

A HANDBOOK ON COMMERCIAL REGISTRATION



Ministry of Commerce



Asian Development Bank

Foreword by Senior Minister, Minister of Commerce, H.E. Cham Prasidh

It gives me great pleasure to introduce you to this important publication “A Handbook on Commercial Registration” in both Khmer and English versions. This initiative is part of a larger effort of the Royal Government of Cambodia to support the implementation of the Cambodia Small and Medium Enterprise Development Program.

The Commercial Registration Department of the Ministry of Commerce has worked with ADB Technical Assistance 4786-CAM: Capacity Building for SME Development - Phase II to produce this publication and ensure a quality translation. The handbook is an essential tool for commercial enterprises wishing to register at the Ministry of Commerce and a useful reference for the private sector generally.

This handbook has been written to reflect the business registration reforms implemented over recent years by the Ministry of Commerce and is supplemented by a CD ROM which contains useful templates and reference material for commercial enterprises, especially those at the early stages of their existence.

I would like to express my sincere thanks to the Asian Development Bank for their support for this initiative, all contributors, reviewers and translators.

Thank you and good luck.

Cham Prasidh
Senior Minister,
Minister of Commerce

Table of Contents

Foreword	i
Abbreviations and Acronyms	1
Preface	2
1 How to Use This Handbook	4
1.1 Finding a Subject	4
1.2 Footnotes	4
1.3 Changes in the Law, Regulations or Fees	5
1.4 Next Steps	5
2 Starting Up - Type of Business and Business Administration Matters	6
2.1 Types of Business	6
2.1.1 Sole Proprietor	6
2.1.2 Partnership	7
2.1.3 Limited Liability Company	9
2.1.4 A Branch Operation	12
2.1.5 Foreign Businesses	13
2.2 Business Administration Matters	16
2.2.1 Registered Office, Books and Records	16
2.2.2 Registered Agent	17
2.2.3 Articles of Incorporation and Bylaws of a Company	17
2.2.4 Management, Directors and Shareholders	20
2.2.5 Corporate Capital, Securities and Shares	25
2.2.6 Purchasing an Existing Business	28
2.3 Qualified Investment Projects (“QIPs”)	28
3 Commercial Registration Practicalities	31
3.1 Registering as a Sole Proprietorship	31
3.2 Registering as a Limited Liability Company	32
3.3 Partnership	34
3.4 Representative Office	36
3.5 Branch of a Foreign Company	37
3.6 Branch of a Cambodian Company	38
3.7 Registration at Provincial Department of Commerce / Municipal Commerce Department	40
3.8 Exporting	41
3.9 Permission Letter for Registered Office from Municipality or Provincial Office	42

4	Other Registration Practicalities	43
4.1	Taxes	43
4.1.1	Administration	43
4.1.2	Stamp Duty	43
4.1.3	Tax Registration	45
4.1.4	VAT Registration	46
4.2	Intellectual Property	46
4.2.1	Marks and Trade Names	47
4.2.2	Patents, Utility Model Certificates and Industrial Designs	49
4.2.3	Copyright	52
4.3	Licences and Licensing	52
4.3.1	“One Stop Information Window” and SME Portal	53
4.3.2	Business Licensing Complaints Hotline	53
4.4	Ministry of Labor and Vocational Training - The Registration Formalities	54
5	Running the Business	57
5.1	Khmer Name	57
5.2	Annual Declaration	57
5.3	Financial Reporting	59
5.3.1	Annual Financial Statements of a Company	59
5.3.2	Obligations to Submit Financial Statements for Audit	59
5.4	Financial Reporting Template	60
5.5	Tax Obligations	61
5.5.1	Annual Tax Obligations	61
5.5.2	Monthly Tax Obligations	63
5.5.3	Tax Audits	66
5.5.4	Penalties	67
5.5.5	Record Keeping	68
6	Employing People	69
6.1	Rules and Regulations	69
6.1.1	Basic Labour Market Information	70
6.1.2	Recruiting Employees	70
6.1.3	Termination	70
6.2	Administration	71
6.3	Recruitment	71
6.4	Working Hours and Minimum Wage	71
6.5	Public Holidays for Employees	72

7	Changes to Business Structure and Voluntary Cessation of the Business	73
7.1	Amendment to the Business Structure	73
7.2	Amendment to the Articles of Incorporation	73
7.3	Voluntary Cessation of a Company	75
7.3.1	Voluntary Company Dissolution	75
8	Other Information / Support	78
8.1	Websites	78
8.2	All Ministries Addresses and Websites	79
8.3	Banks	81
8.4	Ministry of Commerce Business Publications	91
8.5	Business Associations	91
9	Glossary	92
10	Contents of the attached CD ROM	97
10.1	Articles of Incorporation	97
10.2	Commercial Registration Department Forms	97
10.3	Financial Reporting Template	97
10.4	List of Business Associations in Cambodia	97
10.5	Annual Declaration Template	98
10.6	Official Holidays for 2008	98
10.7	List of Licences and Application Details	98
10.8	Intellectual Property Application Forms	98
10.9	Tax Application Forms and Return Forms	98
10.10	Tax Forms Issued	99
10.11	Cambodian Labour Law Guide	99

Abbreviations and Acronyms

ADB	:	Asian Development Bank
ATR	:	Annual Profit Tax Return
CLS		Core Labour Standards
CRD	:	Commercial Registration Department
FBT	:	Fringe Benefits Tax
FRT	:	Financial Reporting Template for SMEs
ISIC	:	International Standard Industrial Code
ILO	:	International Labour Organisation
IT	:	Information Technology
KHR	:	Khmer Riel
LoT	:	Law on Taxation
MEF	:	Ministry of Economy and Finance
MIME	:	Ministry of Industry, Mines, and Energy
MoC	:	Ministry of Commerce
MLVT	:	Ministry of Labor and Vocational Training
QIP	:	Qualifying Investment Project
RGC	:	Royal Government of Cambodia
RRTS	:	Real Regime Tax System
SME	:	Small and Medium Enterprise
TA	:	Technical Assistance
TD	:	Tax Department
TWG	:	Technical Working Group
USD	:	US Dollars
VAT	:	Value Added Tax
WHT	:	Withholding Tax

Preface

If you are thinking of running a business¹, this Handbook will save you time, stress and money. It tells you what you need to know about the legal and official side of starting up on your own. It also covers the areas of relevance as your new business develops - the Handbook also explains the regulations that might affect a growing business, from considering location and premises to employing people.

This Handbook was created by the Commercial Registration Department of the Ministry of Commerce with the technical assistance of ADB TA 4786-CAM: Capacity Building for SME Development - Phase II.

The Handbook is written to provide a user-friendly guide for entrepreneurs wishing to set up a new business. It is not targeted only at those entrepreneurs setting up companies, but rather the “business” may be a sole proprietorship, a company, a partnership, a branch of a foreign company or a representative office of a foreign company. The Handbook will be of assistance to all of these types of business.

The primary purpose of this handbook is to guide business people through the process of registering with the Royal Government of Cambodia, but the handbook also addresses a range of other important issues involved in starting and running a business in this country. The handbook summarizes the different forms of registered businesses, the process of registering different types of businesses, and relevant legal issues.

The Handbook has been written following a period of reform and progression at the Ministry of Commerce. The guidance herein reflects the provisions of the Amendments to the Law on Commercial Rules and Commercial Register (November 1999), the new Law on Commercial Enterprises (June 2005), and a number of official Prakas and Notifications issued as part of the recent business registration reforms. Where possible, references to the relevant legislation and legislative instruments are made by way of a footnote.

The accompanying CD ROM contains templates and reference material that will assist with the content and procedures set out in this Handbook.

¹ Law on Taxation (March 2004), Art. 3 (Definitions)

Funding

The Handbook has been funded by: ADB TA 4786-CAM

Acknowledgements

This text owes a great deal to Mr. Hem Vandy from ADB Cambodia Mission, Mr. Frazer Henderson and Mr. Chris Longridge for their assistance with the final reviews of this Handbook.

The editors would like to express their thanks to Mr. Ho Sarann, Director of Commercial Registration Department, and Mr. Long Sophorn, Chief of the Companies and Business Registration Department at the Ministry of Commerce.

Edited by:

John Donnelly, Team Leader ADB TA 4786-CAM

Ky Ka, Domestic Team Leader ADB TA 4786-CAM

Lak Chin Savath, Consultant ADB TA 4786-CAM

Sarin Denora, Sarin & Associates

Om Dararith, Director of Legal Affairs at the Ministry of Commerce

1 How to Use This Handbook

1.1 Finding a Subject

The Table of Contents pages should help you find the subject you are interested in within this Handbook. For example, if you need detailed information on registering your business and you are about to undergo registration of a limited company, then go to Section 3 (Commercial Registration Practicalities) and look down the list underneath this main heading until you find the sub-section on **Registering as a Limited Liability Company (Section 3.2)**.

It is unlikely that you will need to be concerned with **all** the sections of this Handbook at the start of your business venture and there is no need to read this Handbook from cover to cover.

However, it will be possible to see at a glance what sections might apply to your business now or in the future.

1.2 Footnotes

References to relevant legislation and legislative instruments pertaining to the subject matter or procedure are set out as a footnote. For example the body of the text or heading would show:

2.1.3.1 Private Limited Company (more than 1 shareholder)²

At the bottom of the page, the reference will be as follows:

²Law on Commercial Enterprises, (19 June 2005), Art. 88

where Art. Refers to an Article of the Law referenced.

1.3 Changes in the Law, Regulations or Fees

Regulations, figures, thresholds and costs may have changed since publication of this Handbook.

For an update, check the Ministry of Commerce website (www.moc.gov.kh) or the SME Secretariat's SME Portal accessed via www.mime.gov.kh or call the relevant government agency directly or consult with an adviser (accountancy firm or law firm) who deals with such matters on a daily basis.

1.4 Next Steps

Where a section of text mentions the need for further action or information – such as Section 2.1.1 – you will find what you must do and where to get information in the Next Steps box at the end of the sub-section. This may refer you to other sections or sub-sections within this Handbook.

2 Starting Up - Type of Business and Business Administration Matters

2.1 Types of Business

2.1.1 Sole Proprietor

In a Sole Proprietorship, all accounts, contracts, property, and licences are taken in the name of the owner (the Sole Proprietor/entrepreneur). The Sole Proprietor has independent control of the business and rights to all profits. Profits are directly taxable and business affairs are easily mixed with personal affairs. He or she is also personally liable for all debts and obligations of the business.

The sole-proprietor provides all the start-up capital - often this will involve a bank loan secured by a mortgage on the sole-proprietor's home or an unsecured loan from friends and family. The sole-proprietor may be bankrupted by the creditors if the business fails to honour its debts. The business does not continue after the proprietor's death.

Major Advantages	Independence, all management decision by proprietor, flexibility, minimum of legal requirements.
Major Disadvantages	Unlimited liability, limited management ability, limited investment potential.

Becoming a sole proprietor is the most straightforward way to set up in business, since it is quick and easy and involves minimal form-filling associated with the setting up and running of a limited company.

However, the sole proprietor does not have a separate legal entity like the distinct legal identity of a company. Therefore, the sole proprietor is personally liable for the debts and liabilities of the business. The sole proprietor, as a natural person (that is, a human being as opposed to an artificially created legal entity), is the business entity.

Nature and key conditions of a sole proprietorship

Liability	The sole proprietor has unlimited liability for the debts and liabilities of the business. That is, their personal assets could be at risk if liabilities of their business activities cannot be settled.
Ongoing Compliance	Ongoing requirements are less onerous for sole proprietorships than for corporate vehicles.

Next Steps: Go to **Section 3.1** for the registration practicalities for a Sole Proprietorship.

2.1.2 Partnership²

The partnership is the favoured method of business organisation for many professionals like doctors, lawyers, and accountants. They can share facilities in which a sole practitioner would be unable to afford. It is also very common for small businesses to operate from this base, as it enables start-up capital and expertise to be drawn from a number of people. Partners, like sole traders, often raise their contributions through a bank loan and are also personally liable for business debts.

A general partnership is created any time two or more persons associate to carry on a business as co-owners to share profits and control. It requires no legal documentation since the partnership contract may be verbal or in writing³. Unless agreed otherwise, a general partnership dissolves upon the death, bankruptcy, or withdrawal of any partner. Without planning, there is no assurance that a partner will not withdraw and demand that the business be liquidated.

Should you work alone or go into partnership?

Anyone contemplating a new business will be faced with this question. Whether it is the right solution for you will depend on your personal circumstances at the outset. This module aims to set out the issues you need to think about when making your choice. If you decide to work alone as a sole proprietorship, you will have to set up everything on your own. You will have to do all the work of finding and keeping your customers. If you decide to go into partnership, you will benefit from the start from a certain degree of pooling of skills and financial resources. There are, however, some risks associated with running a business jointly.

² Law on Commercial Enterprises (19 June 2005), Art. 8

³ Law on Commercial Enterprises (19 June 2005), Art. 9

Position of Trust

Partners are placed in a position of trust with each other and have the following duties:

- (a) to make full disclosure to each other of all issues relevant to the business;
- (b) to declare any personal financial benefit received by a partner in carrying out the firm's business; and
- (c) not to compete with the firm without the consent of the other partners.

Liability

Since the partnership has no legal existence distinct from its members, all the partners are personally liable for its debts and other legal obligations. If the partnership does not have sufficient funds to honour a debt, the partners have to make good the shortfall out of their own pockets. Legal action can be taken against a partnership in the name of the partnership, but the partners remain jointly or severally liable for what is owed. This means that if a debt is not paid, it can be enforced against all or any of the partners. This may result in one partner having to pay the entire debt, though that partner may seek a contribution from the others. Like a sole trader, a partner may be personally bankrupted if the assets of the business are not sufficient to cover its debts.

Business Tip

Seek Advice

Forming a partnership needs careful consideration as the interaction of the partners, their authority and duties can be difficult to comprehend. Professional advice is strongly recommended before formalising a partnership business.

Limited Partnership

A limited partnership arises when a certificate is filed with the Business Registration Bureau at the MoC. A limited partnership lasts as long as the parties agree or, in the absence of agreement, until a general partner withdraws.

A Limited Partnership is a contract of partnership between one or more general partners who are the sole persons authorised to administer and bind the partnership, and one or more limited partners, who are bound to contribute to the capital of the partnership. The general partners are jointly and severally liable for the debts of the partnership to third parties. The limited partners are liable only to the extent of the value of the capital contribution they have already made.

Next Steps

Go to **Section 3.3** for the registration practicalities for a partnership.

2.1.3 Limited Liability Company

A limited liability company (“LLC”) is managed by officers and directors and funded by capital provided by shareholders. It can be as small as a one person business or as large as a business with many shareholders. The company provides a framework for a business to own property, enter into contracts, and engage in legal action without putting the assets of its shareholders at risk. The company is subject to property, income, sales and other applicable taxes. Because the company itself is an artificial legal person, it is liable for corporate debts. Except in cases of fraud or negligence, shareholders, directors and officers cannot be held personally liable for this debt.

Companies are constituted through a process that leads to the filing of Articles of Incorporation (“AI”) to the MoC. Shareholders enjoy liability limited to the remaining unpaid amount of the par value of their shares.

The limited liability company is the most common legal business form. When a LLC is created (called “incorporation”) it has a distinct legal identity and exists independently of its shareholder owner/s and can enter into contracts, and sue and be sued in its own name. A LLC also has perpetual succession, meaning that it continues to exist despite the death, withdrawal or retirement of the shareholder/s, until it is wound up in accordance with the Law on Commercial Enterprises (LoCE).

Forming a LLC is more complicated and expensive than forming a sole proprietorship or partnership.

The control of a company lies with its board of directors, and the LoCE and the LLC's constitution limit the precise nature of the control. The LoCE also controls most aspects of a LLC's formation, how business is conducted and winding up.

Unlike sole proprietorships and partnerships, the liability of the owners of companies is limited. So shareholders/owners are only liable to the extent of the capital they have contributed (or promised to contribute) to the company, unless they have given personal guarantees.

2.1.3.1 Private Limited Company (more than 1 shareholder)⁴

A Private Limited Company must meet the following requirements:

- 1) The company may have up to 30 shareholders. If only one person holds shares, he or she may register a Single Member Private Limited Company.
- 2) The company may not offer its shares or other securities to the public generally, but may offer them to shareholders, family members and managers.
- 3) The company may have one or more restrictions on the transfer of each class of its shares.

Next Steps

Go to **Section 3.2** for the registration practicalities for a limited liability company.

⁴ Law on Commercial Enterprises (19 June 2005), Art. 88

Nature and key conditions of a limited liability company (“LLC”)

Company Name	See Section 5.1. Must be unique and must not include certain restricted words. It may be in Khmer or Latin alphabet with the Latin name below the Khmer name and in smaller font. Limited liability companies registered in the Kingdom of Cambodia carry the suffix (“private limited company or single member private limited company, almost invariably abbreviated to Ltd”) or (public limited company, abbreviated to plc).
Share Capital	The company shall issue a minimum of one thousand shares with a par value of not less than KHR 4,000 per share. That is, the minimum share capital for setting up is KHR 4,000,000 (approximately US \$1,000).
Shareholders	The liability of each shareholder is limited to the share capital they have invested.
Registered Office	A company must have a registered office address in Kingdom of Cambodia.
Company Directors	There may be one or more directors. Directors must be a natural person, but may be of any nationality, domicile and residence.
Company Registration	A company is incorporated by submitting the necessary paperwork and fee to the Registrar of Companies and businesses at the Commercial Registration Department.
Tax	Profit tax is payable on profits generated in Cambodia.

2.1.3.2 Single Member Private Limited Company

A Single Member Private Limited Company may change its legal form to private limited company after the shareholder’s approval to include one or more additional persons or legal entity as shareholders of the company.

Next Steps

Go to **Section 3.2** for the registration practicalities for a limited liability company.

2.1.3.3 Public Limited Company⁵

A Public Limited Company is authorized by the law to issue securities to the public. The shareholders' liability is limited to the amount of the capital in respect of the shares held by them. The share offering purpose of the public limited company and the liability limit of the shareholders must be clearly and specifically stated in the Articles of Incorporation.

Business Tip

Seek Advice

Setting up and dealing with the formalities of a public limited company can be complicated and it is strongly recommended that a professional adviser is consulted.

2.1.4 A Branch Operation

A company which plans to conduct business in an additional location in Cambodia, usually establishes a local branch office to undertake the project.

A local branch office can be defined as a secondary establishment provided with a permanent representative and a degree of management independence from the parent company through which all or part of the parent company's activities are carried on.

See the two examples of a branch of a Cambodian company and a branch of a foreign company at Sections 2.1.4.1 and 2.1.5.1, respectively.

2.1.4.1 Branch of a Cambodian Company

A Branch of a Cambodian Company shall comply with the registration requirements of the Law on Commercial Rules and the Commercial Register as well as the LoCE.

⁵ Law on Commercial Enterprises (19 June 2005), Art. 89

A branch is a means by which a company incorporated in Cambodia establishes a place of business in Cambodia. Before a branch commences operations, it must be registered with the Registrar of Companies and Businesses.

Nature and key conditions of a branch of a Cambodian company

Branch	This is an address where the local company itself carries on business.
Branch name	Must be the name of its principle company. The words “Branch” shall be placed above or in front of the name.
Registered office	A branch must have a registered office address in Kingdom of Cambodia.
Registration	A branch is incorporated by submitting the necessary paperwork and administration fee to the Registrar of Companies and Businesses.

Next Steps

Go to **Section 3.6** for the registration practicalities for a branch of a Cambodian company.

2.1.5 Foreign Businesses

2.1.5.1 Branch of a Foreign Company⁶

A branch office is a form of investment in Cambodia by an offshore parent company. The foreign parent company will be liable for the losses and debts of a branch.

A Branch of a Foreign Company shall comply with the registration requirements of the Law on Commercial Rules and the Commercial Register as well as the LoCE.

A branch of a foreign company is a means by which a company incorporated outside Cambodia establishes a place of business in Cambodia. Before a branch commences operations in Cambodia, it must be registered with the Registrar of Companies and Businesses.

⁶ Law on Commercial Enterprises (19 June 2005), Art. 281-285

Nature and key conditions of a branch of a foreign company

Branch	This is an address where the overseas company itself carries on business.
Branch name	Must be the name of its principle company. The words “Branch” shall be placed above or in front of the name.
Registered office	A branch must have a registered office address in Kingdom of Cambodia.
Registration	A branch is incorporated by submitting the necessary paperwork and administration fee to the Registrar of Companies and Businesses.
Legal and tax treatment	Such branch offices are generally subject to the same legal and tax consequences as companies incorporated in Cambodia.
Ongoing compliance	Branches are legally required to file returns, accounts and more, on an ongoing basis.

Next Steps

Go to **Section 3.5** for the registration practicalities for a branch of a foreign company.

2.1.5.2 Representative Office of a Foreign Company⁷

A Representative Office is a form of investment in Cambodia by a foreign parent company and is primarily for facilitating the sourcing of local goods and services, and collecting information for the parent company. They may also serve as a vehicle for the promotion and marketing of the foreign parent company’s products and services in the host country.

A Representative Office may not engage in active trading or provide services in Cambodia. It may not purchase, sell or conduct any service or activity considered to be within the usual scope of business of the foreign parent company.

The Representative Office is permitted to employ local workers, advertise and market products and services. It may also negotiate contracts on behalf of the parent company, but the contract must be executed by the parent company.

⁷ Law on Commercial Enterprises (19 June 2005), Art. 277-280

A representative office may only promote its foreign parent company's activities through, for example, gathering information. It is not permitted to carry out the parent company's activities.

Representative offices tend to act as administrative and marketing centres for their foreign parent company's head office.

Representative offices are particularly useful for foreign companies that wish to analyze the Cambodia market before making a bigger investment in the province or city.

Nature and key conditions of a Representative Office

<i>Functions of a Representative Office</i>	A representative office may only collect information or maintain contacts with customers, so-called promotional and liaison work. A representative office cannot enter into contracts, except for renting office space and for utilities.
<i>Business in Cambodia</i>	A representative office is prohibited from carrying on any business in Cambodia. If it does, it is required to register as a branch of a foreign company or a subsidiary company registered in the Kingdom of Cambodia.
<i>Tax</i>	Since a representative office cannot undertake business in Cambodia, it should not generate any profits. However, it also subject to other tax compliances.

Next Steps

Go to **Section 3.4** for the registration practicalities for a representative office of a foreign company.

2.1.5.3 Subsidiary Company⁸

A Subsidiary Company is a company controlled by another company called a “parent,” which owns a majority of the subsidiary's voting shares.

⁸ Law on Commercial Enterprises (19 June 2005), Art 283-286

2.2 Business Administration Matters

2.2.1 Registered Office , Books and Records

Registered Office⁹

At all times, a partnership or company shall have a registered office in the Kingdom of Cambodia, and for a company this must be located at the place specified in the Articles of Incorporation¹⁰. Any changes to the registered office should be filed with the Companies and Business Registration Bureau within 15 business days after the change takes effect. The form to use is that for a change to the Articles of Incorporation (Form B, see the accompanying CD ROM), for a company, and for a partnership. The administration fee for the change is KHR 60,000.

If the mailing address of the registered office is different from the street address, it should also be on file at the Companies and Business Registration Bureau.

Books and Records

A partnership¹¹ must keep its partnership books at its Registered Office.

A company must keep all corporate records at the Registered Office¹² must keep all corporate records at the Registered Office. Corporate records include the Article of Incorporation, the by-laws, minutes of meetings and resolutions of shareholders, copies of formal notices, securities register, directors' records, and accounting records.

⁹ Law on Commercial Enterprises (19 June 2005), Art. 3

¹⁰ Law on Commercial Enterprises (19 June 2005), Art. 110

¹¹ Law on Commercial Enterprises (19 June 2005), Art. 16

¹² Law on Commercial Enterprises (19 June 2005), Art. 112-117

2.2.2 Registered Agent¹³

A partnership or company must continuously maintain in the Kingdom of Cambodia a Registered Agent and the name of the Registered Agent must be filed with the Business Registration Bureau.

The Registered Agent has the authority to receive official papers and documents, including summonses and subpoenas from the courts on behalf of the partnership or company.

2.2.3 Articles of Incorporation¹⁴ and Bylaws¹⁵ of a Company

Articles of Incorporation

The Articles of Incorporation is the basic instrument filed with the Ministry of Commerce for the incorporation of a company. The Law on Commercial Enterprises specifies that a company state the following information in its Articles of Incorporation:

- 1) The name of the company. At the end of the name a private limited company is required to include the words, “Private Limited Company” or an appropriate abbreviation such as Ltd, and a public limited company is required to include the words “Public Limited Company” or an appropriate abbreviation such as plc.
- 2) The company’s Registered Office in the Kingdom of Cambodia.
- 3) The objects or the purpose for which the company is to be formed must be clearly stated in a clause of the Articles of Incorporation to set the outer limits of the company’s legitimate activities, so that if it attempts to do anything beyond those limits, it is exceeding its legitimate functions.

¹³ Law on Commercial Enterprises (19 June 2005), Art. 3

¹⁴ Law on Commercial Enterprises (19 June 2005), Art. 96-99

¹⁵ Law on Commercial Enterprises (19 June 2005), Art. 105

- 4) The objectives of the company and any restrictions on the business that the company may carry on. This should include a short written description specifying the company's legitimate activities, together with appropriate International Standard Industrial Code(s) ("ISICs"). Company objectives may include one or more types of businesses not contrary to any provision of law. Approval of the business objectives by the registrar does not constitute an approval for the company to engage in the types of business stated in its business objectives, since certain business activities may be subject to licences or regulations falling outside the registrar's jurisdiction.
- 5) The authorized capital to be stated in national currency. Each share shall be in registered form. Each share has a par value and the company shall not issue any share at a price which is less than the par value. The rights, privileges, restrictions and conditions attaching to the shares of each class shall be set out in the articles. If the articles fail to provide the number and price attached to the shares, the company shall issue a minimum of 1,000 shares with a par value of not less than KHR 4,000 per share.

If the articles fail to specify the class of share, the company has only one class of shares and the rights of the holders of these shares are equal in all respects, including the rights to

- vote at any meeting of the shareholders of the company;
 - receive any dividend declared by the company; and
 - receive the remaining property of the company on dissolution.
- 6) The classes and any maximum number of shares and the par value per shares that the company is authorized to issue.
 - 7) If the company is authorized to issue more than one class of shares, the Articles of Incorporation shall state the maximum number of shares and the par value per share and shall describe the rights, privileges, restrictions and conditions attached to each class.

- 8) If a class of shares may be issued in series, the articles shall authorize the directors to fix the number of shares in each series, to determine the designation of each series, and to determine the rights, privileges, restrictions and conditions attached to each series.
- 9) If the issue, transfer or ownership of shares of the company is to be restricted, a statement to that effect and a statement as to the nature of such restrictions.
- 10) The name and complete address of each shareholder.
- 11) The number of directors or the maximum and minimum number of directors of the company. A Private Limited Company shall have one or more directors. A Public Limited Company shall have at least three directors. Shareholders shall elect directors by ordinary resolution of shareholders who have the right to vote.

The number of Articles of Incorporation that a company will file depends on the size and form of the company. A company may include additional articles beyond those specified in the Law on Commercial Enterprises. However, many companies will not even need to include articles covering all of the areas listed above because a typical private limited company will have only a single class of shares. Appendix 1 contains a template containing the minimum required information for the Articles of Incorporation for a small company which are permitted to be simple in accordance with Prakas No 1415 MoC/SM 2006. This is attached on the accompanying CD ROM.

Company Bylaws

Under the Law on Commercial Enterprises, a company may adopt bylaws that regulate its affairs. Unlike the Articles of Incorporation, bylaws do not have to be filed with the Commercial Registration Department at the Ministry of Commerce and are not public documents. They are typically adopted by a company's directors at the first board meeting. The bylaws

serve as guidelines for the day-to-day running of a corporation and help insure that the officers and directors act in compliance with commercial laws and regulations.

There are many good reasons for a company to adopt bylaws. From an internal standpoint, they help insure good corporate governance and smooth functioning by clarifying procedures and operations inside the company. By adopting bylaws, a company also presents a good image to the outside world. Good bylaws indicate that a company is serious about its corporate responsibilities, and many banks, government ministries and other entities expect a company to have bylaws.

Bylaws should include any rules and guidelines for corporate operations not already covered by law or in the Articles of Incorporation. These can include rules about corporate governance; holding and issuing company securities; payment and indemnifications of company officers, directors and employees; and “housekeeping” provisions relating to the company’s securities register and other records. Finally, the bylaws should contain requirements for their own amending and repeal, and rules for introducing new bylaws.

2.2.4 Management, Directors and Shareholders

Limited Company

A limited company is managed by a Board of Directors in accordance with the law and the company’s Articles of Incorporation and bylaws. The Board of Directors is elected by the company’s shareholders, though shareholders have no control over specific board decisions. The board may delegate power to officers.

Qualifications of Directors

Any legally competent natural person over eighteen years of age may serve as director or officer of a company. Unless otherwise specified in the company Articles or bylaws, a director is not required to be a shareholder or meet any other qualifications.

A civil servant cannot be a director of a company directly or implicitly according to the law¹⁶.

Rights and Powers of Directors

The directors manage the business and affairs of the company. They serve two-year terms unless otherwise specified in the Articles, and they may continue to serve after their term expires until a replacement has been elected. Their rights and powers under the Law on Commercial Enterprises include the following:

- 1) Appoint and remove all officers and determine the specific rights for such officers;
- 2) Set the salaries and other compensation of such officers;
- 3) Fix the salary or other compensation for directors and submit them to shareholders for approval;
- 4) Issue notes, bonds, debentures and other evidences of debt of the company and fix their absolute, relative and contingent characteristics;
- 5) Propose to shareholders the amendments or annulments to the articles of incorporation;
- 6) Propose to the shareholders an agreement of merger or consolidation between the company and any other person;
- 7) Propose to the shareholders the sale of all or major part of the company's assets;
- 8) Propose to the shareholders a dissolution or liquidation of the company;
- 9) Declare dividends in accordance with accounting principles and the terms of payment of each class of shares entitled to receive dividends;
- 10) Issue shares in the company to the extent authorized in the articles of incorporation and bylaws;

¹⁶ Law on General Statute of the Civil Service (30 October 1994), Art. 35

- 11) Borrow money;
- 12) Issue, reissue or sell securities of the company;
- 13) Give a guarantee on behalf of the company;
- 14) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the company to secure any obligation of the company;
- 15) Close account books of each financial year and propose the annual profits for submission to the shareholders and shareholders' general meeting.

Directors may be removed for any reason by the majority of the shareholders entitled to vote for the director.

Initial directors

At the time of filing the documents and Articles of Incorporation, the incorporators must send a notice of directors to the Commercial Registration Department on a form prescribed by the Ministry of Commerce. A private limited company is required to have at least one director, while a public limited company must have at least three directors.

After issuance of the certificate of incorporation, an incorporator or a director may call the meeting of directors by giving not less than five days¹⁷ notice by mail to each director, stating the time and place of the meeting. The initial directors shall hold office from the date of incorporation until the first general meeting of the shareholders. The initial directors are required to organize the first shareholders' general meeting within one (1) year after the company is formed. Notice of the meeting should be given in writing at least twenty (20) days in advance to those persons entitled to attend the meeting. The notice should state the date, place, and agenda of the meeting.

Board meetings

The Board of directors is required by law to meet at least once every three

¹⁷ Law on Commercial Enterprises (19 June 2005), Art. 119

(3) months. The Board may pass resolutions based on a majority vote of the members or representatives present at the meeting. Each director or his or her proxy is entitled to one vote. A secretary is required to keep minutes of all meetings of the Board and to send copies to all directors.

The Board of directors elects a chairman from among its members. The chairman may be removed from the office of chairman but not from his or her position as a director. The chairman has the right to call directors' meetings. One-third of the total number of serving directors may call a directors' meeting. Unless the articles or bylaws provide otherwise, the Board meeting must be conducted within the Kingdom of Cambodia.

If necessary, the Board of Directors may establish committees to facilitate its affairs. Each committee shall consist of one or more directors to be appointed by a majority of the Board of directors. Each committee has certain rights granted to it in writing by the Board, subject to the limitations of Article 131 of the Law on Commercial Enterprises.

Officers

The Board of directors may designate company offices and appoint officers. The Board may specify officers' duties and delegate them the power to manage the affairs of the company. A director may be appointed to any office of the company, and one person may hold more than one office inside the company.

Shareholders meetings

Shareholder general meetings shall be held at the place within the Kingdom of Cambodia provided in the articles or bylaws or that the directors determine. A general meeting of shareholders may be held outside the Kingdom of Cambodia if all the shareholders entitled to vote at that meeting agree.

Company directors are required by law to call an annual shareholders meeting within one year after the company is formed. They may also call an extraordinary meeting of shareholders at any time. Additionally, holders

of at least 51 percent of voting shares may request the directors to call a general shareholders' meeting. The request must state the business to be transacted and must be sent to the registered office of the company and each of the directors.

Unless the articles provide otherwise, a quorum of a shareholders' general meeting consists of the holders of a majority of the shares entitled to vote who are present in person or represented by proxy. If a quorum is present at the opening of a meeting of shareholders, the shareholders present may proceed with the business of the meeting. If a quorum is not present at the opening of the meeting, the shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business.

Any shareholder may authorize any other natural person to represent and vote for him as a proxy at any meeting. All proxies shall be in writing and shall be signed by the shareholder and shall be dated. A proxy shall not be valid for more than one year after the date of its signature or for such shorter time as the proxy itself may provide. Any number of shareholders may agree among themselves in writing to vote their shares in a certain manner.

However, if it is not practical to call or conduct a shareholders meeting according to these procedures, the Director of the Legal Affairs Office may apply for a court order for a shareholders' meeting. At this meeting, the court may order that the normal quorum be varied or dispensed with.

All shareholders must register their current address at the Company's head office. Otherwise, a shareholder cannot make a complaint of not receiving notice of such meeting.

Partnerships

For general introduction to partnerships see Section 2.1.2.

The general partners may decide their respective powers in the management

of a general partnership. In a limited partnership, although the limited partners are bound to contribute capital to the partnership, the general partners are the only persons authorized to manage the partnership. A person may be both a limited and a general partner. In that case, he or she has the rights and obligations of a general partner. The general partners may appoint one or more fellow general partners or a person who is not a general partner to manage the partnership. The acts of the manager(s) bind the general partnership provided that they are within the law and the partnership contract. A manager can be removed by a vote of the majority of the general partners unless otherwise specified in the partnership contract.

2.2.5 Corporate Capital, Securities and Shares

Securities and Corporate Capital Structure

The corporation provides a structure for financing business operations. Shareholders pay the corporation for their shares, which are a form of equity security. A company's Articles of Incorporation prescribe the classes of equity securities a company may issue, the number authorized for each class, and the preferences, limitations and relative rights of each class. Securities are "issued" when sold to shareholders and "outstanding" when held by shareholders.

A company can also raise capital through debt financing (borrowing money) and through earnings (using funds generated by the internal operations of the company). Corporate earnings are the main form of financing for many corporations, but as a company becomes more established and its credit rating increases, debt financing becomes easier.

Shares and Dividends

Every company issues registered shares, or stock, to its shareholders.

A person may also become a shareholder by buying stock from another person or receive it as a gift. Shareholder claims come behind all others in

the hierarchy of claims on the business' assets. However, shareholders are compensated for this "last in line" position with "ownership" interest in the company and the possibility of high returns if the business is successful. One way that shareholders can benefit is when the value of their shares increases.

Another way that shareholders can benefit is through dividends paid on their shares. Dividends are payments by the corporation to shareholders based on an apportionment of earnings. Dividend payments may be made in cash, property, debt, or company stock. Company directors may declare dividends out of the company's surplus or out of its net profits, assuming that this is consistent with the company's articles and that the company has sufficient assets. The directors may set apart special reserves for the company to use in carrying on its business, by using any funds of the company available for distribution of dividends.

There are many different possible types of shares:

Common shares confer the following rights on their holders:

- 1) To vote at any shareholders' meeting of the company;
- 2) To receive any dividend declared by the company; and
- 3) To receive the remaining property of the company on dissolution.

Unless noted otherwise in the Articles of Incorporation, all a company's stock is assumed to be in common shares. Owners of common stock assume the greatest risk, but may also reap the greatest benefits in the form of control through voting rights, dividends and capital appreciation.

Preferred shares earn dividends before common shares, usually at a specified rate. Preferred shares do not generally confer voting rights.

Other types of stock include convertible, exchangeable and redeemable shares.

Shares and other securities may be transferred from the registered holder to another person if he or she files the security certificate of the transferor with the issuing company. The filing documents should contain:

- 1) The authentic, notarized certificate; or
- 2) The original court order or letters of administration, or a certified copy of the court order or letters of administration; or
- 3) An affidavit that the security has been transferred on behalf of the registered holder by:
 - a legal representative in the case of a minor, incompetent person or missing person;
 - a liquidator; or
 - a trustee in bankruptcy.

Stated Capital Account

A company is required to maintain a separate stated capital account for every class or series of shares it issues.

If a company proposes to add any amount that was not received by the company to a stated capital account it maintains in respect of a class or series of shares, the addition must be approved by special resolution of the board of directors. A company may reduce its capital account by special resolution as long as the reduction will not prevent the company from paying its liabilities or lower the company's assets below the aggregate of its liabilities. This rule does not apply if the company reduces its capital account by an amount that is not represented by realizable assets.

Securities Register

A company is required to maintain a register that records shares and other securities it issues. For each class or series of securities, the register must state the names and addresses of security holders, the number of securities held by each, and the date and particulars of the issue and transfer of each security.

Chapter 3, Part 2 of the Law on Commercial Enterprises contains further detail on these topics.

2.2.6 Purchasing an Existing Business

If you are buying a business, you may benefit from existing relations with customers and suppliers and from the experience of existing staff. However, an existing business may also lack flexibility and agility.

This Handbook does not cover the takeover of an existing business, as there are specific issues to be considered in this case.

Business Tip

Seek Advice

The purchase of an existing business can be complicated and it is strongly recommended that a professional adviser is consulted.

2.3 Qualified Investment Projects (“QIPs”)

Sub-Decree No. 111/ANK/BK (“Sub-Decree 111”) on the Implementation on the Law on Investment & the Law on Amendment on the Law on Investment (“LALoI”) was signed by Samdech Prime Minister Hun Sen on 27 September 2005. This Sub-Decree allows for the full implementation of the LALoI that was promulgated in March 2003.

The most salient feature of the LALoI and Sub-Decree 111 is the granting of a conditional registration certificate within 3 working days of lodging an application for registration with the Council for the Development of Cambodia (“CDC”), provided that the application is complete with all required information. The conditional registration certificate should specify the required authorizations, licences etc. to carry out the qualified investment project (“QIP”) operations. A final registration certificate shall be delivered within 28 working days of the date of issuance of the conditional registration certificate. The final registration certificate will also state the

investment incentives granted to the QIP. Sub-Decree 111 also specifies that in case these authorizations, licences etc have not been obtained during the abovementioned period in which a final registration certificate is due, the issuance of a final registration certificate does not release the applicant's obligation from obtaining all necessary authorizations, licences etc required for the proposed QIP to operate lawfully.

A further clarification of the registration process is contained in the Sub-Decree, where it is stated that a one-time application fee of KHR 7 million, or approx. US\$ 1,750, is required to effect registration of the QIP. This application fee covers the administrative fees for securing the approvals, authorizations, licences and registrations from all relevant ministries and government departments.

The other important amendment contained in Sub-Decree 111 is the extension of investment incentives to a broad range of activities, with encouragement for the Small and Medium Enterprise ("SME") sector to seek QIP status. For example, investment thresholds have been reduced for garment manufacturing for export (from US\$ 1 million to US\$ 500,000), supporting industries that supply 100% of production to exporting industries (threshold US\$ 350,000), and a host of agriculture and food processing activities. Further information can be found at the CDC or consult a professional adviser.

The reduction in thresholds now provides investors in Cambodia with similar opportunities for investment in specific industries that exist in neighbouring countries.

Additional information on QIPs is as follows:

QIPs will need to undertake investment registration with the CDC or the Provincial/Municipal Investment Sub-committee ("PMIS"), depending upon the type of investment. The PMIS reviews and approves investment projects with an investment capital of less than US\$ 2 million.

Commercial activities, transportation services (except railway sector investments), tourism services, casino and gambling business, currency and financial businesses, media activities, professional services, real estate developments and production of tobacco products are amongst activities not eligible for investment incentives.

For a business to qualify as a QIP and be eligible for investment incentives, the investment capital must exceed US\$100,000 – a much higher threshold is usually required. If this is the case with the business to be registered, this Handbook strongly advises the business to engage professional advisers (lawyer, accounting firm).

3 Commercial Registration Practicalities

3.1 Registering as a Sole Proprietorship

A Sole Proprietor¹⁸, who falls into the “Real Regime” (see information box below) for tax purposes, must obtain a business registration with the Ministry of Commerce.

Real Regime Information: The MEF Prakas 795 sets out the thresholds for whether a sole proprietor falls within the Real Regime for tax purposes. These are as follows:

Goods supply:	Annual revenue greater than KHR 500m
Services:	Annual revenue greater than KHR 250m
Government contractor:	Annual revenue greater than KHR 125m

Where the revenues of a sole proprietor falls below these thresholds, the sole proprietor will fall under the Estimated Regime (colloquially known as the “Negotiated Regime”).

Process and cost of establishing a Sole Proprietorship¹⁹

Step 1 – The Sole Proprietor informs the Registry Official at the provincial Department of Commerce (PDOC), Municipal Commerce Department or at the Commercial Registration Department at the Ministry of Commerce that they are a natural person who wishes to operate as a Sole Proprietor. The Sole Proprietor needs to perform the name check with the Registry Official.

Step 2 - The required documents and administration fee for registration as a Sole Proprietor are as follows:

Documents	
Application Form D (sample on CD ROM)	3 Sets (1 original, 2 copies)
Copy of the passport or identity card of owner / applicant with his/her original signature or thumbprint	3 Sets
Photographs of Sole Proprietor (4x6 cm)	3 Sets
Copy of other operating permits, if any	3 Sets
Fees	
Official Registration Fee	KHR 120,000

¹⁸ Law on Taxation (March 2004), Art 3 (Definitions)

¹⁹ Prakas no. 679 MoEF, dated 7 August 2007

Step 3 – When the documents as mentioned above is sufficient for registration, the sole proprietor must present at PDOC, Municipal Commerce Department or the Commercial Registration Department at the MoC for signature.

Step 4 – All documents must be taken to the Commercial Registration Department at the MoC

Step 5 – The PDOC, Municipal Commerce Department or MoC shall enrol the Sole Proprietorship in the commercial register and notify the applicant within one (1) month from the date of receiving such documents.

The PDOC, Municipal Commerce Department or the Commercial Registration Department at the MoC will inform the Sole Proprietor within one (1) month of the application to pick the up registration certificate.

3.2 Registering as a Limited Liability Company

All companies must go to the Commercial Registration Bureau at the Ministry of Commerce except where a Commercial Registration Branch is available in their province for company registration, in which case the company must make its application to that office.

Step 1 - Check availability of company name at the Commercial Registration Department at MoC.

An important early decision, requiring some thought, is selecting a name for your business. An effective business name relates to your product or service and is easy to pronounce, spell and remember. You will want a unique name that creates a mental image of the attributes and benefits of the product or service.

If the chosen name is not unique, the Applicant is requested to suggest an alternative. This may require consultation with a shareholder or a director if the Applicant does not have the authority to select an alternative name. The name search should take only 10 minutes.

Step 2 - The required documents and administrative fee for registration of a company are as follows:

Documents	
Application Form A (sample on CD ROM)	3 Sets (2 originals, 1 copy)
Copy of Identity Card or passport of each shareholder and director with their original signature or thumbprint	3 photos for each
Photo (4x6 cm) of each shareholder and director	3 Sets
Bank reference letter confirming minimum capital of KHR 4 million	1 Original
Articles of Incorporation	3 Sets
Fees	
Official Registration Fee ²⁰	KHR 420,000

If one shareholder is a legal person (company)

The following additional documents are required for company registration, if shareholder of the company is legal person:-

Documents	
Certified true copy of the Articles of Incorporation of the holding company	1 Copy
Certified true copy of the registration certificate of holding company	1 Copy
Letter of appointment by each corporate shareholder appointing its shareholder representative person in new company	1 Original
Photographs of the corporate shareholder representative person	3 Sets
Copies of the passport or identity card of a corporate shareholder representative person with his/her original signature	3 Sets

Step 3 – When the documents as mentioned above are considered sufficient for registration, a director or any shareholder of the company must be present at MoC for signature of the application form before the Registration Certificate is produced.

²⁰ Prakas no. 679 MoEF dated 7 August 2007

Where the application has been made at a provincial Commercial Registration Branch, the director or any shareholder of the company must be present. Step 3 – When the documents as mentioned above are considered sufficient for registration, a general partner must be present at MoC for signature of the application form before the Registration Certificate is produced.

Where the application has been made at a provincial Commercial Registration Branch a general partner must be present at that Commercial Registration Branch for signature of the application form before the Registration Certificate is produced

Step 4 – It can take as few as 5 working days to process documents and issue a Registration Certificate. If the application has been made at a provincial Commercial Registration Branch a temporary Registration Certificate will be issued within 10 days. This temporary Registration Certificate will have a validity of 30 days and the formal Registration Certificate will be issued within that period of validity.

Step 5 – The Commercial Registration Department can organise for the newly registered partnership to get a partnership seal made in accordance with the approved design of the Ministry of Commerce.

3.3 Partnership

All partnerships must go to the Commercial Registration Bureau at the Ministry of Commerce except where a Commercial Registration Branch is available in their province for business registration, in which case the partnership must make its application to that office.

Step 1 - Check availability of company name at the Commercial Registration Department at MoC.

An important early decision, requiring some thought, is selecting a name for your business. An effective business name relates to your product or service and is easy to pronounce, spell and remember.

If the chosen name is not unique, the Applicant is requested to suggest an alternative. This may require consultation with a partner of the partnership if the Applicant does not have the authority to select an alternative name. The name search should take only 10 minutes.

Please note that the name of the partnership shall include the name of one or more of the partners.

Step 2 - The required documents and administration fee for registration of a partnership are as follows:

Documents	
Application Form A (a sample is on the CD ROM)	3 Sets (2 originals, 1 copy)
Copy of Identity Card or passport of each partner with their original signature or thumbprint	3 Sets
Photo (4x6 cm) of each partner	3 photos for each partner
Bank reference letter confirming minimum capital of KHR 4 million	1 Original
Contract of Partnership signed by all partners	3 Sets
Fees	
Official Registration Fee ²¹	KHR 420,000

Step 3 – When the documents as mentioned above are considered sufficient for registration, a general partner must be present at MoC for signature of the application form before the Registration Certificate is produced.

Where the application has been made at a provincial Commercial Registration Branch a general partner must be present at that Commercial Registration Branch for signature of the application form before the Registration Certificate is produced

Step 4 – It can take as few as 5 working days to process documents and issue a Registration Certificate. If the application has been made at a provincial Commercial Registration Branch a temporary Registration Certificate will be issued within 10 days. This temporary Registration Certificate will have a validity of 30 days and the formal Registration Certificate will be issued within that period of validity.

²¹ Prakas no. 679 MoEF, dated 7 August 2007

Step 5 – The Commercial Registration Department can organise for the newly registered partnership to get a partnership seal made in accordance with the approved design of the Ministry of Commerce.

3.4 Representative Office²²

All Representative Offices must go to the Commercial Registration Bureau at the Ministry of Commerce except where a Commercial Registration Branch is available in their province for business registration, in which case the Representative Offices must make its application to that office.

Step 1 - the required documents and administrative fee payable for registration of a Representative Office are as follows.

Documents	
Application Form E (sample on CD ROM)	3 Sets (2 originals, 1 copy)
Certified true copy of the Articles of Incorporation of parent company	1 Set
Certified true copy of the Registration Certificate of parent company	3 Sets
Letter of appointment by parent company appointing its director or manager of the representative office	1 Original
Photographs (4x6 cm) of representative director or manager	3 photos
Copies of the passport or ID of representative director or manager with his/her original signature	3 Copies
Fees	
Official Registration Fee ²³	KHR 420,000

Step 2 – When the documents as mentioned above are considered sufficient for registration, a general partner must be present at MoC for signature of the application form before the Registration Certificate is produced.

Where the application has been made at a provincial Commercial Registration Branch a general partner must be present at that Commercial Registration Branch for signature of the application form before the Registration Certificate is produced.

²² Law Bearing Upon Commercial Regulations an the Commercial Register (26 June 1995) and Amendments to

²³ Law Bearing Upon Commercial Regulations an the Commercial Register (18 November 1999), Art. 19

Prakas no. 679 MoEF dated 7 August 2007

Step 3 – It can take as few as 5 working days to process documents and issue a Registration Certificate. If the application has been made at a provincial Commercial Registration Branch a temporary Registration Certificate will be issued within 10 days. This temporary Registration Certificate will have a validity of 30 days and the formal Registration Certificate will be issued within that period of validity.

Step 4 – The Commercial Registration Department can organise for the newly registered partnership to get a partnership seal made in accordance with the approved design of the Ministry of Commerce.

3.5 Branch of a Foreign Company²⁴

All Foreign Branches must go to the Commercial Registration Bureau at the Ministry of Commerce except where a Commercial Registration Branch is available in their province for business registration, in which case the Foreign Branches must make its application to that office.

Documents	
Application Form E (sample on CD ROM)	3 Sets (2 originals, 1 copy)
Certified true copy of the Articles of Incorporation of the holding company	1 Set
Certified true copy of the incorporation certificate of holding company	2 Sets
Letter of appointment by holding company appointing its director or manager of the local branch	1 Original
Photographs (4x6 cm) of director or manager	3 photos
Copies of the passport or ID of director or manager with his/her original signature	3 Copies
Fees	
Official Registration Fee ²⁵	KHR 420,000

Step 1 - The required documents and administration fee for registration of a Foreign Branch are as follows:

²⁴ Law Bearing Upon Commercial Regulations and the Commercial Register (26 June 1995) and Amendments to Law Bearing Upon Commercial Regulations and the Commercial Register (18 November 1999), Art. 19

²⁵ Prakas no. 679 MoEF, dated 7 August 2007

Step 2 – When the documents as mentioned above are considered sufficient for registration, a director or manager of the local branch must be present at the MoC for signature of the application form before the Registration Certificate is produced.

Where the application has been made at a provincial Commercial Registration Branch, a director or manager of the local Branch must be present at that Commercial Registration Branch for signature of the application form before the Registration Certificate is produced.

Step 3 – It can take as few as 5 working days to process documents and issue a Registration Certificate. If the application has been made at a provincial Commercial Registration Branch, a temporary Registration Certificate will be issued within 10 days. This temporary Registration Certificate will have a validity of 30 days and the formal Registration Certificate will be issued within that period of validity.

Step 4 – The Commercial Registration Department can arrange for the newly registered Branch to get a seal made in accordance with the approved design of the Ministry of Commerce

3.6 Branch of a Cambodian Company

All branches must go to the Commercial Registration Bureau at the Ministry of Commerce except where a Commercial Registration Branch is available in their province for business registration, in which case the branch must make its application to that office.

Step 1 - The required documents and administration fee for registration of a Cambodia Branch are as follows:

Documents	
Application Form E (sample on CD ROM)	3 Sets (2 originals, 1 copy)
Certified true copy of the Articles of Incorporation of the holding company	1 Set
Certified true copy of the incorporation certificate of Cambodian holding company	2 Sets
Letter of appointment by holding company appointing its director or manager of the Foreign Branch	1 Original
Photographs (4x6 cm) of director or manager	3 photos
Copies of the passport or ID of director or manager with his/her original signature	3 Copies
Fees	
Official Registration Fee ²⁶	KHR 420, 000

Step 2 – When the documents as mentioned above are considered sufficient for registration, a director or manager of the branch must be present at the MoC for signature of the application form before the Registration Certificate is produced.

Where the application has been made at a provincial Commercial Registration Branch, a director or manager of the branch must be present at that Commercial Registration Branch for signature of the application form before the Registration Certificate is produced.

Step 3 – It can take as few as 5 working days to process documents and issue a Registration Certificate. If the application has been made at a provincial Commercial Registration Branch, a temporary Registration Certificate will be issued within 10 days. This temporary Registration Certificate will have a validity of 30 days and the formal Registration Certificate will be issued within that period of validity.

Step 4 – The Commercial Registration Department can arrange for the newly registered branch to get a seal made in accordance with the approved design of the Ministry of Commerce

²⁶ Prakas no. 679 MoEF dated 7 August 2007

3.7 Registration at Provincial Department of Commerce / Municipal Commerce Department

Provincial Business Permit²⁷

It is possible for small enterprises (strictly sole proprietorships that fall outside the Real Regime for Tax) in the provinces/municipalities to register at the PDOC/Municipal Commerce Department for a one (1) year Business Permit. This is not MoC business registration and only applies to unincorporated businesses which will not fall under the Real Regime for tax purposes, but rather the Estimated (or Negotiated) Regime. The Business Permit issued is signed by the Director of the PDOC/Municipal Commerce Department.

The application form comprises the following:

Documents	
Application form for Business Permit (sample on CD ROM)	1 Set
Biography of Applicant	2 Sets
Agreement with Governor to adhere to rules and regulations and operate with respect to public order etc.	2 Sets
Copy of Identity Card or passport of applicant with his/her original signature or thumbprint	2 Sets
Current photo (4x6 cm) of applicant	2 Sets
Front entrance photo of the office to which enterprise is locating (size 10x15 cm)	2 Sets
Land title or lease agreement	2 Sets
Fees	
Application Fee	KHR 70,000

Where a One Window Service is in operation²⁸ (Siem Reap and Battambang Districts, as of 2007) the Business Permit is signed by the District Governor.

²⁷ Prakas no. 045 MoC dated 12 February 1998

²⁸ Prakas No. 84 URT UTS BrK (21 December 2004)

The following sets out the formal rules:

Business Area	Business Services	Fee	Approval Time
1. Public Work and Transport	Motorbike registration Transport business permits, etc	US \$14	Less than 1 month
2. Tourism	Guesthouses (no more than 5 rooms) Food stores/restaurants (no more than 50 chairs) Tourist transporting means (motorbike and cars with no more than 5 seats)	KHR 42,000 KHR 12,000 – 52,000 KHR 12,000 – 82,000	3 days
3. Industry, Energy and Mines	Manufacturing (garment, leather, candle, etc) with investment capital of no more than KHR 10 million or use of machinery capacity of 12 cc Services (machinery repair, barber shops, etc) Electricity production (not more than 75KVA)	KHR 30,000 – 50,000 KHR 20,000 – 60,000 KHR 30,000 – 70,000	3 days – 2 weeks
4. Culture and Fine Art	Art performance, video products, making and selling sculptures, advertising banners or posters, etc	KHR 7,000 – 50,000	3 days
5. Commerce	Businesses not required to pay Real Regime profit tax and revenues of less than KHR 6,000,000 per year	KHR 5,000	3 days
6. Certified Photocopied documents	Certificates, business licences and permits, etc	KHR 700 – 1,000	Few minutes

3.8 Exporting

A company that wishes to export its products should register with the following departments:

Export to ASEAN countries

The company should go to the Multilateral Department (formerly ASEAN Department) for its certificate of origin for duty exemption on certain products exported to ASEAN partners.

Export to US or Canada

The company should go to the Generalised System of Preferences Office for its preferential duty on certain products exported to the European Union (“EU”).

Export to European Union

The company should go to the Bilateral Department for its certificate of origin for duty exemption on certain products exported to the EU.

A visit to the Trade Promotion Department at the Ministry of Commerce would also be a good idea as this office can offer the exporter advice, information, promotion guidance and a matching service. This office also arranges trade fairs.

3.9 Permission Letter for Registered Office from Municipality or Provincial Office

In addition to registration with the MoC in Phnom Penh, if the commercial enterprise intends to locate its business operations in Phnom Penh, it is required to register its operational address with the Phnom Penh Municipality Office. If the commercial enterprise intends to locate business operations in Siem Reap then it is required to register its operational address with the Siem Reap Municipality Office.

Step 1 - The required documents for location registration to the Phnom Penh Municipality (“the City Hall”) are as follows:-

Documents	
Application Form to Mayor of Phnom Penh	4 Sets
Copy of the company’s Articles of Incorporation if a limited company	1 Copy
Copy of the Registration Certificate	1 Copy
Copy of the Business Licence from Ministry of Commerce	1 Copy
Copy of Identity Card or passport of the people who signed the application	1 Copy
Front entrance photo of the office to which business is locating (size 10x15 cm)	2 Sets
Land title or lease agreement or equivalent document	1 Copy
Fees	
Official Fee	Nil

4 Other Registration Practicalities

4.1 Taxes

4.1.1 Administration

All companies are taxable under the Self Assessment System (Real Regime Tax System), regardless of the type of business activity or the level of annual revenue. Sole Proprietors may or may not fall within the scope of the Self Assessment System. It depends on both business activity and annual revenue. The following table sets this out:

Real Regime Information: The MEF Prakas 795 sets out the thresholds for whether a sole proprietor falls within the Real Regime for tax purposes. These are as follows:

Goods supply:	Annual revenue greater than KHR 500m
Services:	Annual revenue greater than KHR 250m
Government contractor:	Annual revenue greater than KHR 125m

Where the revenues of a sole proprietor is above these thresholds, the sole proprietor will fall under the “Self-Assessment System” (colloquially known as the “Real Regime”).

For example, if a Sole Proprietor provides services and has annual revenues of less than KHR 250m then they will not fall into the Self Assessment System, but will be taxed under the Official Assessment System (“Estimated Regime”).

4.1.2 Stamp Duty

A newly established company or branch or representative office is required to register with the Tax Department’s local tax branch office and pay the stamp duty within 15 days of registration at the Ministry of Commerce.

Within 15 days from the date of registration at the Ministry of Commerce, all registered businesses must go to the local municipal/provincial tax branch office in the locality where the business is located to pay a local

government tax / stamp duty. The amount may change over time, but at the time of writing this amounts to KHR 119,000 for a company and KHR 115,500 for a branch or a representative office. For example, if a company locates its business operations in Phnom Penh, it is required go to Phnom Penh Tax Branch.

The documentation required is as follows:

- Articles of Incorporation (1 original and 1 copy)
- Registration Certificate from Ministry of Commerce (1 original and 2 copies)
- Business Licence from Ministry of Commerce (1 original and 2 copies)
- Business premises rental agreement (1 Original and 1 copy)
- Identity Card or passport (1 copy)

The rental agreement of any business premises must also be presented together with a copy of the Patent Tax receipts (of the landlord / lessor) on the rental business, if the lessor is a natural person, or a copy of both the Patent Tax certificate and VAT certificate, if the lessor is a company or a registered business within the Real Regime for tax.

Where the premises are the property of the business owner, the family book and a letter from the local authority to certify the ownership of the premises should be presented. Land title documentation is required if the land is also owned. Where another business that has registered, paid the Stamp Duty and has authorised the registering business to use its premises, then the registering business must present a letter / agreement of the use of the premises, a copy of the Patent Tax receipts on the premises rental of the authorising business (in case they are renting the premises) or evidence of property title where the authorising company owns the premises.

At this point the business has its Articles of Incorporation, Registration Certificate and Business Licence stamped and dated.

4.1.3 Tax Registration

The next step for a business registered with the Ministry of Commerce is to go to the Large and Medium Tax Payers Bureau (“LMTB”) of the Tax Department (“TD”) to register for tax and receive their tax identification number (“TIN”) (if the registered address of the business is in Phnom Penh) or to the Provincial / Municipal Tax Branch office to register for tax and receive their tax identification number (if the registered address of business in one of the provinces / municipalities).

The documentation required is as follows:

- Registration Certificate from Ministry of Commerce (1 original and 2 copies)
- Business Licence from Ministry of Commerce (1 original and 2 copies)
- Two (2) photos (4cm x 6cm) of the authorised representative
- The applicant’s Identity Card or passport (1 copy)
- Completed and signed Patent Tax return form (2 originals)
- Completed and signed Tax Registration form (2 originals)
- Official receipt from the provincial tax department (1 copy)
- Copy of lease agreement where applicable (1 copy)
- Letter from province / municipality approving the business location, if any
- Articles of Incorporation (1 original and 2 copies)
- Other business permits obtained (this is for completeness only)

At the above visit, the business must pay a Patent Tax for the first year. This tax is really an annual business registration tax. If the registration is in the second half of the calendar (and government fiscal) year (1 July – 31 December) then only half of the annual fee is charged. The annual charge is KHR 1,140,000 (approximately US \$300). The first Patent Tax payment must be made within 15 days of business registration. The Patent Tax is payable annually thereafter for **each business activity** of the business and each location of the business – that is, should the business inform the tax authorities that will have two or more main business activities, then Patent Tax is due in respect of each business activity.

The business will receive a Patent Tax form and official Patent Tax receipt, a Patent Tax certificate and official letter from the LMTB to confirm tax registration – this includes the TIN.

4.1.4 VAT Registration²⁹

Enterprises providing taxable supplies of goods and services are required to register for VAT if they meet the criteria specified below:

Companies, importers, exporters and investment companies

Taxpayers with taxable turnover (this is the gross income excluding VAT and non-taxable supplies) in respect of **goods sold** exceeding KHR 125 million for the preceding three (3) consecutive months or in the next three (3) consecutive months

Taxpayers with taxable turnover in respect of **services provided** exceeding KHR 60 million for the preceding three (3) consecutive months or in the next three (3) consecutive months

Taxpayers undertaking **government contracts** with a total taxable turnover exceeding KHR 30 million

VAT registration must be made before the commencement of business operations for investment and import-export businesses, or within 30 days in which the taxpayer becomes a taxable person. However, in practice, the VAT registration is undertaken at the same time as the registration as set out at Section 4.1.3.

4.2 Intellectual Property

Intellectual Property (“IP”) generally refers to the product of creativity and intellectual effort. IP can be an invention or innovation, special names and images used in a trade, original designs or expression of an idea.

Cambodia has comprehensive laws for the protection of IP, which conform to all the major international IP conventions. The framework is intended to encourage creativity and ensure that creators receive the financial and other benefits of their innovations.

²⁹ Law on Taxation, Art. 76

IP being territorial in nature would need registration in countries in which protection is desired. The laws of the foreign country would apply if an application for IP rights is sought in that country. To obtain protection outside Cambodia, it is necessary to file separate applications in the countries concerned. In order to get protection in these countries you may either file applications in those countries directly, or, for certain IP, through existing international systems.

Cambodia's key laws protecting IP are in full compliance with the standards laid down in Trade Related Aspects of Intellectual Property Rights ("TRIPS").

The Intellectual Property Department at the Ministry of Commerce investigates complaints against infringements and has extensive powers of search and seizure.

There are a number of options affording protection, depending on the item to be protected:

- Marks
- Patents, Utility Model Certificates and Industrial Designs
- Copyright and Related Rights

4.2.1 Marks and Trade Names³⁰

Marks or logos that are capable of distinguishing goods (trademark) or services (service mark) may be registered as marks³¹. Certain marks will be refused if they are misleading or deceptive, or closely resemble existing marks.

Marks can be one of the most powerful marketing tools you have, as they help customers recognize your business. Registering a mark allows you to

³⁰ Law concerning Marks, Trade Names and Acts of Unfair Competition (7 February 2002)

³¹ Law concerning Marks, Trade Names and Acts of Unfair Competition (7 February 2002), Art 2

protect the goods and services which carry it, and gives you an IP asset to stop other people or organizations from copying them.

A trade name is the name and/or designation identifying and distinguishing an enterprise³².

The owner of the mark has an exclusive right to use the mark on his/her goods or services, and can take legal action against anyone using the mark without the owner's consent.

A mark can be letters, words, names, signatures, numerals, devices, brands, labels, tickets, shapes, sound, colours, aspect of packaging or any combination of these.

Anyone fraudulently using a mark, including selling and importing goods bearing a forged mark, or possessing or using equipment for the purpose of making or applying a forged mark to goods, commits a criminal offence in Cambodia.

The natural or legal person can apply or may engage advisers to help with this process and the required documents for mark registration to the Intellectual Property Department of Ministry of Commerce are as follows:

- Application for registration of the mark (1 set) (sample of this application form³³ is on the accompanying CD ROM)
- Specimens of the Mark (15 sets)
(Listed under the applicable class or classes of the International classification)
- The official fee for this registration is KHR 200,000³⁴.

³² Law concerning Marks, Trade Names and Acts of Unfair Competition (7 February 2002), Art 2

³³ Sub-Decree No. 64 (12 July 2006), Art 3 states that the application form shall be provided to the applicant without any fee.

³⁴ Prakas Mo. 457 MEF (8 June 2007)

4.2.2 Patents, Utility Model Certificates and Industrial Designs³⁵

Patents in Cambodia are protected by the Law on Patents, Utility Model Certificates and Industrial Designs (22 January 2003).

Patents

A patent is the title granted to protect an “invention”. An invention is the idea of an inventor which permits in practice the solution to a specific problem in the field of technology³⁶. An invention may relate to a product or a process.

An invention is patentable if it i) is new; ii) involves an inventive step; and iii) is industrially applicable³⁷. There are a number of types of inventions that are not patentable such as methods of doing business.

Once registered, a patent may be freely assigned or licensed. The right to a patent belongs to the inventor. However, where an invention is made during the course of an employment contract, the right to the patent shall belong to the employer, unless there is a contract to the contrary³⁸.

A patent is a monopoly right over an invention given by the law to the patentee for a maximum of 20 years. It serves to encourage new inventions, as it allows the patentee to benefit from the commercial exploitation of the invention. In return, the patentee provides full disclosure of the invention so that the public may avail themselves of the disclosure of the information and benefit from such disclosures.

³⁵ Law on the Patents, Utility Model Certificates and Industrial Designs (22 January 2003)

³⁶ Law on the Patents, Utility Model Certificates and Industrial Designs (22 January 2003), Art 3

³⁷ Law on the Patents, Utility Model Certificates and Industrial Designs (22 January 2003), Art 5

³⁸ Law on the Patents, Utility Model Certificates and Industrial Designs (22 January 2003), Art 14

Utility Model Certificate

A protectable utility model certificate is a certificate granted for the protection of a utility model, which is any invention which is new and industrially applicable, and may be, or relate to, a product or a process. There is no inventive step as required for a patent³⁹.

Application for a Patent or Utility Model Certificate

Application for registration of a patent or utility model certificate is made at the Department of Industrial Property at the Ministry of Industry, Mines and Energy. The following is required for application as set out in prakas⁴⁰.

- Request for the grant of Patents and Utility Model Certificates shall be made on Form N^o 1 P/UM. (This form is included on the CD ROM)
- The request shall indicate each applicant's name, address, nationality and residence and shall be signed by each applicant.
- Where applicant is the inventor, the request shall contain a statement to that effect, and, where he is not, it shall indicate each inventor's name and address and be accompanied by the statement justifying the applicant's right to the Patents and Utility Model Certificates.
- If the applicant is represented by an agent, the request shall so indicate and state the agent's name and address.
- The title of the invention shall be short and precise.

Business Tip

Seek Advice

The exercise of Patent and Utility Model Certificate registration can be complex and lengthy. It is strongly recommended that you appoint a lawyer or intellectual property expert who is familiar with these matters to assist your application.

³⁹ Law on the Patents, Utility Model Certificates and Industrial Designs (22 January 2003), Art 69
⁴⁰ Prakas No. 766 MIME.DIPPRK (28 May 2007), Rule 5-7

Industrial Designs⁴¹

A protectable industrial design is any composition of lines or colours or any three-dimensional form, or any material, whether or not associated with lines or colours. This is provided that such composition, form or material gives a special appearance to a product of industry or handicraft and can serve as a pattern for a product of industry or handicraft, and appeals to and is judged by the eye.

Application for the Registration of an Industrial Design

Application for registration of an industrial design is made at the Department of Industrial Property at the Ministry of Industry, Mines and Energy. The following is required for application as set out in prakas⁴².

- Application for registration of an industrial design containing a request, drawing, photographs or other adequate graphic representations of the article embodying the industrial design and an indication of the kind of products for which the industrial design is to be used shall be made to the Department for Industrial Property.
- Request for the registration of an Industrial Design shall be made on Form N° 1 ID. (This form is included on the CD ROM)
- The request shall indicate each applicant's name, address, nationality and residence and shall be signed by each applicant.
- Where the applicant is the creator, the request shall contain a statement to that effect, and, where he is not, it shall indicate each creator's name and address and be accompanied by the statement justifying the applicant's right to the registration of the industrial design
- If the applicant is represented by an agent, the request shall so indicate and state the agent's name and address.
- A request by the applicant for deferral of publication of the industrial design or designs included in the application shall be made in writing and shall indicate the period of deferment requested.

⁴¹ Law on the Patents, Utility Model Certificates and Industrial Designs (22 January 2003), Art 89

⁴² Prakas No. 707 MIME.DIP.PRK

Business Tip

Seek Advice

The exercise of Industrial Design registration can be complex and lengthy. It is strongly recommended that you appoint a lawyer or intellectual property expert who is familiar with these matters to assist your application.

4.2.3 Copyright⁴³

Copyright protects works like novels, software programs, plays, sheet music and paintings. Generally, the author of a copyright work has the right to reproduce, publish, perform, communicate and adapt his work. These rights enable him or her to control the commercial exploitation of the work.

Business Tip

Seek Advice

The exercise of copyright registration can be complex and lengthy. It is strongly recommended that you appoint a lawyer or intellectual property expert who is familiar with these matters to assist your application.

4.3 Licences and Licensing

It is very difficult for a new business to know what licences are required. There are, indeed, over 75 licences that may apply to SMEs in Cambodia and these are issued across a large number of ministries. So, where do you find out which licences apply to your business? This list is included on the attached CD ROM. The best next step is to visit the SME Sub-Committee's SME web portal accessed from www.mime.gov.kh where all the licences issued to SMEs in Cambodia should be listed. This website has a table which sets out who needs each of the different licences together with samples of the application form and where to apply.

⁴³ Law on Copyrights and Related Rights (5 March 2003)

4.3.1 “One Stop Information Window” and SME Portal

As mentioned above, the SME website at www.mime.gov.kh enables visitors to: i) easily navigate through a wide range of SME-related information; and ii) contact the business licensing complaints hotline (see below).

This “one-stop information window” for legal and regulatory information on the SME website provides detailed information on most licences affecting SMEs. Copies of the licence application forms are available to download in this window, along with clear details on where applicants should go to apply for all the listed licences.

4.3.2 Business Licensing Complaints Hotline

The SME Sub-Committee set up a Hotline to assist the private sector, and especially SMEs, in filing complaints and grievances regarding administrative decisions made in relation to licensing by government departments. For example, if there is an undue delay in the processing of any licence application, then this would be a good reason to call the Hotline.

Business Licensing Complaints Hotline

Telephone Number: **023 222 504**

E mail address: **Hotline@mime.gov.kh**

More details are available about the hotline at www.mime.gov.kh, and a brochure explaining how the Hotline works is on the attached CD ROM.

4.4 Ministry of Labor and Vocational Training - The Registration Formalities

The Cambodian Labour Law, promulgated in 1997, was introduced to promote better working conditions, individual and collective bargaining, to resolve individual and collective labor disputes, and ensure sanitation, safety and general labour conditions of workers and employees in Cambodia. The Cambodian Labor Law is enforced and implemented by the Ministry of Labor and Vocational Training (“MLVT”) and applies to all workers, employees and employers in Cambodia unless where specific exceptions apply.

Under the Labor Law, an enterprise carrying on a business and employing staff in Cambodia is required to register with the Ministry of Labor and Vocational Training MLVT within 30 days of the commencement of business operations if such enterprise employs less than 8 staff and does not use machinery. The registration with the MLVT needs to be done before the actual commencement of operation if the enterprise employs 8 or more staff.

In addition to registration with the MoC in Phnom Penh, registration with the general department of labor or provincial labour department is necessary if the registered office business intends to operate in Phnom Penh or another province, respectively. For example, if the company intends to locate its business operations in Phnom Penh, it is required to register its company with the General Department of Labor in Phnom Penh. If the company intends to locate business operations in Siem Reap then it is required to register its company with the Labor Department in Siem Reap.

The companies can apply themselves or may wish to engage professional advisers to help with this process:

Step 1 - The required documents for labour registration must be taken to the Labour Inspection Department at the MLVT Phnom Penh, if the registered address of business is in Phnom Penh or to the provincial Department of Labor and Vocational Training, if the registered address of the business in

the provinces. For example, if the company registered address in Phnom Penh, it is required to bring the following documents for registration:

Documents	
All Businesses Employing People	
Making a declaration to the MVLТ of the opening of the business enterprise	2 Sets
Making a declaration to the MVLТ of list of initial staff of the business enterprise	2 Sets
Applying to the MLVT for an enterprise registration book	2 Sets
Applying to the MVLТ for a payroll book or approval letter to use a computerized payroll ledger	2 Sets
Articles of Incorporation	1 Copy
Registration Certificate	1 Copy
Business Licence	1 Copy
Businesses Employing Eight (8) or More People	
Registering with the MLVT the minutes of meeting for the election of staff representatives (applicable for entities that employ 8 or more staff) (renewed bi-annually)	2 Sets
Registering with the MLVT the internal work rules (applicable for entities that employ 8 or more staff)	2 Sets

Step 2 – When the required documents (mentioned above) are ready, an enterprise can lodge those documents with the Labour Inspection Department at MVLТ in Phnom Penh.

Step 3 – The Labor Inspection Department processes the approval documents.

After the approval from the Labor Inspection Department in Phnom Penh has been received, it is necessary to apply for the work permit for expatriate staff and the labor books for the Cambodia staff with the Department of Manpower and Employment at MVLТ.

Obtain the work permit and employment card for expatriate staff, including (i) obtaining an annual quota allowing the recruitment of expatriate staff (an annual requirement), (ii) registering each expatriate employment contract (required for each new foreign employee and renewed bi-annually for each existing foreign employee), and (iii) obtaining the work permit for expatriate staff (annual requirement).

The following documents are required.

Documents for Expatriate Staff	
Applying to the MLVT for labor books for Cambodian staff.	1 set
Applying to the MLVT for an annual quota for expatriate staff.	2 sets
Applying to the MLVT for work permits for foreign staff, including the registration of expatriate employment contracts.	1 set

Ongoing employment obligations are set out under Section 6 on Employing People.

5 Running the Business

5.1 Khmer Name⁴⁴

A business must display its name in the Khmer language. The Khmer name must be placed above and be larger than the name in another language. The Khmer name shall sound phonetically the same as the name in the other language.

A business must display the Khmer name on all seals, signs, letterhead, forms and documents used for public purpose, on all public advertisements displayed on land, water or in the air within the Kingdom of Cambodia.

However, a business may use and be designated by a name in another language outside the Kingdom of Cambodia.

5.2 Annual Declaration⁴⁵

Each partnership and company is required to file an annual declaration with the Commercial Registration Department of the Ministry of Commerce. In the annual declaration, the partnership or company is required to report changes to any of the items of information shown in Table 1 below.

Even if none of the items have changed, businesses are still required to file an annual declaration in order to maintain an active listing in the Computerized Business Registry held at the Commercial Registration Department of the Ministry of Commerce.

The officials in the Commercial Registration Department of the Ministry of Commerce have the duty to provide copies of the annual declaration template for companies and partnerships to complete by themselves and to be filed at the Commercial Registration Department

without charging fee.

⁴⁴ Law on Commercial Enterprises (19 June 2005), Art. 5

⁴⁵ Law on Commercial Enterprises (19 June 2005), Art. 7

The officials in the Commercial Registration Department have the duty to assist to companies and partnerships to complete the annual declaration fully. The Annual Declaration Form template is set out in Appendix 3 and on the attached CD ROM.

Any company failing to submit an annual declaration at the end of each year shall be fined an amount determined by the Minister of the Ministry of Commerce⁴⁶. Any company failing to submit an annual declaration for three (3) consecutive years shall be considered an illegal company. All documents or permits issued to that company by the Ministry of Commerce shall be considered invalid. Any director of the company intentionally using the revoked documents for commercial purposes shall be prosecuted by the Courts⁴⁷.

Table 1: Changes That Businesses are Required to Report in the Annual Declaration

Changed Item	Partnership	Limited Company	Representative/Branch Office of a Foreign Company	Subsidiary
Name	✓	✓	✓	✓
Address of Registered Office	✓	✓	✓	✓
Registered Capital	✓	✓	✓	✓
Names of Shareholders and Number of Shares Held by Each		✓	✓	✓
Current Address of Shareholders		✓	✓	✓
Composition and Recomposition of Directors		✓	✓	✓
Objectives of Business	✓	✓	✓	✓
Registered ISIC Code, Nationality and Form of Enterprise	✓	✓	✓	✓
Licence from the MoC	✓	✓	✓	✓
Licence from CDC	✓	✓	✓	✓
Other Licences held		✓	✓	✓

⁴⁶ Law on Commercial Enterprises (19 June 2005), Art 290

⁴⁷ Law Bearing Upon Commercial Regulations and the Commercial Register (26 June 1995) and Amendments to Law Bearing Upon Commercial Regulations and the Commercial Register (18 November 1999), Art 43

5.3 Financial Reporting

5.3.1 Annual Financial Statements of a Company⁴⁸

In accordance with the Law on Commercial Enterprises, company directors are required to present an annual financial statement to the shareholders at every annual general meeting of the shareholders. The financial statement should include comparative financial statements for the current and prior financial year, an auditor's report, and any other information relevant to the financial position of the company that is required under the company's articles, bylaws, or any unanimous shareholders' agreement. The directors must sign off on the annual financial statements. Copies of the financial statements and supporting documents must be sent to shareholders at least 21 days before the annual general meeting.

A company's shareholders and its agents and legal representatives may examine the annual financial statements during the company's normal business hours and may make extracts free of charge. A company is not permitted to issue or circulate copies of the annual financial statement unless the statements are accompanied by the auditor's report and approved by the directors.

5.3.2 Obligations to Submit Financial Statements for Audit⁴⁹

In accordance with Article 16 of the Law on Corporate Accounts, their Audit and the Accounting Profession, all enterprises, natural person or legal entity with Khmer or foreign nationality, domiciled in the Kingdom of Cambodia that meet two of the following criteria have an obligation to submit their annual financial statements for audit by independent auditors registered in the statutory list of auditors of the Kampuchea Institute of Certified Public Accountants and Auditors ("KICPAA") in compliance with the law

⁴⁸ Law on Commercial Enterprises (19 June 2005), Art. 228-232

⁴⁹ Prakas No. 643 MEF SHV Br.k

- o Annual revenues of KHR 3 billion or above;
- o Total assets of KHR 2 billion and above, based on the average value of assets held in the year that is subject to audit;
- o 100 or more employees, based on the average number of employees employed in the year that is subject to audit.

All enterprises satisfying any two of the above criteria must prepare their financial statements in accordance with the Cambodian Accounting Standards (“CAS”). The enterprises must continue to prepare their financial statements in accordance with the CAS and be subject to an independent audit in the subsequent years following the first year audit even though these enterprises no longer meet the criteria stipulated above.

The audit must be completed within six (6) months following the year end closing of the financial statements.

5.4 Financial Reporting Template

The Ministry of Economy and Finance introduced to SMEs a standard financial reporting template in June 2006 called “**Financial Reporting Template (“FRT”) for Small and Medium-Sized Enterprises**”. The intention was to provide to SMEs a tool to assist them in applying for financing from banking and financial institutions, or for other needs requiring financial statements and in accordance with laws and regulations in force.

The prakas⁵⁰ introducing the FRT, the FRT template itself, the explanatory notes and useful spreadsheets which will assist in the preparation of financial statements are included on the attached CD ROM.

In the above FRT set of documents there is also a definitions section that explains in plain language the various items that make up the financial statements and the terms contained therein, and a brief narrative on why it is important for enterprises to maintain accounting records, and produce financial statements.

⁵⁰ Prakas on Introduction of Financial Reporting Template for Small and Medium-sized Enterprises (16 June 2006)

In the prakas, an **SME** is deemed to be any enterprise carrying on business activities, which is not subject to the obligation of preparing financial statements in accordance with Cambodian Accounting Standards, and based on its declaration data or examination, meets two of the three following criteria:

1. Total maximum workers-employees from 11 to 100.
2. Annual turnover is from KHR 100 million to less than KHR 250 million.
3. Total assets are from KHR 100 million to KHR 250 million.

SMEs are encouraged by the National Accounting Council to use the FRT template as a basis for preparing financial statements, for both internal management purposes and for presentation to banks to support an application for a loan.

5.5 Tax Obligations

The Real Regime Tax System (“RRTS”) is based on a self-assessment system. The taxpayer is responsible for preparing the various tax returns in accordance with the Law on Taxation (“LoT”) and the Law Amending the Law on Taxation, and for paying the correct amount of tax based on the returns submitted to the tax authorities.

5.5.1 Annual Tax Obligations

5.5.1.1 Tax on profit

The LoT provides for a 20% tax rate on profits for resident enterprises, and the tax on profit is applicable to both Cambodian income and foreign source income.

Taxable profit is calculated by adjusting accounting profit for various expenses that are not allowable, or subject to limitation, for tax purposes.

Expenses subject to non-deductibility or limitation include:

- Interest
- Amusement, recreation or entertainment expenses
- Penalties and fines imposed by the Tax Department (“TD”), Customs Department, or other government bodies (including the courts)
- Donations, grants and subsidies
- Taxes reassessed by the TD
- Extravagant and / or unrelated business expenses

A taxpayer’s taxable profit (or loss) is computed in the Tax on Profit return which must be lodged annually with the TD prior to 31 March in the year following the year of tax.

A sample of the Annual Tax Return⁵¹ (Form TOP 01) is included on the attached CD ROM together with the guidance document on how to complete the simplified Annual Tax Return.

5.5.1.2 Minimum Tax

The minimum tax is a separate tax to the tax on profit, and similar to the prepayment of tax on profit, calculated at 1% of turnover. The minimum tax is only payable if the minimum tax is greater than the tax on profit. The minimum tax is calculated at year-end, however it should be totally liquidated by the monthly prepayment of tax on profit.

5.5.1.3 Patent Tax

All business enterprises must register annually with the TD and pay a patent tax (likened to a business registration tax) of KHR 1,140,000 (approx. US\$ 285) by 31 March of each year. A Patent Tax Certificate will be issued by the TD after the payment of tax due.

⁵¹ Prakas MEF No. 004 SHV.Sor Chor Nor (18 January 2006)

If the taxpayer carries out different types of business, a separate Patent Tax Certificate is required for each distinct business activity. Further, if a taxpayer carries out business in different cities or provinces, this requires a separate Patent Tax Certificate for each location.

5.5.2 Monthly Tax Obligations

5.5.2.1 Prepayment of Profit Tax

Taxpayers are subject to a prepayment of tax on profit calculated at 1% of monthly revenue/turnover. This payment is made monthly and is offset against the tax on profit due at the annual tax submission.

The tax is payable on a monthly basis, by the 15th day of the following month.

5.5.2.2 Salary and Fringe Benefits Tax

Salary Tax

Companies are liable to deduct salary tax from payments of salaries, wages and other remuneration made to all employees. The tax rates for Cambodian and expatriate employees are the same, with the top marginal rate of 20% on the portion of income in excess KHR 12,500,000 per month (approximately US\$ 3,125).

Residents of Cambodia are taxable on their Cambodian and foreign-source salary income, whereas non-residents are taxed only on their Cambodian-source salary income.

Employees and employers are jointly responsible for the payment of tax on salary in Cambodia regardless of whether the salary is paid in Cambodia or abroad. As a matter of practice, the TD will, in the first instance, look to the employer for payment of salary tax.

Payment is required on a monthly basis, by the 15th day of the following month.

Fringe Benefits Tax

Fringe Benefits Tax (“FBT”) is payable at a rate of 20% on the total value of fringe benefits provided to an employee. The value of a fringe benefit is the fair market value inclusive of all taxes. As the value of the fringe benefit is inclusive of all taxes, the value of the total fringe benefit is grossed up by dividing it by 80%, and tax at the rate of 20% is applied to the grossed up amount. For simplicity of calculation, the “cash cost” of the fringe benefit is multiplied by 25%.

Fringe benefits include:

- Private use of a motor vehicles;
- Food and accommodation;
- Utilities (water, electricity, telephone) and domestic servants;
- Loans provided interest free or with favourable interest rates to employees;
- Sales of goods to employees below cost;
- Education provided to an employee which is unrelated to the employee’s business activities or education provided to an employee’s minors;
- Life and health insurance premiums other than those paid in respect of all employees regardless of their grades or positions;
- Payments to a social welfare fund which exceed the maximum threshold prescribed by law;
- Amount of money paid to a pension fund which exceeds 10% of the employee’s monthly salary;
- Expenses made for entertainment and leisure purposes; and
- Excessive business expenses.

FBT is payable on a monthly basis, declared together with the salary tax in the monthly Salary and Fringe Benefits Tax return, to be submitted to the TD by the 15th day of the following month.

5.5.2.3 Withholding Taxes

Payment to Cambodian Residents

Taxpayers carrying on business in Cambodia are required to deduct Withholding Tax (“WHT”) from the following payments of Cambodian-source income to a resident entity:

Description of payments	Rate
Services of a physical person including management, consulting, and similar services	15%*
Royalties for intangible assets and minerals, oil or natural gas interest	15%
Interest payments (other than interest paid to domestic bank or savings institution, government agencies or charities)	15%
Rental of movable or immovable property	10%

*The WHT is not applicable if the recipient of the payment is registered with the RRTS

Payment to Non-Residents

Taxpayers carrying on business in Cambodia are also required to deduct Withholding Tax from the following payments made to non-residents.

Description of payments	Rate
Interest and dividends	14%
Royalties, rent and other payments connected with use of property	14%
Compensation for management or technical services	14%
Dividends	14%

The tax is payable on a monthly basis, by the 15th day of the following month.

5.5.2.4 Value Added Tax

VAT is applicable to the taxable supply of goods and services by VAT taxpayers – this includes all enterprises with Ministry of Commerce registration and those others registered as VAT taxpayers. That is, all those enterprises under the RRTS.

An enterprise is required to charge VAT at the rate of 10% on all sales of taxable supplies in Cambodia, and at the rate of 0% on the sale of taxable supplies exported from Cambodia. An enterprise registered under the VAT provisions can offset input VAT charged on purchases against the output VAT.

Taxable supplies are defined as all supplies, other than exempt supplies. Exempt supplies are not subject to VAT and include:

- Public postal service;
- Hospital, clinic, medical, and dental services and the sale of medical and dental goods incidental to the performance of such services;
- The service of transportation of passengers by a wholly state-owned public transportation system;
- Insurance services;
- Primary financial services;
- The importation of articles for personal use that are exempt from customs duties; and
- Non-profit activities for public interest that have been recognised by the Ministry of Economy and Finance (“MEF”).

VAT is payable on a monthly basis, by the 20th day of the following month.

5.5.3 Tax Audits

The LoT provides the TD with the power to carry out an audit of a taxpayer’s activities and to reassess tax where the taxpayer has not complied

with the LoT, LALoT and the tax regulations. The TD has a three-year period following the submission of the monthly or annual tax returns in which to raise a tax re-assessment. However, this period is extended to ten (10) years where there is evidence that the taxpayer has obstructed the implementation of the tax provisions. The definition of obstruction is very broad and includes the failure to submit tax returns within 30 days of the due date.

Tax re-assessments raised by the TD will be based on the monthly and annual tax returns submitted by the taxpayer. In addition, the TD can rely upon other declarations and information submitted by the taxpayer and other information received by the TD from other sources. Assessments raised may be considered arbitrary, and may not be based on actual income or expenditure or reconciled to management or statutory accounts.

The burden of proof rests with the taxpayer if a dispute arises in relation to any re-assessments raised by the TD.

5.5.4 Penalties

Tax penalties are imposed for violations of the LoT and its regulations. The level of penalty is dependent upon the nature of the violation, and is determined as follows:

- 10% if the taxpayer is considered negligent. The taxpayer is considered negligent if the amount of tax paid is less than the tax determined by the tax provisions by less than 10%, or if the taxpayer fails to file a tax declaration or to pay tax by the due date;
- 25% if the taxpayer is considered seriously negligent. A taxpayer is considered seriously negligent if the tax paid is less than the tax determined by the tax provisions by more than 10% or for failure to pay the tax due within 15 days after receiving a reminder letter from the tax authorities; and

- Where the taxpayer receives a unilateral tax assessment, the amount of the penalty will be 40% of the unpaid tax. The TD can issue a unilateral tax assessment to the taxpayer in instance where the taxpayer does not maintain proper accounting records or documents in accordance to the Cambodian Tax Laws.

In addition, there are penalties imposed for late payment of taxes and late submission of returns, together with interest that is charged at 2% per month (no cap on interest penalty).

Finally, certain acts, including tax evasion, can lead to criminal proceedings being instigated against directors, managers or shareholders of an enterprise.

5.5.5 Record Keeping

All books of accounts, accounting records and other documents must be kept for a period of 10 years.

Taxpayers are required by the Cambodian Tax Laws to maintain their accounting records in accordance with the Cambodian General Chart of Accounts. In addition, the accounting records are required to be maintained in the Khmer language and denominated in Khmer Riel. Taxpayers who fail to maintain books and records in accordance with the above tax provisions may be subject to a unilateral tax assessment.

The fiscal year in Cambodia is the calendar year and accounts must be received by the Tax Department by 31 March following the end of the fiscal period.

6 Employing People

6.1 Rules and Regulations

Having decided to start a business, you will most likely become a potential employer. It will therefore be useful for you to be acquainted with the employment situation in Cambodia, ranging from working conditions to legislation and official policy.

The Labour Program Unit of the Community Legal Education Center (“CLEC”) has developed a booklet to explain the rights and responsibilities of employees and employers under the Cambodian Labour Law to prevent labour disputes. This booklet is included on the attached CD ROM or can be found at their website at:

<http://www.clec.org.kh>

or by contacting them at

Office: #54, Street 306,
Sangkat Boeung Keng Kang 1,
Phnom Penh, Kingdom of Cambodia.

In addition, questions can be addressed to CLEC by e mail at: Clec-lpu@clec.org.kh.

Much of the Labour Program Unit of the Community Legal Education Center (“CLEC”) current work involves the training of key stakeholders in Cambodia’s employment sector, including union members, management, government representatives, police forces, attorneys and judges. The Labour Program Unit is also actively involved in the production and dissemination of numerous publications and training materials on labour rights, obligations, and other labour-related issues.

6.1.1 Basic Labour Market Information

You will certainly need to understand the basic legislation governing employment in Cambodia. Helpful texts include:

- (i) The Labor Law - which regulates the minimum terms and conditions of employment and regulates labor-management relations.
- (ii) The ILO Guide to the Cambodian Labor Law for the Garment Industry (available from ILO).

Additionally, employers must ensure that the workplace is safe for his staff. Information on the issues and guidelines relating to safety at work can be found in the ILO's "Guide to the Cambodian Labour Law for the Garment Industry" and good basic information is available in the CLEC booklet included on the attached CD ROM.

6.1.2 Recruiting Employees

With a basic understanding of the Cambodia labor market, legislation and employees' rights and interests, an employer can now proceed to hire workers. You can find out more on ILO's Guide. Like most countries in the world, the hiring of foreigners requires additional procedures. You can find information on ILO's Guide for information on work permits or from the Ministry of Labor and Vocational Training.

Every employer is required to register with the Ministry of Labor and Vocational Training.

6.1.3 Termination

Termination of employment is a recurrent issue in the job market. Employers should know the issues that relate to the termination of workers. In general, the terms of the employment contract will determine the manner in which a contract is terminated. For a fixed-term contract, the contract will be terminated on the expiration of the period. However, should the contract be for an indefinite duration, either party can terminate it by giving the required notice as stated in the terms of the contract or the period prescribed by the Labor Law.

6.2 Administration

Ongoing requirements (also necessary for initial registration)

- Lodgement of a declaration of changes in personnel to the Employment and Manpower Department, MLVT, when the enterprise hires or dismisses workers. The declaration must be in writing and must be submitted to the MLVT when each change occurs;
- Lodgement of application for quota for foreign workers (annual requirement);
- Registration of foreign employment contracts (required for each new foreign employee and renewed bi-annually for each existing foreign employee);
- Application for work permits of expatriate staff (annual requirement); and
- Registration of minutes of meeting for the election of staff representatives (renewed bi-annually).

6.3 Recruitment

The enterprise must be compliant with the Cambodian Labor Law.

6.4 Working Hours and Minimum Wage

Normal working hours must be no more than 8 hours per day, or 48 hours per week.

No minimum wage has been established by law except in the garment and footwear industry, where the minimum wage is US\$ 45 per month during a probationary period and US\$ 50 per month thereafter.

The law states only that the wage must ensure “a decent standard of living compatible with human dignity”.

6.5 Public Holidays for Employees

Each year, the Ministry of Labor and Voluntary Training publishes a list of official public holidays, and employees in all enterprises are entitled to enjoy these public holidays while at the same time earning salary for them as if they were regular workdays.

On 3 August 2007, the RGC issued Prakas no. 93 SD.BK Holidays Calendar for Civil Servants and Employees/Workers for the Year 2008

This prakas is included on the attached CD ROM.

7 Changes to Business Structure and Voluntary Cessation of the Business

7.1 Amendment to the Business Structure

There may be many reasons why you wish to change to or from a particular business structure.

Circumstances may compel you to change. Your business may be changing ownership or raising capital. These processes may only be possible under a new structure.

Each type of business structure may have different tax and legal obligations.

Some typical types of changes include ownership/shareholding change, changes to the Articles of Incorporation, or closure of a branch.

Business Tip

Seek Advice

Changing your business structure can be complex, so it is worthwhile discussing your plans with a lawyer or accountant.

Most structural changes to a business will require the amendment of the Articles of Incorporation. This is set out in the next section.

7.2 Amendment to the Articles of Incorporation⁵²

A limited company may amend its Articles of Incorporation several times and at any time.

⁵² Law on Commercial Enterprises (19 June 2005), Art. 239-243

The Articles of Incorporation of a company need to be amended by special resolution – this requires a majority of not less than two-thirds of the votes cast by the shareholders. The holders of each class of shares, or series of shares, are entitled to vote separately as a class or series, when the proposal to amend the Articles of Incorporation is for the purpose of:

- 1) adding, changing or removing rights, privileges, restrictions attaching to their class or series of shares;
- 2) increasing or decreasing the maximum number of shares of their class or series of shares;
- 3) increasing the maximum number of authorized shares of a class or series that have rights or privileges equal or superior to their shares;
- 4) creating a new class of shares equal or superior to the shares of their class or series;
- 5) making any class of shares having rights or privileges less than or equal or superior to their shares; or
- 6) reducing the stated capital account⁵³ of their class or series of shares. (The stated capital account is generally the sum of the par value of all shares that have been issued)

Even if the Articles of Incorporation state that a certain class or series of shares are not entitled to vote, the class or series of shares is always entitled to vote separately as a class or series, on any amendment to the articles that would change directly or indirectly, or adversely affect any rights, privileges, restrictions and conditions attaching to their class or series of shares.

For amendment of Articles of Incorporation, the company must visit the Ministry of Commerce Commercial Registration Department or a Provincial Commercial Registration Branch and complete the appropriate paperwork.

Step 1 - For example, if the company wants to amend the Articles of Incorporation by increasing the capital from KHR 20 million to KHR 50 million with the MoC, it is required to bring the following documents along.

⁵³ Law on Commercial Enterprises (19 June 2005), Art 152

Documents	
Application Form B (sample on CD ROM)	3 Sets (2 originals and 1 copy)
A copy of the latest of Patent Tax Certificate	3 Sets
Annual Declaration of the company	1 Set
The new amended Articles of Incorporation	3 Originals
The existing Articles of Incorporation registered with the MoC	1 Original
Business Licence issued by MoC	1 Original, 2 Copies
Registration Certificate issued by MoC	1 Original, 2 Copies
Fees	
Official Administration Fee ⁵⁴	KHR 60,000

Step 2 – When the documents as mentioned above are considered sufficient, a director or any shareholder of the company must be present at MoC for signature of the application form before the Registration Certificate is produced.

Where the application has been made at a provincial Commercial Registration Branch the director or any shareholder of the company must be present at that Commercial Registration Branch for signature of the application form before the new amended company documentation can be issued.

Step 3 – It can take as few as 5 working days to process documents and issue a new official documentation.

7.3 Voluntary Cessation of a Company⁵⁵

A company can voluntarily request to the Ministry of Commerce that it be officially dissolved, that is, cease to exist as a legal person.

7.3.1 Voluntary Company Dissolution

A proposal is put to creditors and shareholders for the repayment of some or all of a company's debts over an agreed period of time.

⁵⁴ Prakas no. 679 MoEF dated 7 August 2007

⁵⁵ Law on Commercial Enterprises (19 June 2005), Art. 255-261

This often allows the company to continue to trade. This then avoids the need to proceed to closure through the process of liquidation.

Rights of secured creditors (banks etc with a charge or debenture) are largely unaffected.

For voluntary dissolution, the company must visit the Ministry of Commerce Commercial Registration Department and complete the appropriate paperwork.

Step 1 - For example, if the company wants to de-register with the MoC, it is required to bring the following documents along with for de-registration:

Documents	
Application Form C (sample on CD ROM)	3 Sets (2 originals, 1 copy)
Tax Clearance Certificate issued by Tax Department	3 Sets (1 original and 2 copies)
Annual Declaration of Commercial Enterprise	3 Sets (1 original and 2 copies)
Copy of Identity Card or passport of one shareholder or director with their original signature or thumbprint, that are present at MoC for signing the application file	3 Sets
Photo (4x6 cm) of shareholder or director that is present at MoC for signing the application file	3 Sets
Articles of Incorporation (“AI”) registered with the MoC	3 Copies
Business licence issued by MoC	1 Original
Incorporation certificate issued by MoC	1 Original
Letter of Request from the Company	1 Original
Minutes of Dissolution (both from the Board and the Shareholders)	1 Original of each
Parent company decision (if relevant)	1 Original
Fees	
Official Administration Fee ⁵⁶	KHR 200,000

⁵⁶ Prakas no. 679 MoEF dated 7 August 2007

Step 2 – When the documents as mentioned above are sufficient, a director or any shareholder of the company must be present at MoC for signature of the formal documentation.

Where the application has been made at a provincial Commercial Registration Branch the director or any shareholder of the company must be present at that Commercial Registration Branch for signature of the official documentation before the official Letter of De-Registration can be issued.

Step 3 – It can take as few as 5 working days to process documents and issue a Letter of De-Registration.

8 Other Information / Support

8.1 Websites

The following are relevant websites that could be of assistance.

<u>www.moc.gov.kh</u>	The Ministry of Commerce website.
<u>www.mime.gov.kh</u>	The Ministry of Industry, Mines and Energy website that houses the SME Sub-Committee's SME Portal.
<u>www.cdri.org.kh</u>	The website of the Cambodia Development Research Institute.
<u>www.yellowpages.com.kh</u>	Cambodia Yellow Pages
<u>www.ilo.org</u>	International Labour Organisation
<u>www.ifc.org/mpdf</u>	IFC-Mekong Private Sector Development Facility website has a wealth of relevant information for businesses in Cambodia.
<u>http://www.ifc.org/ifcext/mekongpsdf.nsf/Content/Resources</u>	This website contains valuable resources on the following subject areas: <ul style="list-style-type: none"> ○ Private Sector Discussion Papers ○ Business Issues Bulletins ○ Markets and Development Bulletin ○ Other Publications ○ Private Sector Development in the Mekong Region
<u>www.battambang-town.gov.kh</u>	The website of the Battambang One Window Service.
<u>www.siemreap-town.gov.kh</u>	The website of the Siem Reap One Window Service.
<u>www.camfeba.com</u>	Cambodia Federation of Employers and Business Associations (CAMFEBA)
<u>www.cambodia-gpsf.org</u>	Cambodia Government-Private Sector Forum
<u>www.wasmb.org</u>	The website of the Women's Association of Small and Medium Business.
<u>www.psmia.org</u>	Website of Phnom Penh Small and Medium Industry Association
<u>www.ictcam.org.kh</u>	Website of Information and Communications Technology Association of Cambodia.

8.2 All Ministries Addresses and Websites

Ministry / Agency	Location and Contact Details
Ministry of Commerce	# 20 A-B, Norodom Blvd, Daunpenh , Phnom Penh, Tel: 023 221 526, 023 725 585 Fax: 023 427 359 E-mail: info@moc.gov.kh
Department of Domestic Trade and Export Promotion	#65, Street 136, 2nd Floor, Phnom Penh. Tel: 023 221 497 Fax: no
Commercial Registration Department	# 20 A-B, Norodom Blvd, Daunpenh , Phnom Penh, Tel:016 913653, 011 955 955 Fax: 023 986 535
Camcontrol Department	# 50 E0, Street 144, Phsar Kandal, Daunpenh District, Phnom Penh Tel: 023 722 085, 023 426 166 Fax: 023 426 166 E-mail: camcontrol@gocambodia.com
Foreign Trade Department	# 20 A-B, Norodom Blvd, Daunpenh District, Phnom Penh, Tel: 023 215 776 E-mail: ssamrith@yahoo.com
Ministry of Industry, Mines and Energy	No 45, Norodom Blvd, Phnom Penh Tel : 023 211 142, 023 211 751 E-mail: Industry@camnet.com.kh Fax: 023 428 263
Department of Metrology	National Road No 5 # 250, Kilometre No 6, Russey Keo District, Phnom Penh. Tel: 023 211 142
Laboratory Institution	National Road No 5, Kilometre 6, Boeng Chhuok Village, Russey Keo District, Phnom Penh. Tel: 023 211 142
Ministry of Economy and Finance	# 60, Daunpenh District, Street 92, corner Street of Preah Ang Doung and Preah Kosamak Tel: 023 217 645, 023 725 747 Fax: 023 426 041 Email: efi@camnet.com.kh
Tax Department	# 35, Street 222, Boeng Reang Commune, Daunpenh District, Phom Penh. Tel: 011 557 799
National Bank of Cambodia	# 22-24, Norodom Blvd, Daunpenh District, Phnom Penh Tel: 023 724 866 Fax: 023 426 117 E-mail: nbc@online.com.kh

Ministry of Labor and Vocational Training	# 3, Confederation de la Russie Tel: 023 884 376 E-mail: mlvt.gov@camintel.com
Labor Inspection Department	# 28, Street 184 , Phnom Penh Tel: 023 722 891
Council for the Development of Cambodia	Sisowath , Government Palace. Tel: 023 981 154 Fax: 023 428 426 E-mail: cdc.clb@online.com.kh
Ministry of Land Management, Urban Planning and Construction	# 771-773, Preah Monivong Blvd Tel: 023 217 031 Fax: 023 217 027 E-mail: imap@camnet.com.kh
Municipal Government Office, Phnom Penh	# 69, Preah Monivong Blvd Tel: 023 772 054 Fax: 023 772 156 E-mail: phnompenh@phnompenh.gov.kh
Ministry of Tourism	# 3, Preah Monivong Blvd Tel: 023 427 130 Fax: 023 220 704 E-mail: admin@hot.gov.kh
Ministry of Environment	# 48, Street 274, Sihanouk Blvd Tel: 023 427 894 Fax: 023 427 844 E-mail: moe-cabinet@camnet.com.kh
Ministry of Health	# 151-153, Kampuchea Krom (Street 128) Tel: 023 881 404-9 Fax: 023 366186 E-mail: moh_cabinet@online.com.kh
Department of Drug and Food	# 8, Street 109, Phnom Penh Tel: 023 883 025 Fax: 023 880 247 E-mail: edb.ddf@online.com.kh
Ministry of Public Works and Transport	#106, Norodom Blvd Tel: 023 427 845 Fax: 023 214 907 E-mail: mpwt@online.com.kh
Ministry of Interior	# 275, Norodom Blvd Tel & Fax: 023 721 190 E-mail: moi@interior.gov.kh
Ministry of Agriculture, Forestry and Fisheries	#200, Norodom Blvd Tel: 023 211 351-2 Fax: 023 217 320 E-mail: maff@everyday.com.kh
Forestry Administration	# 40, Norodom Blvd Tel: 023 219 282 Fax: 023 210 154
Fisheries Administration	# 188, Norodom Blvd Tel: 023 215 470 E-mail: cfd@camnet.com.kh

Department of Agro-Industry	# 242, Norodom Blvd Tel: 023 213 107 Fax: dai-maff@camnet.com.kh
Department of Animal Health and Production	#74, Preah Monivong Blvd Tel: 023 427 590 Fax: 023 426 970

8.3 Banks

The following is a list of the banks in Cambodia:

Banks	Location and Contact Details
Advanced Bank of Asia Ltd.	# 148, Street 274, Phnom Penh. Tel: 023 225 333 Fax: 023 216 333 E-mail: info@ababank.com
ACLEDA BANK Plc.	Daun Penh Branch # 248, Preah Monivong, Sangket Beung Raing, Khan Daun Penh Tel: 023 222 424 Fax: 023 223 670 E-mail: dpn@acledabank.com.kh
ACLEDA BANK Plc.	Beung Trabek Branch No 28 Mao Tse Toung (St.245) Sangkat Beung Trabek, Khan Chamkamorn. Tel: 023 214 634 Fax: 023 364 914 E-mail: btrckm@acledabank.com.kh
ACLEDA BANK Plc.	Sihanoukville Branch # 118, Street Ekareach, Group 16, 2 Village, Sangkat 4, Khan Mittakpheap. Tel: 034 320 232 Fax: 034 933 723 E-mail: snv@acledabank.com.kh
ACLEDA BANK Plc.	Banteay Meanchey Branch # 268-271D, Group13, 3 Village, Preah Ponlear Commune, Serei Saophoan District. Tel: 054 958 821 Fax: 054 710 092 E-mail: bmc@acledabank.com.kh
ACLEDA BANK Plc.	Battambang Branch # 899, Group 5, Romchek 4 Village, Rattanak Commune, Battambang District. Tel: 053 953 152-3 Fax: 053 952 051 E-mail: btb@acledabank.com.kh

ACLEDA BANK Plc.	Kampong Cham Branch # 31& 33, Street Khemarak Pomin, 14 Village, Kampong Cham Commune. Tel: 042 941 703 Fax: 042 941 702 E-mail: kcm@acledabank.com.kh
ACLEDA BANK Plc.	Siem Reap Branch # 13, Sivatha Street, Mondul 2 Village, Svay Dangcum Commune, Siem Reap District. Tel: 063 963 660 Fax: 063 963 280 E-mail: srp@acledabank.com.kh
ACLEDA BANK Plc.	Kampong Chhang Branch Traping Bei Village Phsar Chhang Commune, Kampong Chhang District. Tel: 026 988 748 Fax: 026 988 608 E-mail: kcg@acledabank.com.kh
ACLEDA BANK Plc.	Kampong Thom Branch # 36, National Road No 6, Group 3, Stueng Sen Village, Kampong Krabao Commune, Stueng Sen District. Tel: 062 961 243 Fax: 062 962 247 E-mail: ktm@acledabank.com.kh
ACLEDA BANK Plc.	Kampot-Kep Branch # 27, Street 724 Group1, 1 Ousphea Village, Kampong Kandal Commune, Kampon Bay District. Tel: 033 932 880 Fax: 033 932 334/5 E-mail: kpt@acledabank.com.kh
ACLEDA BANK Plc.	Kandal Branch Krapeu Ha Village, Prek Russey Commune, Takmao District. Tel: 023 425 623 Fax: 023 425 995 E-mail: tkm@acledabank.com.kh
ACLEDA BANK Plc.	Kratie Branch Road 12, Group 6, Kratie Village, Kratie Commune, Kratie District. Tel: 072 971 707 Fax: 072 391 708 E-mail: kte@acledabank.com.kh
ACLEDA BANK Plc.	Pailin Branch # Chor 2/231, Pahi Tboung Village, Sangkat Pallin, Khan Pallin, Krong Palin. Tel: 012 424 501 Fax: 055 399 001 E-mail: pln@acledabank.com.kh

ACLEDA BANK Plc.	Preah Vihear Branch Lor oet Village, Kampong Pranak Commune, Tbeng Mean Chey District. Tel: 012 289 851 Fax: 012 401 507 E-mail: pvh@acledabank.com.kh
ACLEDA BANK Plc.	Prey Veng Branch Group 9, 4 Village, Kampong Leav, Commune, Kampong Leav District. Tel: 043 944 555 Fax: 043 399 003 E-mail: pvg@acledabank.com.kh
ACLEDA BANK Plc.	Pursat Branch # 239, Phum Pral Nhek 1, Khmum Pteah Prey, Sampov Meas District. Tel: 052 951 434 Fax: 052 951 634 E-mail: pur@acledabank.com.kh
ACLEDA BANK Plc.	Rattanakiri Branch 1 Village, Labanseak Commune, Banlung District. Tel: 075 974 220 Fax: 075 974 221 E-mail: rtk@acledabank.com.kh
ACLEDA BANK Plc.	Stung Treng Branch Kandal Village, Stung Treng Commune, Stung Treng District. Tel: 074 973 684 Fax: 074 973 685 E-mail: stg@acledabank.com.kh
ACLEDA BANK Plc.	Svay Rieng Branch Rong Banlae Village, Svay Rieng Commune, Svay Rieng District. Tel: 044 945 545 Fax: 044 391 119 E-mail: svg@acledabank.com.kh
ACLEDA BANK Plc.	Takeo Branch National Road No 2, Lory Village, Roka Khong Commune, Don Keo District. Tel: 032 931 246 Fax: 032 931 144 E-mail: tko@acledabank.com.kh
ACLEDA BANK Plc	Kampong Speu Branch National Road No 4, Phum Samnag, Khum Rokar Thom , Chbar Mon District. Tel: 025 987 108 Fax: 025 987 236 E-mail: ksp@acledabank.com.kh

ACLEDA BANK Plc	Odar Meanchey Branch # 127, Group 4, Samroang village, Samroang Commune, Samraong District. Tel: 012 200 468 Fax: 065 393 900 E-mail: omcaclea@camshin.com.kh
ACLEDA BANK Plc	Koh Kong Branch # 222, Group 8, 2 Villages, Smach Mean Chey Commune, Smach Mean Chey District. Tel: 035 936 693 Fax: 035 936 639 E-mail: kkg@acledabank.com.kh
Anco Specialized Bank	# 20, Street 217, Sangkat Veal Vong, Khan 7 Makara. Tel: 023 993 133 Fax: 023 993 133 E-mail: No
ANZ Royal Bank (Cambodia) Ltd.	# 20, Kramoun Sar (St.114), corner Street 67, Phnom Penh. Tel: 023 726 900
Cambodia Asia Bank	CAB Bank Mao Tse Toung Office # 131B. Mao Tse Toung (St 145), Phnom Penh. Tel: 023 222 021 Fax: 023 220 360 E-mail : cab@cab.com.kh
Cambodia Asia Bank	CAB Bank Phnom Penh Airport Office Phnom Penh International Airport. Tel: 023 890 220 Fax: 023 890 221 E-mail: cab@cab.com.kh
Cambodia Asia Bank	Naga World Hotel-24 Hours Center At Hun Sen Garden Tel: 023 210 900 Fax: 023 210 979 E-mail: cab@cab.com.kh
Cambodia Asia Bank	CAB Bank Siem Reap Town I Office Corner Sivutha Blvd & Airport Road at Angkor Hotel (next to the police station). Tel: 063 964 741-2 Fax: 063 964 743 E-mail: cab@cab.com.kh
Cambodia Asia Bank	CAB Bank Monivong Corner Office # 246 Eo, Preah Monivong, corner St.154 Tel: 023 224 280 Fax: 023 223 702 E-mail: cab@cab.com.kh

Cambodia Asia Bank	CAB Bank Lucky Office # 158 Eo, Sihanouk (St 274), Phnom Penh. Tel: 023 224 300 Fax: 023 224 301 E-mail: cab@cab.com.kh
Cambodia Asia Bank	Poipet Border Office Khum Poipet, Banteay Meanchey Province. Tel: 054 967 472 Fax: 054 967 473 E-mail: cab@cab.com.kh
Cambodia Asia Bank	Battambang Office #72, Street 3, Group 38, 20 May Village, Svay Por Commune. Tel: 053 953 149 Fax: 053 953 150 E-mail: cab@cab.com.kh
Cambodia Asia Bank	Kampong Cham Office #02, Group 3, Village 15, Kampong Commune. Kampong Cham Province. Tel: 042 942 149 Fax: 042 942 150 E-mail: cab@cab.com.kh
Cambodia Asia Bank	Bavet Svay Rieng Office Khum Bavet, Chantrea District, Svay Rieng Province, National Road No. 1 (At Le Macao Resort). Tel: 044 945 681 Fax: 044 945 681 E-mail: cab@cab.com.kh
Cambodia Mekong Bank Plc Ltd	# 6 Monivong Blvd, Phnom Penh Tel: 023 430 861 Fax: 023 430 431
Cambodia Mekong Bank Plc Ltd	# 1 Kramoun Sar (St 114), Phnom Penh Tel: 023 424 323 Fax: 023 217 122 E-mail: No
Cambodian Commercial Bank	Head Office # 26, Monivong Blvd, Sangkat Phsar Thmei II, Khan Daun Penh, Phnom Penh Tel: 023 426 145 Fax: 023 426 116 E-mail: ccbpp@online.com.kh
Cambodian Commercial Bank	# 130, Sivatha Road, Modul 1 Village, Svay Dangkum Commune, Siem Reap Province. Tel: 063 964 392 Fax: 063 380 154 E-mail: ccbsrb@camshin.net

Cambodian Commercial Bank	Sihanoukville Branch # 242 Ekareach Street, Sangkat 2, Khan Mittapheap Tel: 034 934 777 Fax: 034 934 999 E-mail: ccbsvb@camshin.net
Cambodian Commercial Bank	Battambang Branch # 116-117, 20 Ausaphea Village, Svay Por Commune, Battambang District. Tel: 053 953 313-5 Fax: 053 952 266 E-mail: ccbbs@camshin.net
Cambodia Agriculture Specialized Bank	# 83-87, Norodom, Sangkat Phsar Thmei III, Khan Daun Penh, Phnom Penh Tel: 023 217 750 Fax: 023 217 751 E-mail: kien@online.com.kh
Cambodian Development Specialized Bank	# 25, Sang Kreach Tieng (St.222) Boeung Raing, Daun Penh, Phnom Penh Tel: 023 212 126 Fax: 023 212 125 E-mail: cdb_info@cdb.com.kh
Cambodian Public Bank Ltd.	Head Office #23, Street 114, corner Street 67, Sangkat Phsar Thmey II, Khan Daun Penh Tel: 023 222 880-2 Fax: 023 222 887 E-mail: campuhoe@campubank.com.kh
Cambodian Public Bank Ltd.	Sihanoukville Branch Sopheakmongkul Road, Corner Street 108, Sangkat 2, Khan Mithapheap. Tel: 034 934 130-2 Fax: 034 934 133 E-mail: campushv@campubank.com.kh
Cambodian Public Bank Ltd.	Siem Reap Branch #618, Street Tep Vong, Modul 1 Village, Svay Dangkom Commune. Tel: 063 964 889 Fax: 063 963 899 E-mail: campusrp@campubank.com.kh
Cambodian Public Bank Ltd.	Battambang Branch # 102, Group 38, Street 3 Ausaphea Village, Svay por Commune, Battambang District. Tel: 053 953 801-3 Fax: 053 953 804 E-mail: campubtb@campubank.com.kh

Cambodian Public Bank Ltd.	Kampong Cham Branch # 5-7, Street Angdoug, Sangkat Kampong Cham, Kampong Cham District. Tel: 042 942 180 Fax: 042 942 183 E-mail: campukgcham@campubank.com.kh
CAMKO BANK	#81, Norodom Blvd, Phnom Penh Tel: 023 224 660 Fax: 023 224 661-2 E-mail: info@camkobank.com
Canadia Bank Plc.	Head Office # 265-269, Ang Doung Street, Phnom Penh. Tel: 023 215 286 Fax: 023 427 064 E-mail: canadia@canadiabank.com.kh
Canadia Bank Plc.- Charles de Gaulle Branch	# 126, Charles de Gaulle (St.217), Phnom Penh. Tel: 023 214 668 Fax: 023 214 288 E-mail: canadia.cg@online.com.kh
Canadia Bank Plc.- Olympic Branch	#394, Sihanouk Blvd, Street 274 Tel: 023 218 378 Fax: 023 218 395 E-mail: canadia.ob@online.com.kh
Canadia Bank Plc.- Sorya Branch	Shopping Center Sorya Tel: 023 220 312 Fax: 023 220 313 E-mail: canadia.ss@online.com.kh
Canadia Bank Plc.- Siem Reap Branch	Siem Reap Branch # 558-59, Street Phsar Chas, Svay Dangkum Commune, Siem Reap District. Tel: 063 964 808 Fax: 063 964 809 E-mail: canadia.sr@online.com.kh
Canadia Bank Plc.- Banteay Meanchey Branch	Banteay Meanchey Branch # 15-18, 1 Village, Preah Ponlea Commune, Serey Sophoan District. Tel: 054 958 969 Fax: 054 958 989 E-mail: canadia.bm@online.com.kh
Canadia Bank Plc.- Battambang Branch	Battambang Branch # 11-13, The North of Phsar Nat, Battambang Tel: 053 952 267 Fax: 053 952 005 E-mail: canadia.bb@online.com.kh

Canada Bank Plc.- Kampong Cham Branch	Kampong Cham Branch Preah Monivong Street, Phum 7, Kampong Cham District Tel: 042 941 361 Fax: 042 941 360 E-mail: canadia.kc@online.com.kh
Canada Bank Plc.- Kampot Branch	Kampot Branch # 33, Angkor Street, Kompong Bay Village, Kompong Bay Commune. Tel: 033 932 392 Fax: 033 932 391 E-mail: canadia.kp@online.com.kh
Canada Bank Plc.- Pailin Branch	Pailin Branch # 2, 726 Wat Village, Pailin Commune. Tel: 016 530 011 Fax: 053 952 005 E-mail: No
Canada Bank Plc.- Poipet Branch.	Poipet Branch National Road No 5, Kbal Spean Village, Poipet Commune, Banteay Meanchey Province. Tel: 054 967 107 Fax: 054 968 104 E-mail: canadia.pb@online.com.kh
Canada Bank Plc.- Takhmao Branch	Takhmao Branch # 301, Street 207, Takhmao District Tel: 023 425 885 Fax: 023 425 887 E-mail: canadia.tk@online.com.kh
Foreign Trade Bank of Cambodia	# 3 Kramoun Sar (St.114) Tel: 023 724 466 Fax: 023 426 108 E-mail: ftb@camnet.com.kh
First Commercial Bank	# 263, Street 110, Phnom Penh. Tel: 023 210 026-8 Fax: 023 210 029 E-mail: fcbpp@online.com.kh
First Investment Specialized Bank Ltd.	# 72, Street 274, Phnom Penh. Tel: 023 222 281-3 Fax: 023 221 112 E-mail: service@fibank.com.kh
Krung Thai Bank Public Co Ltd	Head Office # 149, Jawaharlal Nehru (Street 125), Phnom Penh. Tel: 023 366 005 Fax: 023 428 737 E-mail: ktbpmpp@online.ocm.kh

Krung Thai Bank Limited	Siem Reap Branch #10-11, Sivatha Street, Mondul 2, Svay Dangcum Commune, Siem Reap District. Tel: 063 964 758 Fax: 063 964 759 E-mail: ktbsre@camshin.com.kh
Maybank Phnom Penh	# 48, Kramoun Sar (St.114) Tel: 023 210 123 Fax: 023 210 099 E-mail: mbb@maybank.com.kh
Mekong Bank	# 219F, Sisowath, Phnom Penh Tel: 023 222 101 Fax: 023 222 102 E-mail: No
Mekong Bank	Siem Reap Branch # 43, Sivatha Street, Svay Dangcum Commune, Siem Reap District. Tel: 063 964 417 Fax: 063 964 420 E-mail: No
National Bank of Cambodia	# 21-22, Norodom Blvd, Phnom Penh. Tel: 023 722 221 Fax: 023 426 117 E-mail: nbc@online.com.kh
National Bank of Cambodia	# 273, Street 110 corner of Street 67, Phnom Penh. Tel: 023 223 745 Fax: 023 223 741 E-mail: No
National Bank of Cambodia	# 273, Andoung (St.110), corner of Street 67 Tel: 023 722 221 Fax: 023 426 117 E-mail: nbc@online.com.kh
National Bank of Cambodia	National Road No 4, Peanichkam Village, Rokar Tom Commune, Chbar Morn District. Tel : 025 987 214 Fax : 025 987 214 E-mail : no
National Bank of Cambodia	Kandal Branch Street 104, Takhmao. Tel : 023 425 664 Fax : 023 425 664 E-mail : no
Singapore Bank Corporation Ltd	Head Office # 68, Samdech Pan (St.214) Tel: 023 211 211 Fax: 023 212 121 E-mail: info@sbc-bank.com.kh

Singapore Bank Corporation Ltd	Siem Reap Branch # 18 A, Sivatha Road Tel: 063 963 838 Fax: 063 963 939 E-mail: info@sbc-bank.com
Singapore Bank Corporation Ltd	# 55 Eo, Shihanouk Blvd (Street 274) Tel: 023 221 338 Fax: no E-mail: info@sbc-bank.com
Singapore Bank Corporation Ltd	Battambang Office # 118, Group 9, Street 2, Battambang. Tel : 053 953 339 Fax : 053 953 343 E-mail : info@sbc-bank.com
Singapore Bank Corporation Ltd.	Kampong Cham Office # 34, Monivong Street. Tel : 042 941 408 Fax : no E-mail : info@sbc-bank.com
Vattanac Bank	# 89, Preah Norodom Blvd, Phnom Penh Tel: 023 212 727 Fax: 023 216 687 E-mail: service@vattanacbank.com
Vattanac Bank	Siem Reap Branch # 888, Sivatha Blvd, Siem Reap Tel: 023 212 727 Fax: 023 216 687 E-mail: service@vattanacbank.com
Vietnam Bank for Agriculture & Rural Development	# 42, Samdech Pan (St 214) Tel: 023 223 750 Fax: 023 223 770 E-mail: phongvbard@yahoo.com
Union Commercial Bank Plc.	Module 1, Khum Smay Dankom, opposite of old market, Siem Reap. Tel: 063 963 703-4 Fax: 063 380 368 E-mail: ucb.srb@camintel.com
Union Commercial Bank Plc.	# 100Eo, National Road No 1, next to Phsar Nath. Tel: 053 952 552 Fax: 053 952 852 E-mail: ucb.bbb@camintel.com

8.4 Ministry of Commerce Business Publications

Where the entrepreneur or his/her adviser wishes to understand more, the following publications produced by the Ministry of Commerce with support from Asian Development Bank Technical Assistance 1756-CAM (as part of the Financial Sector Development Project) provide additional information on:

- o Commercial Agreements
- o Fundamentals of Commercial Laws
- o Business Enterprise Laws
- o Business Enterprise Comparative Laws
- o Alternative Dispute Resolution
- o Insolvency Law
- o Intellectual Property
- o Secured Transaction Law and Practices
- o Lexicon of Commercial Legal Terms

All are available to download from:

http://www.cambodiacommerciallaws.com/sub/training_materials/

8.5 Business Associations

There are numerous business associations across Cambodia. These range from the Chamber of Commerce to rice millers associations to Small & Medium Enterprise associations to brick manufacturers associations. These organisations are very useful for networking, solving common business issues, and locating better suppliers and better technology, for example.

The Yellow Pages lists 344 business and trade associations in Cambodia, and a directory is available on the CD ROM. This list is also available at: <http://www.yellowpages-cambodia.com/community/associations/>

9 Glossary

<i>Affidavit</i>	A written statement made under oath in the presence of an officer of the court or some other authorised person.
<i>Agency</i>	A relationship in which one party (agent) is authorised to act on behalf of an other (principal) who will be bound by those actions
<i>Bankruptcy</i>	A condition under which an individual or firm's liabilities to creditors exceed assets. The individual or firm is therefore unable to discharge all accumulated liabilities from their realisable assets.
<i>Board (of directors)</i>	The Board is the collection of directors who make decisions about the management of a company.
<i>Bond</i>⁵⁷	A certificate or evidence of a debt on which the issuing company or government body promises to pay the bondholders a specified amount of interest for a specified length of time, and to repay the loan on the expiration date. A bond represents debt – its holder is a creditor of the issuer and not a part owner like a shareholder.
<i>Business</i>⁵⁸	<p>A person's economic activity, the aim of which is to derive income from the production and sale of goods, the supply of services, the lease, rental or sale of property.</p> <p>Generic name meaning a sole proprietorship, a small enterprise, a company, a partnership, a branch or a foreign business or a representative office of a foreign company.</p>
<i>Bylaw</i>⁵⁹	These are rules that regulate the business or the affairs of the company.

⁵⁷ Law on Commercial Enterprises (19 June 2005), Art. 90 c)

⁵⁸ Law on Taxation (March 2004), Art. 3 (Definitions)

⁵⁹ Law on Commercial Enterprises (19 June 2005), Art. 105

<i>Capital</i>	The funds invested in a business in order to acquire the assets which a business needs to trade. Capital can consist of share capital subscribed by shareholders or loan capital provided by lenders. ⁶⁰
<i>Class of shares</i>	Type of share.
<i>Corporate Seal</i>	A seal adopted by a corporation for executing and authenticating its corporate and legal instruments.
<i>Debenture</i> ⁶¹	A promissory note (see below definition of note) or bond (see above) backed by the general credit of a corporation and usually not secured by a mortgage or lien on any specific property.
<i>Dissolution</i>	This is the termination of the company's existence as a legal person.
<i>Dividend</i> ⁶²	Any distribution of money or property that a legal person distributes to a shareholder with respect to the shareholder's equity interest in such a legal person..
<i>Economic activity</i>	The regular or continuous or from time to time activity of a person whether or not for profit in supply of or intent to supply goods or services to other persons for the purpose of obtaining a benefit. ⁶³
<i>Incorporator</i>	A natural person who signs articles of incorporation. ⁶⁴
<i>Legal Person</i> ⁶⁵	A body with individual legal powers, privileges, rights, duties, or liabilities, whether a natural person (a human being) or an artificial person (i.e. a company or accounting entity).
<i>Liquidation</i>	It is the settling of the financial affairs of a business or individual usually by turning into cash all assets for

⁶⁰ Dictionary of Business

⁶¹ Law on Commercial Enterprises (19 June 2005), Art. 90 c)

⁶² Law on Taxation (March 2004), Art. 3 (Definitions)

⁶³ Law on Amendment of Taxation (March 2003), Art. 88 (Definitions)

⁶⁴ Commercial Enterprise Law, Article 88 (Definitions)

⁶⁵ Law on Taxation (March 2004), Art. 3 (Definitions)

	<p>distribution to creditors.</p> <p>Liquidation is to be distinguished from dissolution – which is the ending of the legal existence of a legal person.</p>
<i>Liquidator</i>	A person appointed to wind up a business’s affairs.
<i>Loan secured by a mortgage</i>	A special form of secured loan where the purpose of the loan must be specified to the lender, to purchase assets that must be fixed (not movable) property such as a house or piece of farm land. The assets are registered as the legal property of the borrower, but the lender can seize them and dispose of them if they are not satisfied with the manner in which the repayment of the loan is conducted by the borrower. Once the loan is fully repaid, the lender loses this right of seizure and the assets are then deemed to be unencumbered.
<i>Merger (or Consolidation)</i>	This is when two or more companies are extinguished and by the same process a new one is created, taking over the assets and assuming the liabilities of those passing out of existence.
<i>Natural Person</i>	This is a human being as opposed to an artificially created legal entity, like a company.
<i>Notary’s certificate</i>	A notary’s signed and sealed or stamped statement attesting to the time and place that the specified documents were authenticated.
<i>Notes</i> ⁶⁶	An instrument containing an express and absolute promise of signatory to pay a specified person or order, or bearer, a definite sum of money at a specified time.
<i>Par value</i> ⁶⁷	The face value of the share. It is a monetary value assigned to the share by the articles of incorporation. The total number of shares multiplied by the par value of the shares equals the total monetary amount of capital of the company.

⁶⁶ Law on Commercial Enterprises (19 June 2005), Art. 90 c)

⁶⁷ Law on Commercial Enterprises (19 June 2005), Art. 146

<i>Patent</i>	A right to control the manufacture and sale of something that a person has discovered or invented.
<i>Patent Tax</i>	A tax determined based on total annual turnover and shall be paid within 1 January to 31 March each tax year. ⁶⁸
<i>Person</i>	Includes a natural person and a legal person ⁶⁹ .
<i>Profits</i>	The result of subtracting all expenses in a period from the income in that period. Expenses exclude fixed asset investments in the period.
<i>Quorum</i>	The number of persons who must be present to make the votes and other actions of a group valid. This number is often a majority (over half) of the whole group, but is sometimes less or more.
<i>Registrar</i>	Means the Registrar appointed pursuant to the Law on Commercial Regulations and Commercial Register. This is the Chief of the Companies and Business Registration Bureau.
<i>Security, Securities, Equity Security</i>	Security ⁷⁰ is a share of any class of shares of a company or a debt obligation, and also includes a certificate evidencing a security.
<i>Severally liable</i>	This means a partner is liable to the partnership for damages caused by a fellow partner's fault. ⁷¹
<i>Shareholder</i> ⁷²	A shareholder owns part or all of a company, but the company can be run by professional managers. Often the company is run by a mix of shareholders and professional managers. It is any person who owns an equity interest in a legal person.
<i>Special Resolution</i>	A document containing such an expression or authorisation. ⁷³

⁶⁸ Notification on obligations of Patent Tax Payment issued by MoEF

⁶⁹ Law on Amendment of Taxation (March 2003), Art. 88 (Definitions)

⁷⁰ Law on Commercial Enterprises (19 June 2005), Art. 92

⁷¹ Law on Commercial Enterprises (19 June 2005), Art. 28

⁷² Law on Taxation (March 2004), Art. 3 (Definitions)

	A resolution passed by a majority of not less than two-thirds of the votes cast by the shareholders who voted on that resolution or signed by all the shareholders entitled to vote on that resolution. ⁷⁴
<i>Stamp Duty</i>	A tax raised by requiring stamps sold by the government to be affixed to designated documents, thus forming part of the perpetual revenue.
<i>Sue</i>	To institute a lawsuit against (another party).
<i>Tax</i>	Any direct or indirect tax. ⁷⁵
<i>Tax Administration</i>	The organisation of the Tax Department. ⁷⁶
<i>Tax Declaration</i>	The documents that tax provisions require a taxpayer or withholding agent to fill in under the conditions as stated in the Law on Taxation. ⁷⁷
<i>Taxpayer</i>	A person obligated to pay tax. ⁷⁸
<i>Trustee</i>	A person to whom property is legally committed in trust, to be applied either for the benefit of specified individuals, or for public uses; one who is entrusted with property for the benefit of another.
<i>Unlimited liability</i>	Without restriction liability by law or contract.
<i>Unsecured loan</i>	This is a loan which is not secured against any asset.
<i>VAT (Value Added Tax)</i>	A tax on consumer expenditure. It is collected on business transactions and imports. ⁷⁹

⁷³ Black's Law Dictionary

⁷⁴ Commercial Enterprise Law, Article 88 (Definitions)

⁷⁵ Law on Amendment of Taxation (March 2003), Art. 88 (Definitions)

⁷⁶ Law on Amendment of Taxation (March 2003), Art. 88 (Definitions)

⁷⁷ Law on Amendment of Taxation (March 2003), Art. 88 (Definitions)

⁷⁸ Law on Amendment of Taxation (March 2003), Art. 88 (Definitions)

⁷⁹ VAT Leaflet No. 1 issued by MoEF

10 Contents of the attached CD ROM

Extra copies of the CD ROM can be obtained from the SME Secretariat at the Ministry of Industry, Mines and Energy, 45 Norodom Blvd, Phnom Penh.

10.1 Articles of Incorporation

The template for the simplified Articles of Incorporation are included on the CD ROM

10.2 Commercial Registration Department Forms

The following forms from the Commercial Registration Department are included on the CD ROM:

- o Form A: Application Form for Registration of a Company and Partnership
- o Form B: Application Form for Amendment of the Articles of Incorporation
- o Form C: Application Form for Voluntary Business Dissolution
- o Form D: Application Form for Registration of a Sole Proprietorship
- o Form E: Application for Registration of a Foreign Branch or a Representative Office

10.3 Financial Reporting Template

As discussed in Section 5.4, the electronic copy of the Financial Reporting Template booklet, explanatory notes and the supporting spreadsheets to assist with the completion of the template are included on the CD ROM.

10.4 List of Business Associations in Cambodia

A list of all the business associations in Cambodia is included on the CD ROM.

10.5 Annual Declaration Template

An Annual Declaration Form is included on the CD ROM and attached at

Appendix 3.

10.6 Official Holidays for 2008

Prakas No. 93 SD.BK Holidays Calendar for Civil Servants and Employees/Workers for the Year 2008 is included on the CD ROM.

10.7 List of Licences and Application Details

Included on the CD ROM is a schedule of licences required for businesses and details of where to make the application. In addition, there is a pdf of the leaflet on the Business Licensing Complaints Hotline included on the CD ROM.

10.8 Intellectual Property Application Forms

The following application forms are on the attached CD ROM:

- o Form TM/001: Application for Mark Registration
- o Form No 1 P/UM: Request for the grant of Patents and Utility Model Certificates
- o Form No 1 ID: Request for application of Industrial Designs

10.9 Tax Application Forms and Return Forms

The following application forms are on the attached CD ROM:

- o Application for Patent Tax registration
- o Application for VAT Registration (Form VAT 101)
- o Simplified Tax Return (Form TOP 01) and Guidance
- o Self-Declaration Tax Payer's Information Form
- o Tax Return for Prepayment of Profit Tax (Form T 01)

10.10 Tax Forms Issued

The following sample certificates are on the attached CD ROM:

- o Patent Tax Certificate
- o VAT Registration Certificate (Form VAT 104)

10.11 Cambodian Labour Law Guide

A booklet developed by the Labour Program Unit of the Community Legal Education Center (CLEC) to explain the rights and responsibilities of employees and employers under the Cambodian Labour Law to prevent labour disputes is included on the attached CD ROM.

APPENDIX 1

Articles of Incorporation Template and Guidance (Limited Company)

Article 1. Name of company:

Article 2. Business objective:

ISIC code: Select code which best identifies business activity.

If shareholders provide any restrictions to business activities, please state here:

Article 3. Street address of registered company office in the Kingdom of Cambodia:

Mailing address of the registered company office, if different from the street address:

Name of the company's registered agent:

Article 4. Company duration: _____

Article 5. Authorized Capital and Shares

Company authorized share capital in KHR: _____

Number of shares and class authorized: _____

Par value per share: _____

Article 6. If additional share classes are authorized, provide class, number and par value. Please state the rights, privileges, restrictions and conditions attached to each class of shares. If only one class of shares is issued, please state 'not applicable'.

Article 7. If any specific restrictions on the transfer of shares are stipulated by shareholders, please state. If no restrictions are stipulated, please state 'none'.

Article 8. If any specific restrictions on the declaration or distribution of dividends are stipulated by the shareholder, please state. If no restrictions are stipulated, please state 'none'.

Article 9. The directors of the company are required to provide shareholders with financial records and auditor reports and any further information regarding the financial position of the company and results of operations.

Article 10. After approval to liquidate and dissolve by special resolution of the shareholders, the company shall send a statement of intent to dissolve to the Director of Companies.

The death or incompetence of a shareholder does not cause the dissolution of the company. The company may continue its activities between the rightful owner or heir of the deceased or incompetent shareholder and other shareholders.

Article 11. The persons whose names and addresses are listed below are nominated as directors of the company for the indicated terms:

Name of Director/Address	Term
_____	_____
_____	_____
_____	_____
_____	_____

Article 12. We, the persons whose names, professions, nationalities, addresses, and passport particulars are listed below, desire to be formed into a company in pursuance of these Articles of Incorporation and we agree to take the number of shares in capital of the company indicated:

Name/Profession/Nationality /Address/ID or Passport No. and Date	Shares Allotted
_____	_____
_____	_____
_____	_____
_____	_____

By signing the Articles of Incorporation the shareholders and directors recognize their obligation to abide by the corporate governance rules provided under the Law on Commercial Enterprises. A private limited company may amend its Articles of Incorporation based on a special resolution of the shareholders. Upon incorporation, publication of company registration shall be carried out in the Royal Gazette and Ministry of Commerce Gazette.

Signatures of Shareholders:

Date:

INSTRUCTIONS

This template for Articles of Incorporation is to be used for a private limited company. Additional items may be included in the Articles of Incorporation depending on the shareholders' preference. This template provides the minimum contents required for a private limited company. A private limited company must meet the following requirements:

- (a) The company may have 2 to 30 shareholders. However, one person may form a company called a single member private limited company. The requirements of a single member private limited company are the same manner as a private limited company except the relationship of shareholders to one another.
- (b) The company may not offer its shares or other securities to the public generally, but may offer them to shareholders, family members and managers.
- (c) The company may have one or more restrictions on the transfer of each class of its shares.

Article 1. The name of a private limited company shall include at the end the words "Private Limited Company." The name of a public limited company shall include at the end the words "Public Limited Company." A company shall display its name in Khmer language and the translation of a company's name from one language to another language is prohibited.

Article 2. Select the code, which best represents the business activity of the company.

Article 3. Provide street address and mailing address. A company shall send to the Director of Companies, on a prescribed form, notice of a change of address of its registered office within 15 days of the change. The registered agent refers to the legally competent natural person who shall have authority to receive official papers and documents, including summonses and subpoenas from the courts, on behalf of the company.

Article 4. The duration of the company may be determined by the incorporator. The duration may be perpetual.

Article 5. The Articles of Incorporation shall state the number of shares authorized and the par value per share.

Article 6. If more than one class of shares is issued, it shall also describe the rights, privileges, restrictions and conditions of each class of shares.

Article 7. The Law on Commercial Enterprise allows unlimited transfer of shares to family members and shareholders. The Law also allows transfers of shares to other non-shareholding third parties if the existing shareholders representing a majority of voting shares approve. The Law on Commercial Enterprises stipulates that any further restrictions on the transfer of shares should be stated in the Articles of Incorporation.

Article 8. The directors of the company may declare a dividend to be paid to shareholders out of the company's profit or surplus. Restrictions may be stipulated in the companies Articles of Incorporation. Articles 157-159 of the Law on Commercial Enterprises provide for the rules and restrictions on dividend payments.

Article 9. Based on Articles 224–234 of the Law on Commercial Enterprises, the directors of the company are obliged to provide shareholders with financial records, auditor reports and any further information respecting the financial position of the company and the results of its operations required by the articles of incorporation, the by-laws or any unanimous shareholder agreement.

Article 10. Articles 251-258 of the Law on Commercial Enterprises specify the requirements for shareholders and directors to propose and approve dissolution of the company as well as the requirements for preparing a statement of intent and notice to dissolve. These articles also include liquidation provisions and the requirement for a company to file Articles of Dissolution. The dissolution and liquidation provisions shall not apply to any company that has applied for bankruptcy to the court.

Article 11. Article 121 of the Law on Commercial Enterprises specifies that directors have two-year terms unless noted otherwise in a company's articles of incorporation. Article 116 states that the initial directors shall hold office from the date of incorporation until the first general meeting of the shareholders. Article 124 states that a director may be removed with or without cause by a majority of the shareholders entitled to vote for the director. Articles 116 to 142 of the Law provide for the role, responsibilities and selection of directors. The powers of directors are specified in Article 119 of the Law on Commercial Enterprises. These powers are given to directors through the Articles of Incorporation:

- (1) Appoint and remove all officers and determine the specific rights for such officers;
- (2) Set the salaries and other compensation of such officers;
- (3) Fix the salary or other compensation for directors and submit them to shareholders for approval;
- (4) Issue notes, bonds, debentures and other evidences of debt of the company and fix their absolute, relative and contingent characteristics;
- (5) Propose to shareholders the amendments or annulments to the articles of incorporation;
- (6) Propose to the shareholders an agreement of merger or consolidation between the company and any other person;
- (7) Propose to the shareholders the sale of all or major part of the company's assets;
- (8) Propose to the shareholders a dissolution or liquidation of the company;
- (9) Declare dividends in accordance with accounting principles and the terms of payment of each class of shares entitled to receive dividends;
- (10) Issue shares in the company to the extent authorized in the articles of incorporation and bylaws;
- (11) Borrow money;

- (12) Issue, reissue or sell security of the company;
- (13) Give a guarantee on behalf of the company;
- (14) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the company to secure any obligation of the company;
- (15) Close account books of each financial year and propose the annual profits for submission to the shareholders and shareholders' general meeting.

Article 12. State the name of shareholder, profession, nationality, address, passport or identification number. Provide the number of shares to be allotted to each shareholder.

By signing the Articles of Incorporation, the shareholders and directors agree to abide by the corporate governance rules provided for by the Law on Commercial Enterprises. All shareholders must sign the Articles of Incorporation. Amendment of the Articles of Incorporation requires a special resolution of shareholders, whereby the holders of each class or series of shares vote separately by class or series. By signing the Articles of Incorporation, the shareholders and directors agree to abide by the provisions of Articles 235-240 of the Law on Commercial Enterprises governing the procedure for and nature of such amendments.

Additional Requirements Provided by the Law on Commercial Enterprises

1. Each company shall file an annual declaration with the Ministry of Commerce concerning the status of the company.
2. Selection of auditor - The shareholders of a company shall appoint an auditor by ordinary resolution at the first annual general meeting of shareholders and at each succeeding annual general meeting. The auditor shall hold office until the close of the next annual general meeting. If an auditor is not appointed at a general meeting of shareholders, the incumbent auditor continues in office until a successor is appointed.
3. By filing the Articles of Incorporation, the company is obliged to abide by the rules stipulated in Articles 128-132 and Articles 205-223 of the Law on Commercial Enterprises regarding requirements for directors and shareholder meetings.
4. By filing the Articles of Incorporation, the company is obliged to prepare and maintain company records and make those records available to shareholders and creditors free of charge according to Articles 109-110 of the Law on Commercial Enterprises.
5. A company may adopt bylaws that regulate the business or affairs of the company. However, it is not necessary for a bylaw to be filed at the Ministry of Commerce in order to confer any particular rights on the company or its directors.
6. A company shall not carry out any business or exercise any rights that are restricted by its articles.
7. Subject to the articles, the by-laws and any pre-emptive right of shareholders, shares and securities may be issued at the times and to the persons as the directors may determine. The directors shall determine the price of the shares and securities to be issued. A share shall not be issued until the payment for the share is fully paid in money, in kind, or

past services. The directors determine the value of the payment in kind or past services and their decision shall be final and conclusive, if there is no actual fraud involved.

8. Articles 164-198 of the Law on Commercial Enterprises govern the issuance of securities, their registration and the transfer of securities.
9. According to Article 289 of the Law on Commercial Enterprises, the articles or bylaws may provide that any dispute between the directors and shareholders shall submit to arbitration.

APPENDIX 2

Prakas on Minimum Requirements for the Articles of Incorporation

{Unofficial Translation of the Khmer version of the prakas}

Kingdom of Cambodia

Nation-Religion-King

Ministry of Commerce
No 1415 MoC/SM 2006

Notification

On

Significant Contents of Articles of Incorporation

In conformity with the Law on the Commercial Rule and Registration that was announced by Preash Reach Kram (Royal Decree) No NS/RKM/065/04, dated June 26, 1995, Amended Law on Commercial Rule and Registration that was announced by Preash Reach Kram (Royal Decree) No NS/RKM/1199/12, dated November 18, 1999 and Law on Commercial Enterprise that was announced by Preash Reach Kram (Royal Decree) No NS/RKM/0605/019, dated June 19, 2005, the Ministry of Commerce would like to inform registrants that the director or operator of the company shall bring 3 sets of the Articles of Incorporation and other requirements for filing for commercial enterprises registration at the office for commercial enterprise registration at the Ministry of Commerce.

Articles of Incorporation shall consist of those following significant articles:

- 1- Name of the Company
- 2- Form of the Company
- 3- Company's objective and the main activity
- 4- Company duration
- 5- Address of registered office

- 6- Authorized capital share in KHR, number of shares and class authorized, par value per share.
- 7- Names, professional, nationality, identity card or passport and number of allotted shares for all shareholders
- 8- Names, nationality, address, identity card or passport and the indicated terms of company' directors.
- 9- Death or incompetence of shareholders
- 10- Accounting
- 11- Dissolution
- 12- Amendment of Articles of Incorporation
- 13- Publication of company registration

The Articles of Incorporation shall include other provisions if it is necessary.

The Articles of Incorporation shall be made by private sector or notary.

All pages of the articles of incorporation shall be signed by all members of the company.

This notification shall be complied from the date of signing.

Phnom Penh, dated June 20, 2006
Senior Minister
Minister of Ministry of Commerce
H.E. Cham Prasidh

cc:

- Provincial/Municipal Department of Commerce
(for dissemination)
- Documents-archives

APPENDIX 3

Annual Declaration Template

ឈ្មោះក្រុមហ៊ុន:.....
Name of Enterprise.....

ប្រតិបត្តិការសេចក្តីស្នើសុំប្រកាសប្រចាំឆ្នាំ.....
Annual Declaration of Commercial Enterprise.....

I . ឈ្មោះក្រុមហ៊ុន:
Name

គ្មានកែប្រែ មានកែប្រែ : (ករណីមានការកែប្រែត្រូវបំពេញទាំងចំណុច ក និង ខ)
No-Change Change (Fill in A and B items if there is any change)

ក - ចុះបញ្ជីដំបូង : A. Initial registration	ខ - កែប្រែ : B. Amend
- ជាភាសាខ្មែរ: (Khmer)	- ជាភាសាខ្មែរ: (Khmer)
- ហៅកាត់(ជាភាសាខ្មែរ) Abbreviation (Khmer)	- ហៅកាត់(ជាភាសាខ្មែរ) Abbreviation (Khmer)
- ជាភាសាបរទេស Foreign language	- ជាភាសាបរទេស Foreign language
- ហៅកាត់(ជាភាសាបរទេស) Abbreviation (Foreign language)	- ហៅកាត់(ជាភាសាបរទេស) Abbreviation (Foreign language)

II. អាសយដ្ឋានស្នាក់ការចុះបញ្ជី : គ្មានកែប្រែ : មានកែប្រែ³ :
Address of Registered Office: **No-Change** **Change**

ក-ចុះបញ្ជីដំបូង : A. Initial registration :	ខ-ការផ្លាស់ប្តូរអាសយដ្ឋាន : B. Change of address
លេខ: ផ្លូវ:..... A. Initial registration :No.....Street.....	លើកទី១ : លេខ:..... ផ្លូវ: A. Initial registration :No.....Street.....
ឃុំ-សង្កាត់..... Khum/Sangkat.....	ឃុំ-សង្កាត់..... Khum/Sangkat
ស្រុក-ខ័ណ្ឌ: Srok/Khan.....	ស្រុក-ខ័ណ្ឌ:..... Srok/Khan.....
ខេត្ត-ក្រុង:..... Province / Municipality.....	ខេត្ត-ក្រុង:..... Province / Municipality.....
ទូរស័ព្ទ ហ្វាក্স Tel :..... Fax:	ទូរស័ព្ទ..... ហ្វាក্স..... Tel Fax:

III. សមាសភាពច្រើន និង ការកែប្រែ: គ្មានកែប្រែ : មានកែប្រែ :
Composition and Recomposition of: **No-Change** **Change**

ក. ម៉ែត្រដុល្លារចុះបញ្ជី :..... A. Registered capital.....	ខ. ម៉ែត្រដុល្លារកែប្រែ :..... B. Post-Amendment capital:.....												
ចំនួនហ៊ុនសរុប: Total.....	ចំនួនហ៊ុនសរុប: Total.....												
តម្លៃក្នុង ១ ហ៊ុន : shares Par value:	តម្លៃក្នុង ១ហ៊ុន : shares Par value												
គ -សមាសភាព គ្រាប់ច្រើន C . Initial Composition	ឃ -ការកែប្រែលើកទី ១ D . First Amendment												
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;"> នាម និង គោត្តនាម Name & Surname </td> <td style="width: 50%; padding: 5px;"> ចំនួនហ៊ុន Number of Shares </td> </tr> <tr> <td style="padding: 5px;">1</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;">2</td> <td style="padding: 5px;"></td> </tr> </table>	នាម និង គោត្តនាម Name & Surname	ចំនួនហ៊ុន Number of Shares	1		2		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;"> នាម និង គោត្តនាម Name & Surname </td> <td style="width: 50%; padding: 5px;"> ចំនួនហ៊ុន Number of Shares </td> </tr> <tr> <td style="padding: 5px;">1</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;">2</td> <td style="padding: 5px;"></td> </tr> </table>	នាម និង គោត្តនាម Name & Surname	ចំនួនហ៊ុន Number of Shares	1		2	
នាម និង គោត្តនាម Name & Surname	ចំនួនហ៊ុន Number of Shares												
1													
2													
នាម និង គោត្តនាម Name & Surname	ចំនួនហ៊ុន Number of Shares												
1													
2													

ច - អាសយដ្ឋានបច្ចុប្បន្ន:

F. Current address of shareholders

០១-លោក.លោកស្រីសញ្ជាតិផ្ទះផ្លូវ
 Mr./Mrs.....Nationality.....No.....Street.....

សង្កាត់ ខ័ណ្ឌ.....ខេត្ត.ក្រុង.....
 Sangkat.....Khan.....Province / Municipality.....

អត្តសញ្ញាណប័ណ្ណ ឬ លិខិតឆ្លងដែន លេខ.....ចុះថ្ងៃទី.....
 Identity Card / Passport No.....Issued.....

០២-លោក.លោកស្រីសញ្ជាតិផ្ទះ ផ្លូវ
 Mr./Mrs.....Nationality.....No.....Street.....

សង្កាត់.....ខ័ណ្ឌ.....ខេត្ត.ក្រុង.....
 Sangkat.....Khan.....Province / Municipality.....

អត្តសញ្ញាណប័ណ្ណ ឬ លិខិតឆ្លងដែន លេខ.....ចុះថ្ងៃទី.....
 Identity Card / Passport No.....Issued.....

IV. សមាសភាពក្រុមប្រឹក្សាភិបាល និង ការប្រែប្រួល :
Composition and Recomposition of Directors:

គ្មានកែប្រែ: មានកែប្រែ :
No-Change **Change**

ក - សមាសភាព ត្រូវចំបូង A . Initial Composition				ខ - ប្តូរសមាសភាពលើកទី ១ B°. First Amendment			
នាមនិងគោត្តនាម Name and Surname	តួនាទី Title	ម្ចាស់ ហ៊ុន (១)	តតិយ ជន (២)	នាមនិងគោត្តនាម Name and Surname	តួនាទី Title	ម្ចាស់ ហ៊ុន (១)	តតិយ ជន (២)

កំណត់ចំណាំ : - (១) = Shareholder - (២) = Third person
 Notice

V. កម្មវត្ថុ
Objectives of Business ISIC

VI. លេខកូដចុះបញ្ជី សញ្ជាតិ ទ្រង់ទ្រាយក្រុមហ៊ុន និង រចនា :
Registered Code, Nationality, and Form of Enterprises

គ្មានកែប្រែ: មានកែប្រែ :
No-Change **Change**

ក-លេខកូដចុះបញ្ជី សញ្ជាតិ ទ្រង់ទ្រាយ :	
១- គ្រាដំបូង : Initial Term : Co.....ថ្ងៃ.....ខែ.....ឆ្នាំ..... Co.....Dated.....month.....year..... Inv.....ថ្ងៃ.....ខែ.....ឆ្នាំ..... Inv.....Dated.....month.....year..... ទ្រង់ទ្រាយក្រុមហ៊ុន : Form of Enterprise.....	២- ក្រោយកែប្រែ : Post-Amendment Co.....ថ្ងៃ.....ខែ.....ឆ្នាំ..... Co.....Dated.....month.....year..... Inv.....ថ្ងៃ.....ខែ.....ឆ្នាំ..... Inv.....Dated.....month.....year..... ទ្រង់ទ្រាយក្រុមហ៊ុន : Form of Enterprise.....
ខ- រចនា : B. Branch:	
១- គ្រាដំបូង (មានចំនួនប៉ុន្មាន ?) : Initial Term (Number of branches) :	២- ក្រោយកែ (មានចំនួនប៉ុន្មាន ?) : Post-Amendment (Number of branches) :

VII. គោលការណ៍របស់ក្រសួងពាណិជ្ជកម្ម
License from the Ministry of Commerce

ក. គ្រាដំបូង : Initial Term លេខ:.....ថ្ងៃ.....ខែ.....ឆ្នាំ..... No:.....Dated.....Month.....Year.....	ខ. ក្រោយកែ : Post-Amendment លេខ:.....ថ្ងៃ.....ខែ.....ឆ្នាំ..... No:.....Dated.....Month.....Year.....
---	---

VIII. គោលការណ៍របស់ CDC : License from CDC

ក. ក្រាដិបូង : Initial Term	ខ. ក្រោយកែ : Post-Amendment
លេខ:..... ថ្ងៃ..... ខែ..... ឆ្នាំ..... No:..... Dated..... Month..... Year.....	លេខ:..... ថ្ងៃ..... ខែ..... ឆ្នាំ..... No:..... Dated..... Month..... Year.....

IX. គោលការណ៍ផ្សេងៗ : Other Licences

.....

.....

.....

.....

.....

.....

.....

.....

ខ្ញុំបាទ-នាងខ្ញុំសូមធានាអះអាងចំពោះមុខច្បាប់ជាធរមាន
លើការប្រកាសព័ត៌មានខាងលើនេះពិតជាត្រឹមត្រូវ ។
I declare that this declaration is true to the best of
my knowledge and belief, and I'm liable for
any fraudulent misrepresentation of
the above information.

ភ្នំពេញ, ថ្ងៃទី.....ខែ.....ឆ្នាំ.....
Phnom Penh, Dated.....Month.....year.....

ប្រធានក្រុមប្រឹក្សាភិបាល
Chairman of the Board

