

THE GOVERNMENT

No. 05/2013/ND-CP

SOCIALIST REPUBLIC OF VIET NAM

Independence - Freedom – Happiness

Hanoi, January 09, 2013

DECREE

AMENDING AND SUPPLEMENTING A NUMBER OF ARTICLES OF PROVISIONS ON ADMINISTRATIVE PROCEDURES OF GOVERNMENT’S DECREE NO. 43/2010/ND-CP, OF APRIL 15, 2010, ON ENTERPRISE REGISTRATION

Pursuant to the Law on Government organization, of December 25, 2001;

Pursuant to the Law on Enterprise, of November 29, 2005;

Pursuant to the Government’s Resolution No.25/NQ-CP, of June 02, 2010, on simplifying 258 administrative procedures within management functional scope of Ministries, sectors;

Pursuant to the Government’s Resolution No.70/NQ-CP, of December 27, 2010, on simplifying administrative procedures within management functional scope of the Ministry of Planning and Investment;

At the proposal of Minister of Planning and Investment;

The Government promulgates Decree amending and supplementing a number of articles of provisions on administrative procedures of Government’s Decree No. 43/2010/ND-CP, of April 15, 2010, on enterprise registration,

Article 1. To amend and supplement a number of articles of Government’s Decree No. 43/2010/ND-CP, of April 15, 2010, on enterprise registration

1. To amend clause 4 Article 7 as follows:

“4. For business lines that are neither included in the Vietnamese system of economic sectors nor stipulated in other legal documents, business registration offices shall consider to set these business lines in the enterprise registration certificate if they are not banned-business lines, concurrently notify them to the Ministry of Planning and Investment (the General Statistics Office) for addition of new codes’ business lines.”

2. To amend Article 8a, 8b, 8c at behind of Article 8 as follows:

“Article 8a. Number of registration dossiers for enterprises, business households

1. Enterprises shall submit 01 set of dossier at the provincial business registration Office when perform enterprise registration, registration for operation of branches, representative offices,

announcement for establishment of business location or registration for changed of enterprise registration contents.

2. Business households shall submit 01 set of dossier at district-level business registration agencies when registering for establishment of business households or changes of contents registered.

Article 8b. Valid copies of documents in dossier of enterprise registration

1. Valid copies of documents in dossier of enterprise registration mean documents being certified or confirmed as true by competent agencies or organizations.

2. For registration dossiers which must have transfer contract, written certification of donation of part of capital contribution, enterprises may send their original or valid copies.

Article 8c. Announcement of enterprise registration content

1. Within 30 days, after day of establishment or registration for changes of enterprise registration contents, enterprises must publish the enterprise registration content on the national enterprise registration portal as prescribed in Article 28 of Enterprise Law and pay charge for announcement of enterprise registration content.

The Ministry of Finance shall assume the prime responsibility for, and coordinate with the Ministry of Planning and Investment in promulgation of provisions on charge levels for announcement of enterprise registration content.

2. Joint-stock companies, which additionally issue ordinary shares and offer for sale of such shares to all ordinary shareholders under rate of their available shares at companies, must send written notice on additional issuance of ordinary shares to permanent residences of shareholders in form of guarantee sending.

This notice must be published on the National enterprise registration Portal or printed on press for three consecutive issues within 10 working days, after the day of notice.

3. Within 07 working days after day of passing the decision on enterprise dissolution as prescribed in clause 1 Article 158 of the Enterprise Law, an enterprise must: Copy and send the dissolution decision to business registration agency, all creditors, persons with relevant rights, obligations and benefits, employees in enterprise.

Enterprises must publicly posted decision on enterprise dissolution at its head office and branches and publish this decision on the national enterprise registration portal.”

3. To amend and supplement Article 57 as follows:

“Article 57. Temporary cessation of business operation

An enterprise or a business household that temporarily ceases its business operation shall send a written notice thereof to the business registration office with which it has registered its business and the tax office at least 15 days before the temporary cessation. Such a notice must contain the following details:

1. The name, head office address, enterprise identification number and date of grant of its enterprise registration certificate or another equivalent paper, for enterprises; or the business household registration certificate, for business households.
2. Its business lines.
3. The temporary business cessation duration, the starting and ending dates thereof. The temporary business cessation duration indicated in the notice must not exceed one year. After the temporary cessation duration indicated in the notice, if the enterprise or business household sustains its operation cessation, a further notice shall be sent to the business registration office. Total time of temporary cessation must not exceed 2 years.
4. The reasons for temporary business cessation.
5. The full name and signature of the enterprise's representative at law or the business household's representative.

This notice must be enclosed with the decision and the minutes of the Members' Council meeting, for limited liability companies with two or more members; of the company owner, for one-member limited liability companies, of the Shareholders General Meeting, for joint-stock companies; or of general partners, for partnerships.

The business registration agencies shall hand a receipt of dossier for applicant after receiving notice of temporary cessation of business operation of enterprise or business household.

Within 05 working days, after receiving valid dossier, business registration agencies shall issue confirmation on registration for temporary cessation of business operation of enterprises, business households in according to Form provided by the Ministry of Planning and Investment.”

Article 2. Effectiveness

This Decree takes effect on February 25, 2013.

Article 3. Organization for implementation

1. This Minister of Planning and Investment shall guide and carry out implementation of this Decree.

2. Ministers, heads of ministerial agencies, heads of government-attached agencies, chairpersons of People's Committees of provinces and centrally run cities, and relevant organizations, individuals shall implement this Decree.

**ON BEHALF OF THE GOVERNMENT
PRIME MINISTER**

Nguyen Tan Dung