Approved by Order No. \_\_\_\_ dated \_\_\_\_2023 of the State Tax Service under the Ministry of Economy

# Procedure for completing the form “Application for State Registration of a Commercial Entity” and its annexes

# The form “Application for State Registration of a Commercial Entity” shall be filled out by a commercial Legal Entity, Representative Office and branch of foreign commercial legal entities for the purposes of state registration and tax accounting in the registration bodies of the State Tax Service under the Ministry of Economy and submitted to the appropriate Rgistration Authority at the legal address. Commercial legal entities, which passed state registration in other bodies before January 1, 2008, should fill in the application form for changes in the data of State Registration with TIN and submit it to the relevant Registration Body. The application form consists of 16 sections.

# When filling in the section “1. Purpose of the application”, depending on the reason (purpose) for filling it in, an ‘X’ sign shall be placed in the corresponding column:

# - newly established commercial organizations, as well as those that have passed state registration in other bodies before January 1, 2008, but have not become tax registered, in the column in line 1.1;

# - in case of change of state registration data, specify the 10-digit TIN in the cell in line 1.2 (in case of change of state registration data, enter the 10-digit TIN in the cell in line 1.2 (in case of change of state registration data, enter the 10-digit TIN of commercial organizations, which underwent state registration with other bodies, but did not become tax-registered before January 1, 2008). TIN shall not be indicated in the corresponding cell of line 1.2);

# - if the application is submitted not to change the data, but to take an inventory of taxpayers and receive a 10-digit TIN, in this case, in the cell of line 1.3 the mark “x” is made, and in the cells of the line intended for TIN, a 9-digit TIN is entered.

# In section “2. Registration Authority to which the application is submitted”, the name of the relevant Registration Authority shall be indicated in the cells of line 2.1. If the name of the Tax Authority is not indicated in these cells, only the first letters of the name of the Tax Authority shall be entered in the cells.

# In section “3. Name of the commercial establishment” the full name of the establishment (line 3.1) and the abbreviated name (line 3.2) shall be entered in the cells of the corresponding lines.

In order to prevent duplication of the name of a Legal Entity before applying to the Tax Authority on the official website of the State Tax Service or in a special information kiosk installed at the place of receipt of application for registration when applying to the Tax Authority, the uniqueness of the name of the Legal Entity is checked (absence of other Legal Entity of the same name in the register), and if duplication of the name is detected, an amendment is made to the charter to ensure the uniqueness of the name.

Foreign names shall be written in the Azerbaijani alphabet in accordance with the rules of pronunciation of the Azerbaijani language. The name of a commercial Legal Entity shall reflect its organizational and legal form.

Section “4. Form of reorganization” shall be filled in by legal entities reorganized by way of consolidation, division, merger, spin-off and transformation.

Provisions on succession must be reflected in the charter of the reorganized legal entity registered at that time. The succession of a reorganized legal entity shall be determined by the transfer act in case of merger, consolidation or transformation, as well as by the separation balance sheet in case of spin-off or division.

In other cases specified in this section, except for line 4.5 of the application (transformation form), the form “Information on the Reorganized Legal Entity”, which is an annex to the application of the legal entity, shall be completed as follows:

- TINs of legal entities merging (with cancelled state and tax registration) for a Legal Entity reorganized in the form of merger or consolidation shall be recorded in lines 4.1, 4.3, 4.5, 4.7, 4.9 and 4.11. If the number of merging legal entities is large, a new application form shall be used. 100 shall also be recorded in lines 4.2, 4.4, 4.6, 4.8, 4.10 and 4.12 in case of reorganization in the form of merger.

- for a Legal Entity reorganized in the form of a division, only lines 4.1 and 4.2 shall be filled in. At the same time, line 4.1 shall record the 10-digit TIN of the split Legal Entity (with cancellation of State and Tax Registration), and line 4.2 shall reflect the share of the reorganized Legal Entity in its liabilities on the balance sheet of the split, in percent.

- legal succession in the case of reorganization by way of division does not arise, as a rule. In the case of legal succession in reorganization in the form of a spin-off, only lines 4.1 and 4.2 of the reorganized Legal Entity shall be filled in according to the relevant rule.

If Section “5. Representative office (branch) of a foreign commercial legal entity” is filled in by a representative office, branch or other subdivision of a foreign commercial legal entity, an “X” sign shall be placed in the appropriate cell in line 5.1. In line 5.2 shall be indicated the name of the foreign state to which the Legal Entity that established the representative office (branch) belongs, and in line 5.3 shall be indicated the three-letter code (abbreviation) of this country. Line 5.4 shall indicate the name of the body that registered the foreign Legal Entity in the country, line 5.5 shall indicate the date of the Registration Document, line 5.6 shall indicate the Registration Number in this country, line 5.7 shall indicate the full address.

Section “6.Addresses” shall indicate the legal address of the legal entity according to the documents on state registration, postal code (line 6.1), city and (or) district (line 6.2), village or settlement (line 6.3), street (line 6.4), and house number (line 6.5), apartment or room number (line 6.6) shall be indicated in the cells of the corresponding rows.

If the legal address differs from the address where the main activity is carried out, the actual address shall be recorded in the same order in lines 6.7-6.12, and in line 6.13 a suitable address for postal communication with the Registration (Tax) Authority shall be selected with the mark “x” in the appropriate cell.

# In the section “7. Contact phone number and e-mail address”, the contact (work, fax, mobile) phone numbers and e-mail address of the commercial organization shall be recorded in the cells of lines 7.1, 7.2, 7.3 and 7.4, respectively. The application must include at least one contact telephone number for the commercial establishment.

# Section “8.Classification” shall specify the type of ownership (line 8.1) and legal form of organization (line 8.3) according to the constituent documents of the Legal Entity. The codes corresponding to these lines (lines 8.2 and 8.4) shall be indicated and entered according to the statistical classification approved by the Registering Authority Official.

# In section “9. Subordination of the legal entity” shall indicate the abbreviated names of the Central Executive Body to which the Legal Entity belongs (line 9.1) and of the Superior Organization to which the Legal Entity is directly subordinated (line 9.3). TINs of these organizations shall be entered in the columns corresponding to lines 9.2 and 9.4.

# For commercial legal entities classified as privately owned and not subordinate to it, this section shall not be completed.

# With respect to the founders of legal entities, “Appendix No. 1 to the application for State Registration of a commercial institution” (if the founder is a natural person) and “Appendix No. 2 to the application for State Registration of a commercial institution” (if the founder is a Legal Entity) shall be filled in.

# The “Appendix No. 1 to the application for State Registration of a commercial organization” shall indicate the surname, first name and patronymic of the founders of natural persons, citizenship, country code, series and number of the document certifying their identity, their address and contact details. telephone numbers, as well as the participation of the founders in the Authorized Fund (Joint Venture) indicated in amount and percentage. An “X” shall be noted in the appropriate line for the retired limited partner. The IIN shall be recorded by an official of the Tax Authority on the basis of the Identity Card.

# If founding individuals are not citizens of the Republic of Azerbaijan, details of permanent or temporary permit issued by the State Migration Service to foreigners and stateless persons (series, number and IIN), and in case of absence of permit, details of passport issued by the country of citizenship (series and number) shall be indicated.

# In “Appendix No. 2 to the application for State Registration of a commercial organization” the abbreviated name and 10-digit TIN of a resident-founder of a Legal Entity, as well as the name, title and three-letter code of the country of residence of a non-resident shall be indicated. Constituent legal entities, legal address and contact telephone numbers of non-residents, as well as participation of resident and non-resident founders in the Authorized Fund (Share Capital) according to the founding documents shall be indicated in the amount and percentage. An “X” shall be marked in the corresponding line for the disposed limited liability partner.

# In both forms, the three-letter code of the country to which the founders belong is filled in by the Tax Authority Official.

# In the section of the application “10. Authorized capital and fiscal year” the amount of the authorized capital of the legal entity shall be reflected in line 10.1 in manats (number), and the amount of the share (stake) shall be reflected in line 10.2. Line 10.3 shows the dates of the beginning and end of the fiscal year by indicating the days with numbers and the names of months with letters.

# The information included in section “11. Information on the activities of the Commercial Entity and tax relations” shall cover the issues related to the entıty’s activities. If tax relations in the course of the commercial entity's activity will be regulated by the provisions of the Tax Code, in this case “X” shall be marked in the column corresponding to line 11.1. If in the course of the commercial entity's activity the tax relations will be governed by the provisions of the Legislation on production sharing, on the main pipeline and other treaties or laws of this kind, including the Law on Oil and Gas, and differing from the Tax Code, in this case the box corresponding to line 11.2 shall be marked “x” and it shall be indicated that the Commercial Entity will operate with a special tax regime. If in the course of activity tax relations will be regulated both by the Tax Code and by the provisions stipulated by the relevant agreements and laws of the Republic of Azerbaijan and differing from the Tax Code, a mark shall be made in each of the items of lines 11.1 and 11.2. The commercial organization, which ticked the box corresponding to line 11.2, shall simultaneously fill in the form “information on application of special tax regime”, which is an annex to this application..

In the “Information on the application of special tax treatment” form, the business entity shall indicate in which status (Operating Company, Contractor, Foreign Subcontractor or Subcontractor) it is to act in the performance of works provided for by contracts or laws on production sharing, on the main pipeline and other contracts or laws of this kind, including the laws on oil and gas. For this purpose, the contract to which the Commercial Entity is a Party as an Operating Company, Contractor, Foreign Subcontractor or Subcontractor shall be indicated in the appropriate cells. The abbreviated name of the Agreement shall be noted in the cells corresponding to the appropriate line. If the Commercial Entity is the executor of the Agreement, the percentage of participation shall also be entered in the Agreement. Only one agreement can be reflected in each line.

In cases where a commercial entity ceases to operate under a special tax regime, this annex must be completed and submitted to the tax authority.

The cell corresponding to line 11.3 of the application shall indicate the main type of activity that the Commercial Organization will actually carry out, and the cells of lines 11.4, 11.5 and 11.6 shall indicate other types of activity.

Lines 11.7, 11.8 and 11.9 of the application shall indicate what tax the Commercial Organization is obliged to pay.

Commercial entities that will be VAT payers shall tick the box corresponding to line 11.7. In this case, they shall additionally submit to the tax authority an application for VAT registration.

The box corresponding to line 11.8 shall be marked on the Commercial Entity that will be the payer of the Simplified Tax. Since a person who is a payer of the Simplified Taxation System cannot be a VAT payer, the field corresponding to line 11.7 is currently not marked.

Commercial organizations that will act as profit tax payers shall mark the column corresponding to line 11.9.

In the section “12. Head (legal representative) of the commercial establishment”, cells of lines 12.1, 12.2 and 12.3 shall indicate the surname, first name and patronymic of the head (legal representative) appointed by the founders of the commercial establishment. .

In the section “13. Information on the identity document of the head (legal representative) of the commercial establishment”, the data of the Identity Document of the head (legal representative) of the commercial establishment shall be entered in the cells corresponding to rows 13.1, 13.2, 13.3, 13.4 and 13.5.

# If the head (legal representative) of a commercial organization does not have citizenship of the Republic of Azerbaijan, details of the certificate of permanent or temporary permit (series, number and IIN) issued by the State Migration Service to foreigners and stateless persons shall be registered, and if there is no permit, details of passport issued by the country-citizen (series and number) shall be registered.

# Cells of lines 14.1, 14.2, 14.3, 14.4, 14.5 and 14.6 of section “14. The address or temporary residence address of the head (legal representative) of the commercial institution” shall be filled in based on the information of the identity document or the actual place of residence, respectively. In this section, in the cells of lines 14.7, 14.8 and 14.9 the contact (work, home, mobile) telephone numbers of the head (legal representative) of the commercial establishment shall be recorded.

# Cells of lines 14.1, 14.2, 14.3, 14.4, 14.5 and 14.6 of section “14. The address or temporary residence address of the head (legal representative) of the commercial institution” shall be filled in based on the information of the Identity Document or the actual place of residence, respectively. In this section, in the cells of lines 14.7, 14.8 and 14.9 the contact (work, home, mobile) telephone numbers of the head (legal representative) of the commercial establishment shall be recorded. In this case, the surname, first name and patronymic of any founder who signed line 15.3 shall be indicated. Line 15.4 shall be signed by the designated head (legal representative) of the institution. When the seal of the legal entity is present, the application shall also be certified by the seal. When the application is submitted by an authorized representative, a document confirming the powers of this person shall be attached to the application and certification of the application with a seal is not required.

# İn order to open an account in banks, other credit organizations and national postal operator, a commercial organization together with the application for state registration shall fill in and submit to the Registering Authority the relevant details of the form “Application for a duplicate certificate for opening a Bank Account”.

# The form “Information on members of the Supervisory Board”, which is an annex to this application, shall be filled in, if the charter of the Legal Entity provides for the establishment of a Supervisory Board. In this form, the name, surname, patronymic and residential address of each member of the Supervisory Board shall be recorded. On the basis of an Identity Document, the INN of the members shall be recorded by an official of the Tax Authority. This form shall not be filled out if the charter of the Legal Entity does not provide for the establishment of a Supervisory Board.

# If a registered commercial Legal Entity establishes a representative office or branch abroad, the form “Information on the establishment of a representative office and branch of a legal entity abroad”, which is an attachment to this application, must be completed and submitted to the Tax Authority.

Section “16. Expert opinion of the body carrying out registration” shall be filled out and approved by an official of the tax authority, accepting the application and verifying the accuracy of the information set forth in the application.

In the absence of information on any of the requisites of the application in the space provided for this requisite (except for the box where the sign “X” should be placed) must be written the word “NONE”. It is not allowed to leave the requisite blank.

All the details of applications must be written in Azerbaijani language (Latin) with a large font in black or dark blue pen. The application is not allowed to be filled in with a pencil. Also, it is possible to fill out the application using a computer. When an application is submitted by an Authorized Representative, the non-attachment of a document confirming the credentials to the application constitutes grounds for refusing consideration.

If the number of founders of a Legal Entity, the legal entities whose succession is adopted, members of the Supervisory Board and activities exceeds the number of lines provided in the declaration, only the appropriate lines are added to the application by filling in the following form(s).

When applying for a change in registration data, the new content of the changed data is fixed and entries in the corresponding rows on data that are not subject to change, except TIN, are not made.