice certificates, the notice should be attached with valid copies of practice certificates of the enterprise's director (Director General) or one more person holding a management positions in the enterprise as stipulated in Clause 13, Article 4 of the Enterprise Law in case of joint stock companies, limited liability companies and valid copies of practice certificates of partnership members in case of partnership companies.

This notice must be enclosed with a copy of the amended Charter of the company, the decision in writing and the copy of the meeting minutes of the Member Council in case of limited liability companies with two or more members; of the company owner or the member council or the company president in case of one member limited liability companies; of the general meeting of shareholder in case of joint stock companies; or of partnership members in case of partnership companies, on the addition or amendment of business lines.

2. Upon receiving the notice, the business registration offices has to issue the dossier receipt slip and register the business line addition or amendment within seven working days, if registration dossiers of the supplementation or amendment of business lines fully meet requirements prescribed in Clause 1 of this Article.

**Article 26.-** Registration for change of the addresses of enterprises' head-offices

1. When relocating its head offices to other places within the same provinces or cities directly under the Central Government within ten working days as from the date of deciding to relocate, the enterprise has to send a notice to the business registration office from where the business licence had been issued. This notice includes:
  - a) The enterprise's name, its business registration number, the date of issuance of its business registration certificate;
  - b) The address of the enterprise's head office;
  - c) The address of the new head office;
  - d) The full name, the number of identification card, passport or other lawful certification of personal identity as regulated at the Article 18 of this Decree, signature and residence address of the enterprise's legal representative

This notice has to be enclosed with a valid copy of the amended charter of the enterprise, the decision in writing and the copy of the minutes of the meeting the Member Council in case of limited liability companies with two or more members; of the company owner *or the member council* or the company president in case of one member limited liability companies; of the general meeting of shareholder in case of joint stock companies; or of partnership members in case of partnership companies on the registration for change of the enterprise's head – office.

Upon receiving the notice, the business registration offices must issue the dossier receipt slip and register the relocation of the enterprise's head office within seven working days if the registration dossier of the change in the address of the enterprise's head office fully meet requirements prescribed in Clause 1 of this Article

2. When relocating its head – office to other provinces within ten working days as from the date it decided to relocate, the enterprise has to send notices to the provincial level business registry where the enterprise already registered their business and the provincial level business registry of the locality where the enterprise plans to locate its new head office. This notice includes:
  - a) The enterprise's name, business registration number, date and place of issuance of its business registration certificate;
  - b) The address of the enterprise's head office;
  - c) The address of the new head office;
  - d) The full name, the number of identification card, passport or other lawful certification of personal identity as regulated at the Article 18 of this Decree, signature and residence address of the enterprise's legal representative

The notice sent to the business registry of the locality where the enterprise plans to base its new head – office must be enclosed with the company charter and list of members in case of limited liability companies with two or more members; the list of authorized representatives in case of one-member limited liability companies that are organized in the model of a member council; the list of founding shareholders in case of joint – stock

companies; the list of partnership members in case of partnership companies; the decision in writing and the copy of the minutes of the meeting of the Member Council in case of limited liability companies with two or more members; of the company owner or the member council or the company president in case of one member limited liability companies; of the general meeting of shareholder in case of joint stock companies; or of partnership members in case of partnership companies.

If registration dossiers of its head office relocation fully meet requirements as prescribed in Item 2 of this Article, the provincial level business registration office of the locality where the enterprise plans to base its new head office shall register the address change and re-grant the business registration certificate to the enterprise within ten working days as from the date of receiving the notice.

Within seven *working* days as from the date of being re-granted a business registration certificate, the enterprise has to send a copy of the newly registered Business Registration Certificate to the business registration office where the enterprise previously registered its business.

3. The change of address of the enterprise's head office shall not alter the rights and obligations of the enterprise.

#### **Article 27.** Registration of the change in enterprise's name

1. Within ten working days as from the date of deciding to change its name, the enterprise has to send a notice to the provincial level business registry where the enterprises registered its business. This notice includes:
  - a) The enterprise's current name; business registration number and the date of issuance of its business registration certificate;
  - b) The address of the enterprise's head quarter;
  - c) The expected new name;
  - d) The full name, the number of identification card, passport or other lawful certification of personal identity as regulated at the Article 18 of this Decree, signature and residence address of the enterprise's legal representative.

This notice must be enclosed with the amended charter of the company, the decision in writing and the copy of the minutes of the meeting of the Member Council in case of limited liability companies with two or more members; of the company owner or the member council or the company president in case of one member limited liability companies; of the general meeting of shareholder in case of joint stock companies; or of partnership members in case of partnership companies on the change of the enterprise's name.

2. Upon receiving the notice, the business registration offices has to issue the dossier receipt slip and make the registration for change of the enterprise's name within seven working days if the enterprise's expected new name is not against the regulations on enterprise names.
3. The change of an enterprise's name shall not alter the rights and obligations of this enterprise.

#### **Article 28.** Registration for change of the partner

When a partnership company admits new members, expels members or has a member withdrawing from the company, within ten working days as from the date of deciding to admit or expel members, it has to send a notice to the provincial level business registry where the company registered its business. This notice includes:

- a) The company's name, its business registration number, the date of issuance of its business registration certificate;
- b) The address of the company's head - office;
- c) The full names, the number of identification card, passport or other lawful certification of personal identity as regulated at the Article 18 of this Decree, residence addresses of new partnership members; of the expelled members or of members who voluntarily withdraw from the company;
- d) The signatures of all partnership members or authorized partnership members.

Upon receiving the notice, the business registry has to issue the dossier receipt slip and effect the registration of membership change within seven working days if the dossier of registration for change of the company's partner comprises of all valid papers.

**Article 29.** Registration for the change of the legal representatives of limited liability companies or joint –stock companies

In case of changing legal representatives of limited liability companies or joint –stock companies, within ten working days as from the date of deciding to change, the company has to send a notice to the provincial level business registry where it registered its business. This notice includes:

- a) The company's name, its business registration number, the date of issuance of its business registration certificate;
- b) The address of the company's head office;
- c) The full name, the number of identification card, passport or other lawful certification of personal identity as regulated at the Article 18 of this Decree, position and residence address of the incumbent legal representative of the company;
- d) The full name, the number of identification card, passport or other lawful certification of personal identity as regulated at the Article 18 of this Decree, position and residence address of the successive legal representative of the company;
- e) The full name and signature of the president of the Member Council in case of limited liability companies with two or more members; of the company owner or Chairman of the Member Council in case of one – member limited liability companies; of the president of the Management Board in case of joint – stock companies. If the chairman of the Member Council, the president of the company, the chairman of the management Board escape from his/her residence place, is held in custody, suffers from mental diseases or other ailments which render him/her unable to recognize or control him/herself or refuses to sign his/her name in the company's notice, there must be the full names and signatures of the members of the Member Council or the company owner or the members of the Management Board, who have attended and unanimously voted for the change of the company's legal representative.

This notice must be enclosed with the amended charter of the company, the decision in writing and the copy of the minutes of the meeting of the Member Council in case of limited liability companies with two or more members; of the company owner or the member council

or the company president in case of one member limited liability companies; of the general meeting of shareholder in case of joint stock companies

Upon receiving the notices, the provincial - level business registration office has to issue the dossier receipt slip and effect the registration of the change of legal representatives of limited liability companies or joint stock companies within seven working days if the registration dossier for change of the enterprise's legal representative comprises all valid papers.

**Article 30.** Registration on the change of the investment of the private business owner

Within ten working days since the date of the decision on the increment or the decrement of the registered investment, the owner of the private business must send a notice of the change to the business registration office where the registration has been made. This notice includes:

- a) Name of the enterprise, registration number, date of issuance of the business registration certificate;
- b) Full name, nationality, identity card number, passport number or other legal personal identification document as regulated at the Article 18 of this Decree, signature and residence address of the business owner;
- c) Address of the head quarter of the enterprise;
- d) Line of business;
- e) Registered investment, new investment level, manner and time of investment change.

Upon receiving the information, the business registry issues the receipt and performs the registration on the change of the investment within ten working days since the date of the acceptance of the information.

**Article 31.** Registration on the change of the charter capital of the company

1. Within ten working days since the date of the decision on the increment or the decrement of the charter capital, the company send a notice to the provincial level business registration office where the registration has been made. This notice includes:

- a) Name of the company, address of the head quarter office, number, date and place of registration;
- b) Full name, address, nationality, identity card number, passport or other legal identification document as regulated at the Article 18 of this Decree or reference number of the decision on the establishment, business registration number of each member in case it's the limited liabilities company with 2 or more members, of the owner and the authorized person in case it's one member limited liabilities company, of the founding shareholders in case it's a joint stock company;
- c) The proportion of the capital contribution of each member in case it's the limited liabilities company with 2 or more members or of each founding shareholders in case it's a joint stock company, the authorized ownership proportion of each authorized representative in case it's the one member limited liabilities company organized in terms of the council of member;
- d) Registered charter capital and the charter capital of planning increment or decrement; date and time of additional capital contribution, time and manner of the capital reimbursement;

- e) Full name, nationality, identity card number, passport number or other legal personal identification document as regulated at the Article 18 of this Decree, signature and residence address of the legal representative of the company or of the authorized partner in case it's a partnership, of the chairman of the council of member in case it's the limited liabilities company, of the chairman of the board of management in case it's a joint stock company.

The information must be attached by the amended charter of the company, the decision and the copy of the meeting minutes of the board of member in case it's the limited liabilities company with 2 or more members, of the owner or the board of members or chairman in case it's the one member limited liabilities company, of the stakeholder congress in case it's the joint stock company and of the partners in case it's the partnership.

In case of the charter capital decrement, the latest financial report since the decision of decrement must be attached with the information.

In case of the company with the capital of foreign ownership of more than 50%, the financial report must be verified by an independent auditor

Upon receiving the information, the business registration office issue the receipt and perform the registration on the change of the capital increment or decrement within ten working days since the date of the acceptance of the information.

2. The registration on the decrement of the charter capital is not applicable to the one member limited liabilities company.
3. In case of the capital decrement for the business operating in the line of business that requires legal capital, the business registration office only perform the registration on the decrement of the investment capital or the charter capital if the capital level after the decrement is not lower than the legal capital applicable to the line of business.

#### **Article 32.** Registration on the change of the founding stakeholder of the joint stock company

1. The change of the founding stakeholder of the joint stock company is made when the founding stakeholder does not pay for the adequate amount of stakes it committed to buy and the remaining founding stakeholders or other capital contributors buy the amount of stakes that are pledged to buy.
2. The registration on the change of the founding stakeholder must be done within 90 days since the date of issuance of the business registration certificate.
3. The order and procedure of changing founding stakeholders is as follows:

Within ten working days since the decision of change, the company must send a notice to the provincial level business registry where the business registration certificate has been issued to the company. This notice includes:

- Name of the company
- Business registration number
- Address of the head quarter office
- Name, address of head quarter office or full name, identity card number or passport number or other legal identification document as regulated at the Article 18 of the Decree, nationality, and the share of capital of the founding stakeholder who does not keep the commitment of capital contribution.

- Name, address of head quarter office or full name, identity card number, passport number (if any) or other legal identification document as regulated at the Article 18 of the Decree, the nationality, signature and the capital contribution after the supplementary contribution of the remaining founding stakeholders in case they agree to make supplementary capital contribution;
- Name, address of head quarter office or full name, identity card number, passport number (if any) or other legal identification document as regulated at the Article 18 of the Decree, the nationality, signature and the capital contribution after the supplementary contribution of the contributor who is not the founding stakeholder;
- Full name, nationality, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of the Decree, signature and residence address of the legal representative of the company;

The decision, the copy of the meeting minutes of the congress of the stakeholders on the change of the founding stakeholder due to the unfulfilled commitment of capital contribution; the list of founding stakeholders after the change and the amended charter of the company must be attached with the information.

Upon receiving the information, the business registration office issues the receipt and performs the registration on the change of the founding stakeholders within seven working days since the date of the acceptance of the information.

**Article 33.** Registration on the change of the member of the limited liabilities company with 2 or more members

1. In case of change due to the acceptance of new member, within ten working days since the date of decision, the company must send a notice to the business registry where the business registration certificate was issued to the company.

This notice includes:

- Name of the company;
- Business registration number;
- Address of the head quarter office;
- Name, head quarter address in case the member is an organization, full name, nationality, identity card number, passport number or other legal identification document as regulated at the Article 18 of this Decree in case the member is an individual; the value and the amount of capital contribution, time of contribution and the type of asset used as contribution, the quantity and the quality of each asset as contribution of the new member;
- The new capital contribution equal to the presenting members after accepting new one;
- The charter capital of the company after the registration of new member.
- Full name, nationality, identity card number as regulated at the Article 18 of this Decree and signature of the legal representative of the company;

The amended charter of the company, the decision, the copy of the meeting minutes of the board of members on the acceptance of the new one, the confirmation letter of the capital contribution of the new member to the company must be attached to the information; in case the member is a foreign organization, it's necessary to submit the legal copy of the

certificate of establishment or business registration certificate or other equally valid document; in case the member is a foreign individual the copy of the valid passport or other legal personal identification document the person is necessary as regulated at the Article 18 of this Decree.

Upon receiving the information, the business registry issues the receipt and performs the registration on the change of the member and the increment of the charter capital within seven working days since the date of the acceptance of the information.

2. In case of the change of member due to the transfer of the capital contribution, within 10 working days since the date of the decision of change, the company must send a notice to the business registry where the business registration certificate was issued.

The notice includes:

- Name of the company;
- Business registration number;
- Address of the head quarter office;
- Name, head quarter address in case the member is an organization or full name, nationality, identity card number or passport number or other legal attestation for the individual as regulated at the Article 18 of this Decree; the capital contribution of the transferred member;
- Name, head quarter address in case the member is an organization or full name, nationality, identity card number or passport number or other legal attestation as regulated at the Article 18 of this Decree for the individual who received the transfer and the capital contribution to the company after the transfer.
- The date of time of transfer
- Full name, nationality, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of this Decree of the legal representative of the company, of the person who makes transfer and who accepts the transfer.

Being attached with the information is the amended charter of the company, the transfer contract and the documents that confirm the fulfilment of the transfer with the confirmation of the company. The provincial level business registry accept the information, issue the receipt and perform the registration on the change of the member within seven working days since the date of the acceptance of the information.

3. In case of the change of member due to the inheritance, within 10 working days since the date of change, the company send a notice of the change of the member to the business registry where the business registration certificate was issued.

The notice includes:

- Name of the company;
- Business registration number;
- Address of the head quarter office;
- Full name, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of this Decree, nationality and the capital contribution of the member that is left as inheritance.

- Full name, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of this Decree, nationality, the signature and the capital contribution of each person that receive the inheritance.
- The time of inheritance;
- Full name, nationality, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of this Decree of the legal representative of the company

Being attached with the information is the amended charter of the company, the legal document confirming the inheritance. The business registry accepts the information, issue the receipt and perform the change of the member within seven working days since the date of the acceptance of the information.

4. In case of the registration of the change of member because he/she does not contribute the committed capital as stipulated at Provision 3 Article 39 of the Enterprise Law, within ten working day since the date of the decision, the company must send a notice on the change of the member to the business registration office where the business registration certificate was issued.

The notice includes:

- Name of the company;
- Business registration number;
- Address of the head quarter office;
- Name, head quarter address or full name, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of this Decree, nationality and the capital contribution of the member who does not make capital contribution as committed;
- Full name, identity card number or passport number or other legal personal identification document as regulated at the Article 18 of this Decree, nationality, signature and the capital contribution after the supplementary contribution the remaining members in case they are the member of the company; of the person who agree to make supplementary contribution but they are not the member of the company;
- Full name, signature, identity card number or passport number or other legal personal identification document of the legal representative of the company as regulated at the Article 18 of this Decree.

The amended charter of the company, the decision, the copy of the meeting minutes of the council of member on the change of the member due to the unfulfilled commitment of capital contribution and the list of the remaining members of the company must be attached with the information.

The business registration office accepts the information, issue the receipt and perform the change of the member within seven working days since the date of the acceptance of the information.

**Article 34.** Registration on the change of the business registration in accordance with the decision of the court

In case of the change of the business registration in accordance with the court's decision, the enterprise must register such change. In the application for change of business registration, in addition to the document stipulated in this Chapter, the decision of the court is indispensable.

This stipulation also applies to the case of change in the registration of change for branches and representative offices as per the court's decision.

**Article 35.-** Enterprise's right to complain:

If after seven working days as from the date of sending its notices on supplementation or amendment of the business registration contents prescribed in Articles 25, 26, 27, 28, 29, 30, 31, 32, 33 and 34 of this Decree to the business registry the enterprises do not receive the registration of supplementation or amendment of their business registration as stipulated in legal provisions or do not receive the notice requiring supplementation or change of the amendment registration dossier from the provincial - level business registration office, it is entitled to file its complaints under the provisions of Clause 2, Article 20 of this Decree.

## **Chapter VI**

### **Business registration for household businesses**

**Article 36. Household Business**

1. Household business established by an individual who is Vietnamese citizen or a group or a household can only process business registration at one location, can not use more than 10 employees, does not have stamp and shall be liable by all assets to the business activities.
2. Households which are producers of agriculture, forestry and fishery products, salt makers, vendors, trading from afar trader, mobile traders or service providers who have low income will not have to register their business except in conditional industries. Provincial, central municipal People's Committees stipulate levels of income in the province. Thereby, household with lower income will not have to register. Low income is stipulated not to exceed the starting point of income tax of the high income people.
3. Household business which regularly uses more than 10 employees or more than one business location must register under enterprise model.

**Article 37. Right of business registration**

1. Vietnamese citizens who are 18 years old, with full eligible civil capacity and households have the right to register their business except the underage, people with ineligible civil capacity, those who are under criminal investigation, in jail, or being taken away power of business operation by Courts.
2. Individual, household in the item 1 of this Article shall only register one household business nationwide.

**Article 38. Steps and procedures of business registration for individual household.**

1. Individual or representative of the household sends Request for business registration to Business registry of the district where business operation and activities are located. A

valid copy of the personal ID card of the individual or representative of the household should be enclosed with the Request.

2. Contents of the Request for Business Registration:

a) Full name, ID card number, signature, residence address of the individual or representative of the household;

b) Address of business location;

c) Business lines;

d) Business capital;

For the industries and business lines which require a Profession Certificate, apart from papers stipulated in Clause 1 of this Article, a copy of the Certificate needs to be enclosed.

For the industries and business lines which under legal provisions require the legal capital, apart from papers stipulated in Clause 1 of this Article, a valid copy of the certification of competent authority or organization needs to be enclosed.

District Business registry is not allowed to ask the individual/representative of household to submit any documents other than the ones stipulated in this item.

3. Business registry receives application dossier, grant receipt and issue Business registration certificate to business households within five working days, since the date of receiving application letter, if all following conditions are met:

a) Business sector, industry does not fall into the list of forbidden sectors and industries for doing business;

b) The proposed name of the household businesses for registration can not be the same as that of the already registered household businesses within the district.

c) Pay business registration fees as required.

4. Within five working days, since the date of issuance of Business registration certificate, district business registration authority sends a copy of such certificate to tax authority at the same level and to sectoral department.

5. After five working days since the date of submission of business registration application, if business registration certificate or request for amendment, supplement of business registration dossiers is not received, applicant is entitled to address their claim to district business registry, who has received business registration application. After seven days since the claiming date, if the applicant does not received a response from district business registry Division, he shall be entitled to appeal to the District people's committee or sue to Provincial Administrative Court where the application is submitted as stipulated by the law.

### **Article 39. Business timing**

Household businesses are entitled to conduct business activities after business registration certificate is issued, except the case where those sector/industry requiring special business conditions.

### **Article 40: Business place for individual business households**

Business households who operate travelling wholesale or mobile business, have to select a fixed location for business registration. This place can be of permanent or temporary

residential registration or where business activities are most frequently conducted or where trade transactions are conducted. Business households who operate travelling wholesale or mobile business are allowed to carry out business outside the place registered with the concerned authority but shall inform tax authority and market management authority where they register their head quarter and conduct business activities.

#### **Article 41. Request for modifying registered business activities**

1. When modifying business activities registered, household business informs such changes to district business registry who granted business registration certificate.
2. In the event of halting business activities for more than thirty days, household businesses shall inform the concerned district business registry which issued the certificate and direct supervisory tax authority. The temporary cessation of business activities can not exceed one year.
3. In the event of terminating business activities, household businesses shall submit Business registration certificate to the concerned district business registry where business households have registered and pay all debts, including taxes and other outstanding financial liabilities.

#### **Article 42. Give a name to individual household businesses**

1. Household businesses must have their own name. The name of the household businesses must include these two following elements:
  - a) First element: legal form “Household business”
  - b) Second element: Given name the household business

The given name must be in Vietnamese, and may include numbers and signs that are pronounceable.

2. Household businesses may use business lines, investment types or other supporting elements to compose their given name if they register this business line or have investment of this type. However, when they no longer have this business line or this type of investment, the household businesses must register for name change
3. Letters, words, numbers, sign that may violate historical traditions, culture, moral and national customs shall not be used in naming individual business households.
4. Name of household businesses can not be overlapped with name of other business households registered in the same district.

### **Chapter VII**

#### **Order, Procedures of temporary cessation of business activities, re-issuance and Withdrawal of business registration Certificate**

#### **Article 43.- Notices on temporary cessation of business operation**

Enterprise which temporarily ceases its operations has to send a notice in writing to the provincial level business registration office where its business registration certificate was issued and the tax authority at least fifteen days before the temporary cessation of operation. This notice include:

1. The enterprise's name, its business registration number and date of issuance of its business registration certificate;
2. The address of the enterprise's head - office;
3. Its business lines;
4. The temporary cessation duration, the starting date and the closing date thereof. The temporary cessation duration noted in the notice cannot be over one year. After one year since the date of the temporary cessation, if the enterprise sustains its operation cessation another notice will need to be sent to the business registry. The total length of the temporary cessation does not exceed three years;
5. The reasons for temporary cessation;
6. The full name, the number of identification card, passport or other lawful certification of personal identity, and signature of the enterprise's legal representative.

This notice must be enclosed with the decision in writing and the copy of the minutes of the meeting of the Member Council in case of limited liability companies with two or more members; of the company owner or the member council or the company president in case of one member limited liability companies; of the general meeting of shareholder in case of joint stock companies; or of partnership members in case of partnership companies

The provincial level business registry shall receive the notice and make note in the monitoring books.

**Article 44.** The Re-issuance of the business registration certificate

1. The Re-issuance of the business registration certificate in case of loss
  - a) Upon the loss of the business registration certificate, the enterprise must report to the local police where the certificate is lost, the business registry that issued the certificate and announce on the public media three times consecutively.
  - b) After thirty days since the date of the announcement, if the enterprise still cannot find the lost certificate, the enterprise must request the provincial level business registry where the business registration certificate was issued to reissue it. The application for re-issuance includes:
    - Letter of request for re-issuance of the business registration certificate in the format as stipulated by the MPI;
    - The verification of the police on the report of the loss of the business registration certificate of the enterprise;
    - The receipt of the public media for the service of announcement of the loss of business registration certificate or the newspaper that posted the notice.
2. The Re-issuance of the business registration certificate in case the certificate is torn apart, crushed, burned or some how damaged.

In case the business registration certificate is torn apart, crushed, burned or somehow damaged, the enterprise will make the application for the re-issuance of the business registration certificate. The application for re-issuance of the business registration certificate includes:

- Letter of request for re-issuance of the business registration certificate in the format as stipulated by the MPI;

- The original of the business registration certificate if it's torn apart or crushed;
  - The legal copy of the business registration certificate in case it's burned or damaged or the verification of the police of the fire.
3. Upon the acceptance of the application for the case mentioned at point 1, 2 of this Article, the business registry issue a receipt and give to the enterprise.

Within seven days since the acceptance of the application, the business registration office re-issues the business registration certificate to the enterprise. The number of the re-issued business registration certificate is the number on the business registration certificate that is lost, torn apart, crushed, burned or some how damaged; the business registration certificate will indicate clearly the time of re-issuance.

4. The re-issuance of the registration certificate of the branch, the representative office in case of change in the registration in accordance with the decision of the court or the registration certificate is lost, torn apart, crushed, burned or some how damaged will be carried out as stipulated in Clauses 1, 2, 3 of this Article.

**Article 45. Business registration Certificate is revoked in following cases:**

1. Cases of revoking the business registration certificates are stipulated in Clause 2 Article 165 of the Enterprise Law

2. The order and procedures of revoking the business registration certificate as per the Court's decision will be executed by in accordance with instructions from competent State agencies

3. In case a business registration certificate was issued not in accordance with legal provisions, the business registry will inform the People's Committee of the same level to take into consideration the decision to revoke the business registration certificate

4. The settlement of rights and obligations incurring from the decision to revoke the business registration certificate will be executed under legal provisions stipulating the compensation of damages caused by civil servants and competent staff of agencies that execute the judicial procedures and other relevant legal documents

**Article 46: Procedures and orders to withdraw business registration certificate:**

1. In case the Business Registry finds out forged contents declared in the business registration dossier

If the Business registry finds out forged contents declared in the business registration dossier, it will make a notice on violation made by the enterprise and make a written Decision to withdraw the Business registration certificate;

If the Business Registry finds out forged contents declared in the dossier of amendments in the business registration content, it will, on one hand, make request to competent authority to have administrative fine for this violation in business registration, on the other hand, eliminate the already made amendments based on forged information.

2. If owners of private enterprises, members of limited company and partnership company, founders of joint-stock are in the category of prohibited people to establish an enterprise according to Article 13 of the Enterprise Law, regulations and steps are used as follows:

a) For private enterprises: Business registry who grants Business registration certificate will make official notice of violation made by enterprises and make an official written decision to withdraw business registration certificate

b) For limited companies and joint stock companies: Business registry who grants Business registration certificate will make an official written requirement for dismissal and change members or shareholders who do not have right to establish enterprise. The change of members or shareholders is done within 30 days upon the date of official notice. After the above mentioned duration for changing members or shareholders, enterprises fail to executive the task, Business registry will make official written notice on violation committed by enterprise and make decision to withdraw business registration certificate.

c) For partnership companies: Business Registry will make official requirement for companies to change partner member who is of prohibited category to set up an enterprise and to submit application for changing member within 15 days since date of official notice. After the above mentioned duration for changing partner members, enterprises fail to executive the task, Business Registry will make official written notice on violation committed by enterprise and make decision to withdraw business registration certificate.

3. For those who violate point c, d, đ, e in Clause 2, Article 165 of the Enterprise Law, the Business Registry will make an official written requirement on violation and request a representative of the business to have clarification and explanation. After 15 days upon the date of appointment stated in the official notice, representative of the business fails to come, Business Registry will make decision to withdraw business registration certificate.
4. When a business fails to send reports regulated in point c clause 1 article 163 Law of Enterprises to the business registry within 3 months upon the date of official written notice according to point g clause 2 article 165 Law of Enterprise, provincial Business Registry will send a notice to request a representative of the business for clarification and explanation within 10 working days upon the last day for required reports. After 10 working days upon the date of appointment requested in the notice, the representative fails to come, Business Registry will make official written notice on violation committed by the business and make decision to withdraw business registration certificate.
5. If Business Registry finds out violation in business committed by enterprise, it will make decision to withdraw the business registration certificate, and informs competent authority for punishment under legal provisions.
6. After receiving the Decision to revoke the Business Registration Certificate, the enterprise will conduct the dissolution procedures as stipulated in Article 158 of the Enterprise Law. Within six months as from the issuance of the Decision to revoke the business registration certificate, if the dissolution dossier of the enterprise is not received, the enterprise is considered to have been dissolved and the business registry will eliminate the enterprise in the business registry book. In this case, the legal representative and all members of limited liability companies, company owner of one member limited liability company and all members of the Management Board of joint stock companies and all partnership members will be jointly responsible for all the debts (if any) including unfulfilled tax duties and financial obligations of the dissolved enterprise.

**Article 47:** The Business Registration Certificate of household businesses will be revoked in the following cases:

1. Not starting business activities within 60 days as of the date their Business Registration Certificate was issued;

2. Halting business activities in 60 consecutive days without making notice to the district level business registry where they made their business registration;
3. Relocating their business location to other districts
4. Doing business activities in prohibited business lines
5. Other cases as per instructions of the Ministry of Planning and Investment.

## **Chapter VIII Implementation**

### **Article 48. Settlement of violation**

1. Staff, civil servants requesting business founders for documentations, procedures or business registration conditions which are against this Decree; having authoritarian or imperious behaviours, exacting, causing difficulties or troubles to organisations and individuals when processing application of business applications, investigating contents of business registration, shall be disciplined as regulated by the Law.
2. Staff, civil servants who deny to issue Business Registration certificates to qualified applications or who issue business registration certificates to unqualified applications, depending on the nature and extent of violation, shall be disciplined or taken criminal proceedings as regulated by the law.
3. Business registries, business registry staffs when having good completion of tasks will be rewarded as per the Government's regulations.

### **Article 49. Effectiveness**

1. This Decree takes effect from 1st July 2006; regulations which were issued before this Decree and are against this Decree shall be nullified.
2. This Decree replaces Decree No. 109/2004/N§-CP dated 2nd April 2004 issued by the Government on business registration.

### **Article 50. Responsibility of guiding the implementation of the Decree**

Minister, Heads of Ministerial agencies, agencies under the Government, Chairmen of People's Committees of Provinces and centrally governed cities takes the responsibility of implementing this Decree.

Minister for Planning and Investment takes the responsibility of guiding the implementation of this Decree.

**ON BEHALF OF THE  
GOVERNMENT**

#### ***Recipients:***

- Secretariat of the Central Communist Party;
- Prime Minister, Deputy Prime Ministers;
- Ministries, ministerial agencies, agencies under the Government ;
- People's Councils, People's Committees of Provinces, and centrally governed cities;
- Office of the Central Communist Party;

**PRIME MINISTER**

- Office of the President of the State;
- Ethnic Council and commissions of the National Assembly;
- Office of the National Assembly;
- People's Supreme Court;
- People's Supreme Procuracy ;
- Centrally based mass organisations;
- National Administration Institute;
- Official Gazette;
- Office of the Government: Minister Head of the Office,  
Chairman of PMRC, Divisions, PMRC  
Spokespersons of the Prime Minister, Departments and  
other affiliated units;
- Archive: Enterprise Reform (5b), Office.

**Phan Van Khai**