

Topics January 2023

Draft of Regulations of the Office of Central Company and Partnership Registry governing the registration of partnerships and companies (no....) B.E.....

The Department of Business Development is open for public hearing for consideration of rules and procedures in registering of partnerships and limited companies to comply with the Act of amendment of the Civil and Commercial Code (No. 23) B.E. 2565 (2022). The important points are as follows:

1. The limited company name that the memorandum of association is expired, another promoter can reserve such name for registration of a new partnership or company.

2. Allow at least one promoter can sign as an applicant for registration of the memorandum of association.

3. The Registrar shall refuse the registration, if the Memorandum of Association ceases to be effective, when a limited company is not registered within 3 years.

4. Amended the regulations related to the number of promoters from at least 3 people to at least 2 people.

5. Amend the rules for requesting supporting documents for registration applications by canceling the request of a newspaper to notify the shareholders' meeting, unless the Company's Articles of Association stipulate that advertisement is required or in the case of the company has shares certificate issued to bearer.

6. Prescribed rules and procedures for applying to registration of merger of a limited company.

7. Addition the regulations about supporting of sending a copy of the list of shareholders through electronic system.

8. Revised the form BorOrJor.1, form BorOrJor.2 and certificate of company's registration form. However, the canceled form can still be used to apply for registration until 7 March B.E.2566 (2023).

This regulation shall come into force from 7 February B.E.2566 (2023) onwards.