



Legal Brief No. 19
20 April 2022

LAW ON AMENDMENT TO LAW ON COMMERCIAL RULE AND REGISTER

This Law was promulgated by the Royal Kram No. NS/RKM/0122 dated 29 January 2022 to amend certain provisions of the Law on Amendment to the Law on Commercial Rules and Registrar promulgated by (i) Royal Kram No. NS/RKM/1199/12 dated 18 November 1999 and (i) Royal Kram No. NS/RKM/0695/04 dated 26 June 1995 as follows:

Matters	Descriptions
Article 11: New (2) <i>Forwarding of Registered Documents to Commercial Court</i>	Ministry of Commerce (“MOC”) shall forward one copy of commercial register and all documents related to the original registration to the commercial court to be filed as documents for commercial jurisdiction.
Article 14: New (2) <i>Declaration made by merchant whose original principal establishment is located in the Kingdom of Cambodia</i>	Merchant shall register its business within 15 days before operating the business by submitting two certified copies of declaration, with his/her signature or finger stamp, to the municipal/provincial cadastral office of the commerce having authority over where the business operation is located in. The declaration shall state the main information as follows: 1. Re. merchant: name, date of birth, address, telephone number, email, nationality and freewill statement made by the applicant indicating that he/she has never been convicted for any commercial activities; 2. Re. business: name, address, business objective, logo etc.
Article 17: New (2) <i>Declaration made by commercial enterprise whose office is located in Cambodia</i>	All company conducting business in Cambodia shall be registered regardless of their formation procedure and form. Director or company’s incorporator shall register its commercial enterprise within 15 days before operating the business by submitting two certified copies of declaration, with his/her signature or finger print, to the municipal/provincial cadastral office of the commerce having authority over where the business operation is located in. The declaration shall state the main information as follows: 1. Re. shareholders: name, date of birth, address, telephone number, email, nationality and freewill statement made by the applicant indicating that he/she has never been convicted for any commercial activities; 2. Re. business: name, address, business objective, logo, share capital and source of share capital; share contributed by each shareholder, if any, date of creation and closure of the business, if any, form. 3. Re. member of the board of director: name, date and place of birth of director and any other person granting the right to sign for and on behalf of the company. Note: (i) sample signatures or third parties and corporate seal print, and (ii) certificate of capital deposit issued by the bank as required under the old law have been removed by this Law.
Article 26: New (2) <i>Issuance Temporary Certification</i>	Upon the registration of commercial enterprise, the registrar shall issue a certificate of registration attached with the extract of information stating the registration number of the company. This certificate of incorporation shall be temporary for one month upon its issuance date. If it is found that any information stated in the declaration is falsified, the registrar may reject or cancel the registration number.
Article 47: New <i>Obligation to comply with the accounting and auditing rule.</i>	All merchant and manager of commercial enterprise have an obligation to comply with the accounting and auditing rules in accordance with the Cambodian Law on Accounting and Audit and other relevant law in force.