

**Criteria Concerning the Registration
Of Companies, and Industrial-Intellectual
Ownership in Free Trade-Industrial Zone of I.R.
Iran**

Chapter one: Definitions

Article 1

In this decree the following terms are utilized against their pertinent detail expressions:

Country:	Islamic Republic of Iran
Zone:	Each one of the Free trade-Industrial Zones
Organization:	Each Organization of Free Trade-Industrial Zones established in accordance with law.
Law:	Law on Administration of Free Trade-Industrial Zones of I.R.Iran
Registry Office:	Authority in charge of registration of companies/industrial and intellectual ownerships in each organization of Free Trade-industrial Zones.
Branch of company or institute:	Branch of a company or institute, is the legal person which is set up in the Zone by the principal company or institute located outside of the Zone. The majority of its shares belong to that of principal company or institute and this legal newly established person in the Zone is the subsidiary company or institute of that principal one.
Representative of company or institute:	Representative of a company or institute to whom necessary authorization is vested and its liabilities in the position of representative of company or institute shall be deemed as the liabilities of the authorizing company or institute.

Chapter Two: Establishment And Functions Of Registry Office

Article 2

In order to perform the functions pertaining to registration of companies and industrial and intellectual ownerships, the organization of each zone shall set up a unit named as “ Companies, and Industrial and Intellectual Ownership Registry Office” in that zone.

Article 3

The functions of the Registry Office are as follows:

- 3-1: Registration of Iranian and Foreign companies and institutes.
- 3-2: Registration of trade marks and trade and industrial names.

- 3-3: Registration of inventions, patents monograms and industrial drawings.
- 3-4: Registration of traders' commercial books.
- 3-5: Plumbing of commercial and non-commercial books in the territory of each Zone.
- 3-6: Registration of banks and credit institutes with regards to the Regulations on Monetary and Banking Operations in the Free Zones.
- 3-7: Registration of insurance companies in accordance with the governing regulations in the Free Zones.

Chapter 3: Legal Formalities for Registration of Companies and Industrial Intellectual Ownerships

Article 4

Each company or institution registered in the Zone, whose principal center is in the same Zone, shall be deemed as Iranian and registered in the Zone.

Note 1

From the date of enforcement of this decree, any foreign company or institution willing to carry out economic activities through its branch or representative in the Zone, must have been registered in accordance with the current laws and regulations of its own sovereign state, attested by the legation of Islamic Republic of Iran and registered also in the Zone's Registry Office.

Note 2

Any foreign company or institution which, from the date of enforcement of this decree, is engaged in economic activity through its branch or representative in the Zone, has to be registered within three months from the enforcing date of this decree otherwise such a company has no legal status and its founders are jointly responsible for probable indemnities.

Article 5

All kinds of companies and non-commercial institution mentioned in the Commercial Code and other Iranian laws may be registered in the Zone's Registry Office, provided that the subject of their activity is legal. Establishment and activity of companies in accordance with enacted laws, in any case, is possible.

Article 6

All legal persons having economic activities in the Zone are to adjust their status with the provisions of this decree and its pertinent executive instructions thereto, within three months of proclamation made by the Registry Office.

The executive instruction of this Article shall be written and implemented by of each Zone authority.

Note

The State Title Deeds and Real Estate Registration Organization shall, upon the request of the Zone's Registry Office, send to the said Office, all the documents and files pertaining to the legal persons who have been, prior to the establishment of the Zone's Registry Office, registered in other places of the country and whose principal center (domicile), according to their charter is in the Zone and have obtained license for their activities in the Zone.

The State Title Deeds and Real Estates Registration Organization shall also cooperate with the Zone's Registry Office to prevent and avoid determining similar names for the companies who are in the process of the registration.

Article 7

Registration of company or institution in the Zone shall be made upon submission of the following documents:

- 1-Letter of declaration applying for registration
- 2-Company's article of association
- 3-Minutes of the founders' general assembly
- 4-Minutes of the first session of the board of directors
- 5-Certificate issued from one of the banks located in the Zone attesting that a minimum of %35 of cash capital has been paid.
- 6-License of the activity issued by the Organization.

Note 1

In case of the foreign legal persons, it is necessary to provide and submit the original letter of authorization indicating representation and the license of the establishment of those legal persons.

Issuance of such documents must be in accordance with those laws and regulations of legal persons' sovereign state (and attested by representative of Islamic Republic of Iran in that country).

In order to register a branch or a representation in Iran, the foreign legal persons, are to attach the Farsi translation of the company's registry declaration forms, and attested copy of the documents indicating the registration of company in their own sovereign country.

Note 2

All documents subject of the article 8 of this decree are also to be submitted, by foreign legal persons, in officially translated Farsi version.

Note 3

In all cases, steps shall be taken for registration, once the pertinent fees are received.

Article 8

Letter of declaration pertaining to registry of branches or representations of foreign legal persons in addition to the date and signature, contain the following points:

- 1- Full name of company or institution in Farsi language with its probable acronyms, and specifications.
- 2-Type of company or institution and its activities.
- 3-The main office and domicile of company or institution abroad.
- 4-Nationality of the company or institution.
- 5-The amount of capital of the company or institution.
- 6-The last balance sheet of the company or institution.
- 7- Registering authority, postal code (country and city) and registering date of company or institution abroad.
- 8-The envisaged activity of company or institution to be performed in the Zone.
- 9-The other branches or representatives of company or institution in Iran and names of their directors (if any).
- 10-The domicile of company or institution in the mainland of Iran and the Zone and introduction of competent authorities who are responsible to receive the summons and communiqués.
- 11-Affidavite signed by director or directors of branches or representations, on permits or authorization letters subject to Note (1) Article (7) of present decree, indicating they have accepted the assigned position.
- 12-Names, surnames and domicile of the directors or administrators of company or institution.

Note

Name, surname, domicile and nationality of the proxy and also the original and a copy of attested letter of proxy, in case, the letter of declaration and application for registry is to be submitted by the proxy.

Article 9

The legal persons shall have legal personality once they are registered and may have activity in the Zone in accordance with the governing laws and regulations. The Registry Office of the Zone Organizations is bound to submit to applicants a certificate, sealed by Registry Office, indicating the registration of the legal persons or their branch or a representative.

Article 10

Legal persons are required to declare in writing to the Registry Office any changes in their charter, composition of the board of directors, inspectors, authorized signatories, and increase or decrease in capital and liquidation, within one week.

Lack of timely declaration shall not obviate the responsibilities of the director of the legal persons.

Article 11

Any party having interest may get information from the contents of the Registry office files, and obtain attested copies upon request.

Article 12

The Registry Office is required to declare the establishment of a company or institution and the alterations on its status within 10 days following the date of registration in order to be publicized in the Official Gazette of the Islamic Republic of Iran and local newspaper. Such proclamation shall be financed by the applicants.

Article 13

Application for registering of trade marks and trade-industrial names and registering of inventions, designs, and industrial drawings in the Zone shall be

made upon submission of a letter of declaration. The requisities for registration at the Registry Office shall be in compliance with the executive directions adopted by each Zone authority.

Article 14

All the Iranian natural who, under the Commercial Law do business in the Zone, are bound to register their names or their managers' names in the commercial register of the Registry Office within three months of proclamation made by the Registry Office.

Article 15

Registration of the Iranian and foreign nationals persons in the registers which shall be made upon submission of three copies of filled in declaration form, and within three months from proclamation of Registry Office, shall contain the following points:

1-Name and surname of trader.

2-Date and place of birth, identity certificate number and its place of issuance, and the photocopy of the pages of identity certificate in case of the Iranian nationals

and photo-copy of the pages of passport in case of foreign nationals

3- Original and present nationality of the individuals, if any new nationality has been obtained besides the date and the manner of obtaining the new nationality.

4- Date of entry into the Zone, number and place of issuance of residence permit, and place of residence.

5- Legal residence of natural persons.

6- Registering and sealing (Plumb) number of commercial books provided in accordance with the provisions of paragraph (5) of the Article No.3 of the present decree.

7- Type of activity in Iran and abroad separately or in both cases.

8- Other trading specifications of traders inter alia the registry number, trade marks, commercial codification books, etc.

Article 16

The Registry Office is required, after registering within 10 days, the contents mentioned in the letter of declaration, to submit a signed and sealed copy of letter of declaration to the applicant and send another copy to the pertinent office in the Zone's organization.

Article 17

Applicants for registration are bound, when any new alteration occurs, to provide new letter of declaration in three copies and submit it to the Zone authority - s Registry Office.

Article 18

The natural and legal persons who, in accordance with the provisions of this decree, register their names, are bound to mention their registration number as well as their commercial title on the papers, invoices, order forms and any other kind of documents they utilize.

Chapter Four: Miscellaneous

Article 19

The commercial books of the natural and legal persons shall be sealed (plumbed) in accordance with the manner determined by the organization of each Zone and shall be stamped once the representative of the Registry Office has signed them.

Article 20

Expenses pertaining to the registration of company, institution and the alterations thereafter, and registration of trade marks, commercial and industrial titles and brands, inventions and designs and drawings, also registration of commercial books and sealing (plumbing) of commercial and non-commercial books shall be collected, with due regard to relevant laws, in accordance with the directions provided by each of the Zone authorities.

Article 21

Upon the request of the Zone authority the activities of those who violate the provisions of this decree shall be prevented by the disciplinary forces. Such deeds shall not eliminate the responsibilities of the directors of company or institution or natural persons against the third parties.

Article 22

Directions pertaining to this decree and related printed forms shall be provided and put to effect by the authority of each Zone within one month from the approval of the present decree.
