

**GOVERNMENT**

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence - Freedom - Happiness

No:...../2006/ND-CP

Hanoi, .....2006

**DRAFT**

**DECREE**

**ON BUSINESS REGISTRATION AND BUSINESS REGISTRIES**

**THE GOVERNMENT**

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 Bus(nes,oTJ d )-25(h)m Enterpec 2. tre023 Tf5(r)-2(fica24(an{co)-9(atdow9(on )-4

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**

1. Draft and promulgate within its authority and/or submitting to the competent level for

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.**

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.
    - ) 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

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

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



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

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 .

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,



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; 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,





e)



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

- 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



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.





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,



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**