

1: Commercial Law - Commercial | www.enganchecubano.com

The commercial register in Bulgaria In connection with the EU admittance in , a uniform commercial register has been introduced in Bulgaria. The execution of the registration has been taken from the courts and is now independently regulated by the law of the commercial register.

There are various ways to do so. Our corporate lawyers as well as tax lawyers and company registration attorneys will gladly advise you on all questions related to the setup of your business in Germany. We will also guide you through the registration process of your company in Germany. Which legal form to select? Entrepreneurs intending to establish a company will sooner or later want to know under which legal form they should operate their business. The decision depends on many factors, such as: This is necessary if the company shall operate in the form of a corporation, for example, a GmbH German limited liability company. Partnerships and Incorporated companies German law distinguishes, in principle, between partnerships and incorporated companies. According to the statutory concept of a partnership, individual partners manage business themselves, while incorporated companies require financial participation. Furthermore, they are differentiated stronger between shareholders and management. Registering a company with the commercial register is, as a rule, a prerequisite for its coming into existence as a legal entity. The most important incorporated companies in German law are: In addition to capitalist elements, the Genossenschaft [cooperative] has characteristics of an association in particular. The cooperative also comes into existence as such only with registration in the Commercial Register. The Kommanditgesellschaft KG [limited partnership] is a partnership with capitalist elements. Additionally, the partners may - when establishing a company and if necessary also later - combine characteristics of both basic types. KG [limited partnership with a limited liability company as general partner]. There are differences as to liability, â€ Partnerships and incorporated companies differ, among other things, in the liability for obligations of the company. In incorporated companies, however, the liability is in principle limited to the corporate assets. Only in exceptional cases, measures are taken against the individual shareholder. The prerequisite for the limitation of the liability to the corporate assets, however, is the "registration of the company" with the commercial register. The raising of a specific capital amount, which serves as collateral for the creditors, is stipulated by law for establishing an incorporated company. The capital stock of a joint stock company is at least EUR 50., the nominal capital of a limited liability company must be at least EUR 25., while the "entrepreneurial company" with limited liability can already be established with a nominal capital of only EUR 1. The raising of nominal capital or capital stock is the condition for registration of the company. In a limited partnership, it is only stipulated that the limited partners have to make contributions; their amounts are not set by law. Partnerships do not have to provide separate corporate assets in order to establish the company. Income of a partnership is only taxed at the level of the individual partner. The partnership itself is not subject to taxes, i. This does not apply to property taxes, trade taxes and value-added taxes, which must also be paid by partnerships. Income of incorporated companies is taxed via the corporation tax at company level and, where distributed, via the income tax at shareholder level. The double burden is in part moderated in that a certain amount of dividends is tax-exempt. Are you facing the question, which legal form is suitable for establishing your company? We will gladly assist you in finding the legal form consistent with your business plans and will also advise you on the individual steps to be taken when starting your company registration in Germany. Your legal advisors for company registration in Germany Are you planning to establish a business or thinking about company registration in Germany? Please contact us via e-mail info@winheller.com. Articus in Primerus Paradigm Magazine The two-page article deals with cross-border profit distribution among German corporations.

2: Commercial Register | legal definition of Commercial Register by www.enganchecubano.com

*THE LAW OF COMMERCIAL REGISTER REGISTER THE LAW OF COMMERCIAL 1/www.enganchecubano.com
Royal Decree 21 Safar / 17 July Article 1 The Ministry of Commerce shall create a Register in the.*

Usage[edit] Gym weights displaying a counterfeit trademark A trademark identifies the brand owner of a particular product or service [6]. Trademarks can be used by others under licensing agreements; for example, Bullyland obtained a license to produce Smurf figurines; the Lego Group purchased a license from Lucasfilm in order to be allowed to launch Lego Star Wars ; TT Toys Toys is a manufacturer of licensed ride-on replica cars for children. The owner of a trademark may pursue legal action against trademark infringement. Most countries require formal registration of a trademark as a precondition for pursuing this type of action. The United States, Canada and other countries also recognize common law trademark rights, which means action can be taken to protect an unregistered trademark if it is in use. Still, common law trademarks offer the holder, in general, less legal protection than registered trademarks. Designation[edit] A trademark may be designated by the following symbols: When a trademark is used in relation to services rather than products, it may sometimes be called a service mark , particularly in the United States. In other words, trademarks serve to identify a particular business as the source of goods or services. The use of a trademark in this way is known as trademark use. Certain exclusive rights attach to a registered mark. Trademark rights generally arise out of the use of, or to maintain exclusive rights over, that sign in relation to certain products or services, assuming there are no other trademark objections. Different goods and services have been classified by the International Nice Classification of Goods and Services into 45 Trademark Classes 1 to 34 cover goods, and 35 to 45 cover services. The idea behind this system is to specify and limit the extension of the intellectual property right by determining which goods or services are covered by the mark, and to unify classification systems around the world. History[edit] In trademark treatises it is usually reported that blacksmiths who made swords in the Roman Empire are thought of as being the first users of trademarks. In France the first comprehensive trademark system in the world was passed into law in with the "Manufacture and Goods Mark Act". Registration was considered to comprise prima facie evidence of ownership of a trade mark and registration of marks began on 1 January However, the Supreme Court struck down the statute in the Trade-Mark Cases later on in the decade. In , Congress passed a new trademark act, this time pursuant to its Commerce Clause powers. Congress revised the Trademark Act in The Act also established an application publishing procedure and expanded the rights of the trademark holder to include the barring of trademark use even in cases where confusion remained unlikely. This Act served as a model for similar legislation elsewhere. A design mark with an eagle and a ribbon and the words "Economical, Brilliant" [18] was the first registered trademark, filed by the Averill Chemical Paint Company on August 30, under the Trademark Act of Supreme Court held the Act to be unconstitutional. The proper manner to display either symbol is immediately following the mark in superscript style. Terminology[edit] Approximate drawing of Burberry check pattern. The pattern is a registered trademark of Burberry Ltd. Terms such as "mark", " brand " and " logo " are sometimes used interchangeably with "trademark". It must be capable of graphical representation and must be applied to goods or services for which it is registered. Specialized types of trademark include certification marks , collective trademarks and defensive trademarks. A trademark which is popularly used to describe a product or service rather than to distinguish the product or services from those of third parties is sometimes known as a genericized trademark. If such a mark becomes synonymous with that product or service to the extent that the trademark owner can no longer enforce its proprietary rights, the mark becomes generic. A " trademark look " is an informal term for a characteristic look for a performer or character of some sort. It is usually not legally trademark protected and the term is not used in the trademark law. Registration[edit] The law considers a trademark to be a form of property. Proprietary rights in relation to a trademark may be established through actual use in the marketplace , or through registration of the mark with the trademarks office or "trademarks registry" of a particular jurisdiction. In some jurisdictions, trademark rights can be established through either or both means. Certain jurisdictions generally do not recognize trademarks rights arising through use. If

trademark owners do not hold registrations for their marks in such jurisdictions, the extent to which they will be able to enforce their rights through trademark infringement proceedings will therefore be limited. In cases of dispute, this disparity of rights is often referred to as "first to file" as opposed to "first to use. In the United States, the registration process includes several steps. First, the trademark owner files an application to register the trademark. About three months after it is filed, the application is reviewed by an examining attorney at the U. Patent and Trademark Office. The examining attorney checks for compliance with the rules of the Trademark Manual of Examination Procedure. If the examining attorney approves the application, it will be "published for opposition. If an Opposition proceeding is filed it institutes a case before the Trademark Trial and Appeal Board to determine both the validity of the grounds for the opposition as well as the ability of the applicant to register the mark at issue. Outside of the United States the registration process is substantially similar to that found in the U. In short, once an application is reviewed by an examiner and found to be entitled to registration a registration certificate is issued subject to the mark being open to opposition for a period of typically 6 months from the date of registration. A registered trademark confers a bundle of exclusive rights upon the registered owner, including the right to exclusive use of the mark in relation to the products or services for which it is registered. The law in most jurisdictions also allows the owner of a registered trademark to prevent unauthorized use of the mark in relation to products or services which are identical or "colourfully" similar to the "registered" products or services, and in certain cases, prevent use in relation to entirely dissimilar products or services. The test is always whether a consumer of the goods or services will be confused as to the identity of the source or origin. An example may be a very large multinational brand such as "Sony" where a non-electronic product such as a pair of sunglasses might be assumed to have come from Sony Corporation of Japan despite not being a class of goods that Sony has rights in. Once trademark rights are established in a particular jurisdiction, these rights are generally only enforceable in that jurisdiction, a quality which is sometimes known as territoriality. However, there is a range of international trademark laws and systems which facilitate the protection of trademarks in more than one jurisdiction. The database is open to the public. A licensed attorney may be required to interpret the search results. As trademarks are governed by federal law, state law, and common law, a thorough search as to the availability of a mark is very important. The USPTO internally captures more information about trademarks than what they publicly disclose on their official search website, such as the complete contents of every logo trademark filing. Trademarks may also be searched on third-party databases such as LexisNexis , Dialog , and CompuMark. Within the European Union, searches have to be conducted taking into account both EU Trademarks as well as national trademarks. Classification systems exist to help in searching for marks. Ability to register[edit] In most systems, a trademark can be registered if it is able to distinguish the goods or services of a party, will not confuse consumers about the relationship between one party and another, and will not otherwise deceive consumers with respect to the qualities. Trademark distinctiveness A trademark may be eligible for registration, or registerable, if it performs the essential trademark function, and has distinctive character. Registerability can be understood as a continuum, with "inherently distinctive" marks at one end, "generic" and "descriptive" marks with no distinctive character at the other end, and "suggestive" and "arbitrary" marks lying between these two points. See the KitKat v Cadbury case. These rights will cease if a mark is not actively used for a period of time, normally 5 years in most jurisdictions. In the case of a trademark registration, failure to actively use the mark in the lawful course of trade, or to enforce the registration in the event of infringement, may also expose the registration itself to become liable for an application for the removal from the register after a certain period of time on the grounds of "non-use". It is not necessary for a trademark owner to take enforcement action against all infringement if it can be shown that the owner perceived the infringement to be minor and inconsequential. This is designed to prevent owners from continually being tied up in litigation for fear of cancellation. An owner can at any time commence action for infringement against a third party as long as it had not previously notified the third party of its discontent following third party use and then failed to take action within a reasonable period of time called acquiescence. It will be for the third party to prove their use of the mark is substantial as it is the onus of a company using a mark to check they are not infringing previously registered rights. In the US, owing to the

overwhelming number of unregistered rights, trademark applicants are advised to perform searches not just of the trademark register but of local business directories and relevant trade press. Specialized search companies perform such tasks prior to application. All jurisdictions with a mature trademark registration system provide a mechanism for removal in the event of such non use, which is usually a period of either three or five years. The intention to use a trademark can be proven by a wide range of acts as shown in the "Woolly Bull" and *Aston v Harlee* cases. An abandoned mark is not irrevocably in the public domain, but may instead be re-registered by any party [1] which has re-established exclusive and active use, and must be associated or linked with the original mark owner. A mark is registered in conjunction with a description of a specific type of goods, and if the party uses the mark but in conjunction with a different type of goods, the mark may still be considered abandoned, as was the case in *Lens*. If a court rules that a trademark has become "generic" through common use such that the mark no longer performs the essential trademark function and the average consumer no longer considers that exclusive rights attach to it, the corresponding registration may also be ruled invalid. Unlike other forms of intellectual property e. Specifically, once registered with the U. Patent and Trademark Office the owner of a trademark is required to file a Section 8 Affidavit of Continuous Use to maintain the registration between the 5th and 6th year anniversaries of the registration of the mark or during the 6-month grace period following the 6th anniversary of the registration. A mark declared incontestable is immune from future challenge, except in instances where the mark becomes generic, the mark is abandoned, or if the registration was acquired fraudulently. Note, if the Section 8 Affidavit is filed during the 6-month grace period additional fees to file the Affidavit with the U. Patent and Trademark Office will apply. The procedure for year renewals is somewhat different from that for the 5th-6th year renewal. In brief, registrants are required to file both a Section 8 Affidavit of Continuous Use as well as a Section 9 Application for Renewal every ten years to maintain their registration. Please help improve this article by adding citations to reliable sources. Unsourced material may be challenged and removed. If a trademark has not been registered, some jurisdictions especially Common Law countries offer protection for the business reputation or goodwill which attaches to unregistered trademarks through the tort of passing off. Passing off may provide a remedy in a scenario where a business has been trading under an unregistered trademark for many years, and a rival business starts using the same or a similar mark. If a trademark has been registered, then it is much easier for the trademark owner to demonstrate its trademark rights and to enforce these rights through an infringement action [32]. Unauthorized use of a registered trademark need not be intentional in order for infringement to occur, although damages in an infringement lawsuit will generally be greater if there was an intention to deceive. A growing area of law relating to the enforcement of trademark rights is secondary liability, which allows for the imputation of liability to one who has not acted directly to infringe a trademark but whose legal responsibility may arise under the doctrines of either contributory or vicarious liability. In the United States, the fair use defence protects many of the interests in free expression related to those protected by the First Amendment. A product bearing "Linux" name, but not infringing the trademark owned by Linus Torvalds, because it falls into a different category Fair use may be asserted on two grounds, either that the alleged infringer is using the mark to describe accurately an aspect of its products, or that the alleged infringer is using the mark to identify the mark owner. One of the most visible proofs that trademarks provide a limited right in the U. An example of the second type is that Audi can run advertisements saying that a trade publication has rated an Audi model higher than a BMW model, since they are only using "BMW" to identify the competitor. In a related sense, an auto mechanic can truthfully advertise that he services Volkswagens, [35] and a former Playboy Playmate of the Year can identify herself as such on her website.

3: Commercial law - Wikipedia

De Brauw Blackstone Westbroek London is a branch of De Brauw Blackstone Westbroek London B.V., registered with the Commercial Register in The Hague, The Netherlands under no.

Establishment of Commercial Register: According to Article 5 of the Proclamation No. A commercial register administered by the Ministry and which has a nationwide application is hereby established by this Proclamation. Each bureau or the Ethiopian Investment Agency, in accordance with the power delegated to it by the Ministry and pursuant to this Proclamation, shall conduct commercial registration. Top Registration in the Commercial Register: Article 6 No person shall engage in any commercial activity which requires business license without being registered in the commercial register. Any person shall be registered in the commercial register, at the place where the head office of his business is situated. Any person shall register in the commercial register only once, even though he carries on different commercial activities in different regions. Any person who opens branch offices in many places shall inform the registering office where his branch office is situated, the address of the branch office and his special identification number of registration by completing the appropriate application form and attaching photocopies of his commercial registration certificate and business license before commencing operation. As provided for under Article of the Commercial Code, when any person is being registered in the commercial register, the trade name shall be included in the commercial registration by verifying that it is unlikely to create conflict with the interest of another business person. Any person, who is not registered in the commercial register in accordance with the laws which were in force prior to the coming into force of this Proclamation, but who has been carrying on a commercial activity under a license from any authorized government body, shall be registered pursuant to this Proclamation within 12 months from the effective date of this Proclamation. Founders or members of a business organization shall sign their memorandum and Article of association at the Documents Authentication and Registration Office, according to standardized samples of memorandum and Article of association sent to the same office by the registering office, before applying for commercial registration, except any amendments to these signed and registered memorandum and Article of association. Before signing their memorandum and Article of association, founders or members of a business organization shall get the verification of the registering office that another business person has not occupied the name of the business organization. The agreement of founders or members of a business organization on the valuation of contribution in kind shall be stipulated in the memorandum of association or in the amendment of the memorandum of association. Top Application for registration Article 7 Any Application to register in the commercial register shall be submitted to the registering office by a person who wants to engage in a commercial activity by completing the application form and attaching the documents stipulated in this Proclamation at least one month before he starts operation. Where any application to register in the commercial register that has been submitted to the registering office is found acceptable, the registering office shall register the applicant and issue to him a certificate of registration upon payment of the prescribed fee in the regulation. When the registering office rejects the application for registration submitted to it pursuant to sub Article 1 and 2 of this Article, it shall notify the applicant in writing the reasons thereof. The Ministry shall prepare forms that shall be used for registration purposes. The Ministry shall determine the number of photographs and copies of documents that shall be attached with the application for registration. The registering office shall verify the accuracy of details stated in the application form and documents attached thereto. Copies of memorandum and Article of association to be submitted in accordance with this Proclamation shall be original copies and authenticated. The registering office shall use the finger print registered by the tax collecting office for individual business person. Foreign investors to be engaged in the mining sector, federal public enterprises, commercial representatives, branches of foreign companies, foreign traders that come to operate in Ethiopia by winning international bids, organizations that are permitted to engage in commercial activity and foreign investors intending to buy an existing enterprise in order to operate it as it stands shall be registered with the Ministry. Regional public enterprises shall be registered with the

bureaus. Foreign investors shall be registered only with the Ministry or the Ethiopian Investment Agency. With out prejudice to the provision of Article 6 sub Article 2 of this Proclamation, those business persons who engage in commercial activities for which license is issued by the Ministry may directly apply to the Ministry for registration. An objection submitted in accordance with the law against the registration of a person or a business organization in the commercial Top Forwarding of Information and Documents Relating to Registration Article 8 The bureau or the Ethiopian Investment Agency, which has made commercial registration under this Proclamation, shall forward to the Ministry the particulars of the registration in a form designed for this purpose. The Ministry shall register in the centralregister information forwarded to it pursuant to sub Article 1 of this Article and those registered by itself, pursuant to Article 5 sub Article 1 of this Proclamation. Legal Personality of Business Organizations Article 9 Business organizations shall acquire legal personality by registering in the commercial register without being publicized in a newspaper as provided for under Article 87, , , and of the Commercial Code for their establishment or amendments to their memorandum of association. The commercial register of business organizations shall be made open for the reference of third parties. Obtaining Business License Article 31 No person shall carry on a commercial activity without obtaining a valid business license. Without prejudice to the provisions of Article 42 and 60 1 of this Proclamation, the appropriate authority may order the closure of the business of the person who is found engaged in a commercial activity without a valid business license. A business person, who has registered the address of his branch office pursuant to Article 6 sub Article 4 of this Proclamation, shall not be required to obtain another business license for the same commercial activity for which he opened a branch. Where any business person violates the provisions of this Proclamation in a region where he registered and operates his branch office, the bureau of the region in which the branch office is registered may take appropriate measures pursuant to this Proclamation or may remind the appropriate authority which has issued the license to take measures. Any violation of the provisions of this Proclamation committed by the branch office shall be considered to have been committed by the head office or at the place of the issuance of the business license. The bureau shall inform in writing, the measure it has taken, to the appropriate authority that has issued the business license to the business person, in one-month time. The appropriate authority shall inform the concerned government office about the implementation of the directive. Top Issuance of Business License Article 33 Where an application for business license is submitted to the appropriate authority pursuant to Article 32 of this Proclamation, it shall issue a business license to the applicant upon payment of the appropriate fee by ascertaining that the condition set by this Proclamation are fulfilled and that the commercial activity intended to be carried on by the applicant is not prohibited by law. Where the appropriate authority ascertains that the application for business license pursuant to Article 32 of this Proclamation is not acceptable, it shall notify the applicant in writing of the reasons for rejecting the application. Rights and Duties of a Business Person Holding a Business License Article 34 Any person to whom a business license has been issued have the following rights and duties? Top Permit for Expansion and Upgrading Article 35 Any person desiring to produce goods or dispense service by expanding or upgrading an existing industry, or agricultural development or a service business, may apply to the appropriate authority to obtain a permit by attaching the documents specified under Article 32 of this Proclamation. After examining the documents submitted to it and ascertaining that it is satisfactory, the appropriate authority shall issue to the applicant the expansion or upgrading permit. Where the appropriate authority rejects the application submitted to it pursuant to sub Article 1 of this Article it shall notify the applicant in writing of the reasons of rejection. Any person desiring to obtain an expansion or upgrading permit shall submit together with the application, commercial registration certificate, business license previously issued to him and passport size photographs of him or the manger taken within six months time. The permit to be issued pursuant to sub Article 2 of this Article, shall serve only until the completion of the expansion or the upgrading and it shall not be used for manufacturing or production and marketing or for dispensing services. A business person who has completed the expansion or the upgrading, before starting manufacturing or production or dispensing service, may apply to the appropriate authority by attaching the necessary documents, to obtain a business license to manufacture goods or produce agricultural products or to dispense services. Where the appropriate authority ascertains that the expansion or

upgrading is capable of manufacturing goods or producing agricultural products or dispensing services, shall, issue business license to the applicant upon submission of documents specified under Article 32 of this Proclamation and by the payment of the appropriate fee prescribed in the regulation. Where the appropriate authority rejects the application submitted to it pursuant to sub Article 6 and 7 of this Article, shall inform the applicant, in writing, of the reasons for the rejection of the application. Top Validity Period and Renewal of Business License Article 36 A business license issued pursuant to Article 33 of this Proclamation shall be valid unless cancelled on the grounds specified under Article 39 of this Proclamation and as long as it is renewed pursuant to sub Article 2 of this Article. Unless the business license is renewed within four months after the expiry of the budget year in which the license has been issued or renewed upon payment of the appropriate fee, the business license shall not, in anyway, be put in use. After the expiry of the time for renewal of business licenses without penalty provided for under sub Article 2 of this Article, the business licenses shall be renewed without penalty in the following months of Hidar and Tahisas. The holder of a business license who has failed to have it renewed within the time specified under sub Article 2 and 3 of this Article, shall have it renewed within the time, from Tir 1 to Sene 30 by paying in addition to the renewal fee, a penalty of Birr 2, two thousand five hundred for the month Tir and Birr 1, one thousand five hundred , for the next each month of delay. A business license not renewed within the provided for under sub Article 4 of this Article shall be cancelled after the expiry of the time made available for the renewal of the business license with penalty. Where a business license is cancelled because of the failure of the business person to renew his business license within the time of renewal with penalty; he can obtain the cancelled business license within one year after the cancellation, only when the reason for not getting the license renewed in due time is found to be acceptable by the higher official of the appropriate authority and upon payment of the double of the penalty provided for under sub Article 4 of this Article. A businessperson who has not got permission to obtain his business license again under sub Article 6 of this Article shall obtain the same business license without penalty one year after the cancellation of the business license. When the license holder appears for the renewal of his license, shall submit: Clearance statement issued pursuant to sub Article 8 a of this Article for the payment of taxes or other government revenues shall not be acceptable, if, it is written so as to address several bodies, does not indicate the type of business it has been issued for and does not attest the payment of the tax and other government revenues. Clearance statement issued by the tax collecting office pursuant to sub Article 8 a of this Article for the payment of taxes and any other government revenues, shall, lose its validity, if not used for the renewal of the business license within one month time from the date of its issuance. The appropriate authority shall renew the business license when it finds that the application is complete upon payment of the appropriate fee or when it rejects the application, it shall inform the applicant in writing the reasons of its rejection. The computation of time of renewal of business licenses provided for in this Proclamation for business persons who use different accounts budget year otherwise than provide for in this Proclamation, as authorized by the Ethiopian Revenues and Customs Authority, shall commence from the beginning of the authorized accounts budget year. The requirements set in this Proclamation, to be met for the issuance of a new business licenses, shall be applicable to the renewal of business licenses. The appropriate authority may, until such time as the short comings indicated below are rectified, suspend a business license where the license holder: Where a business license is suspended under sub Article 1 of this Article, the appropriate authority shall notify the license holder, in writing, of the reasons of suspension and the measures to be taken to rectify the shortcomings with in a fixed period of time. The license holder who has received a written notification pursuant to sub Article 2 of this Article shall have the obligation to rectify the shortcomings within the fixed period of time. A suspended business license shall not be renewed. When the suspension is lifted the provisions of Article 36 of this Proclamation shall apply to it. Top Cancellation of Business License Article 39 1. Without prejudice to sub Article 3 of this Article the appropriate authority may cancel a business license, where the holder there of: Where the appropriate authority or the concerned government institution has confirmed; that the business is dangerous to public health and safety or the nationaleconomy, a business license may be suspended and the business may be sealed until such time as the appropriate authority decides to cancel the license pursuant to sub Article 1 of this Article. The appropriate

authority, before deciding to cancel the license for the reasons specified in sub Article 1 of this Article shall require the license holder by letter sent to his registered address to submit his written opinion on the anticipated cancellation of the license. The license shall be cancelled where the license holder has not submitted his opinion within 30 days from the day the letter was received by him or his opinion is not adequate. Unless a business person who has voluntarily ceased his business; returns his business license to the appropriate authority within the time of renewal of license without penalty, he can obtain the business license again only one year after, starting the expiry date of the time of renewal of license without penalty. A business person whose business license has been cancelled for any reason provided for in this Proclamation; other than those provided for under sub Article 7 of Article 36 and sub Article 4 of this Article, shall obtain that same business license which has been cancelled only two years after, starting from the date of cancellation. A businessperson who returns his business license to the appropriate authority pursuant to sub Article 4 of this Article or who wants to obtain the same business license as new, after being cancelled pursuant to sub Article 6 and 7 of Article 36 of this proclamation, shall submit a tax clearance statement for the duration he used the returned or the cancelled business license.

Issuance of a Substitute Business License Article 40 Any person who has his business license lost or damaged may obtain a substitute by applying in writing to the appropriate authority, which issued the license. A business person whose license is damaged shall return it when he applies for a substitute. The appropriate authority to which application for a substitute business license is submitted under sub Article 1 of this Article, shall issue to the applicant a substitute upon payment of fee prescribed by the regulations and upon signing a liability undertaking for the lost business license by the applicant.

Top Issuance of Business License Upon Transfer of Business Article 41 When a business is transferred to another person, the previous license shall be returned and the person to whom it is transferred shall obtain a business license in his name. Where a business is lawfully transferred to another person it shall, in advance be published in a newspaper at the expense of the person to whom it is transferred. The appropriate authority, after verifying the transfer is being made lawfully, it shall issue a business license in the name of the person to whom the business is transferred, upon payment of the appropriate fee. When the appropriate authority ascertains the application submitted to it pursuant to sub Article 1 of this Article is not acceptable, it shall inform the applicant in writing of the reasons of the rejection of the application. There shall be submitted a tax clearance statement for the duration the former license holder used the business license.

Top Commercial Activities Carried on Under Other Licenses Article 42 Any person, who, by using another license, has been carrying on a commercial activity which is subject to the provisions of this Proclamation, without having the appropriate business license, shall apply to the appropriate authority by completing the relevant form to obtain the appropriate business license within 12 months from the coming into force of this Proclamation.

Top Submission of Information Article 43 The appropriate authority may call upon license holder to submit information regarding his operations either periodically or as otherwise specified, and it shall be the duty of the license holder to submit such information within the specified time limit. Information submitted by license holder under sub Article 1 of this Article, shall be used for the purpose of enabling the appropriate authority to carry out its duties.

Inspection Article 44 The sectoral government offices which, pursuant to sub Article 3 of Article 30 of this Proclamation have issued directives on professional competence requirements or issued certificates of professional competence or the appropriate authority may conduct follow up and inspection activity, in order to ensure the observance of the conditions subject to which any business license is issued. Any inspector shall show his authorization paper and identification card to the person that is the owner of the business whose business premises are to be inspected or to the agent of such person. The appropriate sectoral government office shall inform the appropriate authority, as to the administrative measure to be taken, when the business person acts otherwise than the requirements on which the business license was issued or when he commits a fault.

4: Commercial Law - Exam Study Notes

To conform with other commercial Laws and for the sake of necessary objectivity, Article 16 entrusts the imposition of the penalties provided for in the Law of Commercial Register to a committee, to be formed by a decision of the Minister of Commerce, of three members one of whom at least shall be a specialist in commercial laws, instead of.

Nowadays, the business registration process can easily be carried out online via CAC company online registration portal with the assistance of an accredited lawyer to attest to the requisite incorporation documents. An individual seeking to engage in a little business venture may also register a Business Name in Nigeria. However, it is important to note that a Business Name cannot acquire a separate legal personality, and the risks and liabilities of any failed venture registered as Business Name in Nigeria may also be extended to its owner. A Business Name is not considered as a company under Nigeria Law. Therefore, the procedure of how to register a business name in Nigeria has a lot of distinction with how to register a business in Nigeria. An individual seeking to register a small business in Nigeria different from a business name may also register a limited liability company. Private company limited by shares. Public company limited by shares. Private company limited by guarantee. Public company limited by guarantee. The private company limited by shares is most sought after because it is the most suitable and appropriate form of a company by which a business can be formed by more than two persons with a limited risk. The simplicity of forming a private company limited by shares also couple to its efficiency as purpose vehicle for business within Nigeria and every other part of the world. It is not mandatory for the directors of a private company to also own or hold share from the same company. Furthermore, an infant or a bankrupted person is not qualified to be a director of a company as well. Private or Public Company Particulars of the 1st Directors minimum of 2 persons above 18years: Particulars of Shareholders minimum of 2 persons: Particulars of alien participants, if any. How to register a business with CAC nowadays, compared to how it is used to be registered a few years again, shows significant improvements the entire process of business registration in Nigeria. Business registration in Nigeria can now be commenced and processed online, from the availability search to the completion stage, through the online medium. The process of incorporation and how to register a company in Lagos is also the same as the process of incorporation at the CAC headquarters, Abuja. However, an incorporation of a company can still not be concluded unless an accredited agent has duly certified or attested to such application for registration. Moreover, a company incorporation expert may also help to draft the Memorandum and Articles of Association of the new company proposed for registration, properly put the entire application together and duly attested to it in line with the statutory provisions. The Firm can be contacted for assistance via the abode contact details.

5: HOW TO REGISTER A COMPANY IN NIGERIA AND BUSINESS REGISTRATION TIPS

by law shall be recorded in the Commercial Register. (2) The Commercial Register shall be maintained by a State institution authorised by law (hereinafter - Commercial Register Office).

In this article the authors consider the practical aspects of the UK-wide rules for registration of company charges, including features of the new e-filing regime. Statute references are to the Companies Act Since April company charge registration is voluntary with no criminal sanction for failure to register. Parties are often unaware that the underlying debt is also accelerated as a result of failure to register s H , which could cause cross-defaults under other debt, in addition to having negative consequences in its own right. The priority of competing charges is not addressed in the Companies Acts and is governed by a combination of common law rules and provisions of the Insolvency Act A second key reason for registering a charge is to try to fix third parties with notice of matters on the register. Those who search the register and read the charging document will have actual notice of restrictions recorded on Form MR01 eg the negative pledge clause and other restrictions contained in the charging instrument. As regards those who do not search the register, two questions remain unresolved: To whom is registration now constructive notice? And exactly what do affected third parties have notice of? It would seem that parties reasonably expected to search the register will be fixed with notice of at least the matters recorded on the Form MR Registration is therefore critical to ensure that the secured creditor ranks ahead of other creditors. A common misconception is that registration is the "priority point" as is the case with specialist asset registers and many overseas company charge registers. In England, the priority point is the date of creation of the charge. Since interested parties have 21 days to register a charge, this leaves an "invisibility period" during which those searching the register may be unaware of a prior ranking charge. If a general partnership includes a company or LLP as a partner, the charge is usually registered against that company or LLP. In the case of security taken over the assets of a limited partnership not of itself a legal entity , this will be granted by the general partner because it holds the partnership assets on behalf of the partnership. Companies House registration requirements for overseas companies were abolished in October , but those with a registered UK establishment are required to keep their own registers of certain registrable charges, together with copies of the instruments creating such registrable charges, either at the establishment or at such other place in the UK notified to the registrar. This is often forgotten and failure to comply is an offence, punishable with a fine. For the registration rules, "charge" includes a mortgage, a charge and various other forms of security recognised under Scots law s A 7. Since an assignment of an intangible asset takes effect as a mortgage, an assignment by way of security is a "charge" for these purposes. Pledges and liens will usually fall outside the scope of this definition because the security is either possessory or it is not "created" by the company , but contractual liens ie legal liens extended by contract sometimes warrant closer scrutiny to determine whether there is a registrable charge. Often the categorisation of a contract will be uncertain. The English law notion of "charge" is quite fluid and case law recognises the difficulty of providing an exhaustive definition. A charge has been described as a proprietary interest granted by way of security without a transfer of title or possession to the beneficiary. It is also common to describe a charge as the appropriation of an asset in discharge of a liability. The "equity of redemption" is also a key ingredient of a charge. The label given to the instrument is not always conclusive and this can necessitate careful analysis on some transactions for instance, receivables financings featuring "true sales". The treatment of security confirmations is another grey area. It is doubtful that a mere "confirmation" of security constitutes a charge for these purposes, since the confirmation does not create any new proprietary interest or new appropriation of the assets subject to the charge. Companies House has taken this view and since April appears to routinely reject filings which do not contain an express charging clause which did not, in our experience, reflect practice before that date. The statutory framework for this form is found in s D. Prior to 6 April , the provisions relating to registration of security by Scottish companies were recorded in a separate chapter of Part 25 CA. This explains Scots law terminology in Form MR01, which may be unfamiliar such as "fixed security" in the sense used in s D 4 , "standard security" security over land in Scotland or an "assignment in security" a fixed

charge taken over incorporeal moveable assets in Scotland. Form MR01 requires filers to indicate whether the charge includes property required to be registered in another UK asset-specific register. The aim of this is to allow those searching the register to cross-refer to other registers. In our experience, this box is the source of frequent automatic rejections of e-filings, for instance, if Companies House staff are unable to locate the corresponding reference in a schedule to the charging document. Filers are also required to indicate whether the charge includes a floating charge, and if so whether it is expressed to cover all the property and undertaking of the company. On a strict reading of this question, this is a test which will very rarely be satisfied, since some charges will be fixed, some floating. It is also very common for an all assets debenture to exclude certain assets. Instead it is usually the deed of release which causes a charge to be satisfied and the release will take effect once that document is signed and delivered. However, there is no requirement to "file" the deed of release; Companies House does not need to see it. Companies House release filings for which there is no fee and no time limit are little more than window dressing. The reason for making the filing is to give the company a clean charges register, an online profile more conducive to the obtaining of new finance. Nevertheless it is common to see documents for instance, share purchase agreements which show a misunderstanding of English law release mechanics eg share purchase agreement conditions precedent which include duly filed charge releases. The implication is that a the release filing is somehow possible before the release occurs; and b that the filing effects the release. Release filings can be made using Form MR04 relevant where the debt for which a charge was given is "satisfied" or MR05 where charged property is released or divested. From a practical perspective it is not possible to file MR05 if MR04 has already been filed, since the relevant charge will already be marked by Companies House as "satisfied". Second, there may be cases where a charge is indeed released but it is impossible to file Form MR04 because part of the underlying debt for which the charge was given remains outstanding. This can lead to charges being marked as "outstanding" on the charges register long after their release. Although filing is comparatively easy, there are pitfalls to avoid. The e-filing screens include a certification box which does not appear on the paper Form MR01, auto-populated with a certification statement which includes confirmation that the PDF file submitted is a true copy and that any redactions are legitimate. Filers need to consider whether the default wording is appropriate for instance, when filing a copy supplied by a foreign notary or when appending a translation, for which a further statement is required. There is no need to duplicate the certification by writing on or stamping the scanned copy. Companies House makes multiple checks before accepting an e-filing application. Perceived mismatches between the various tick-box statements and the charge document will trigger rejections for instance, where a short form accession deed omits the negative pledge, as will the absence of an express charging clause. It is common to fall foul of the Companies House checking procedures when e-filing, so it is important to file charges as soon as possible. A certificate of registration features little more than a company name, number and a unique reference code. Consequently, if a company grants more than one charge on the same day, it can be difficult to match each certificate of registration with the relevant charge. Filers may have to pay to access the register to match up the numbered certificate with the correct charging document. If the assets charged are located outside the UK, this makes no difference to the s 869 requirement to register the charge in the UK. It is irrelevant that security is granted abroad under a different governing law; Since April 2013, charge documents are posted online, with only limited possibilities for redaction signatures, account identifiers and personal data. There is therefore a risk that documents with "chargelike" features could become publicly available. Even if sensitive commercial information is instead set out in documents not filed, parties are exposed to "inspection risk" if such related transaction documents contain provisions which would enable a third party to identify the subject matter of the charge s 869; Filing at Companies House alone is insufficient to the extent that a charge relates to items for which there is a UK asset-specific register real estate, intellectual property, ships and aircraft; It is an offence to make a statement to the registrar which is "misleading, false or deceptive in a material particular" s 869; Late filing after the day deadline is possible, subject to the conditions set out in s 869. In practice, however, guidance from the Courts Service shows that this is not a mere formality. For instance, a solvency certificate will be required from directors of the charging company and other supporting documents may be required to ensure that third parties are not prejudiced; Parties often forget filing triggers

which may occur during the life cycle of a charge. Subsequent amendments to charge documents can only be registered if a new charge is created. For instance, if a new security agent is appointed this cannot be reflected on the register. Previously published in Butterworths Journal of International Banking and Financial Law The content of this article is intended to provide a general guide to the subject matter. Specialist advice should be sought about your specific circumstances.

6: Company Registration in Germany

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7: Federal Register of Legislation

Since the original issuance of this Law in , the Law required every person registered in the commercial registration to write, in Arabic, its commercial name and registration number on the commercial premise and on all commercial correspondence and documents used by that person (Article 6).

8: Regulations of Commercial Registration and Business Licensing in Ethiopia

in the Commercial Registry in all cases in which registration is required, and from the date of registering the liquidation in the cases relating to the liquidation itself.

9: The commercial register in Bulgaria - Bulgarian commercial law

An objection submitted in accordance with the law against the registration of a person or a business organization in the commercial Top Forwarding of Information and Documents Relating to Registration(Article 8).

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