

FEDERAL LAW ON THE STATE REGISTRATION OF LEGAL ENTITIES

**Adopted by the State Duma July 13, 2001
Approved by the Federation Council July 20, 2001**

The present Federal Law enters into force as of July 1, 2002, except for Item 2 Article 27, which enters into force as of the date of official publication of the present Federal Law

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Chapter I. General Provisions

Article 1. The Relationships Regulated by the Present Federal Law

The present Federal Law regulates relationships occurring in connection with the state registration of legal entities at their formation, re-organisation and liquidation, at the introduction of amendments to their constituent documents and in the keeping of the single state register of legal entities (hereinafter referred to as "the state register").

The state registration of legal entities (hereinafter referred to as "state registration") is an act of an authorised federal executive body committed by means of making an entry in the state register concerning the formation, re-organisation and liquidation of legal entities and also other information on legal entities under the present Federal Law.

The legislation of the Russian Federation on state registration is composed of the Civil Code of the Russian Federation, the present Federal Law and other regulatory legal acts of the Russian Federation enacted pursuant thereto.

Article 2. The Body Responsible for State Registration of Legal Entities

State registration shall be performed by a federal executive body (hereinafter referred to as "the registration body") empowered in the manner established by the Constitution of the Russian Federation and the Federal Constitutional Law on the Government of the Russian Federation.

Article 3. The State Duty for State Registration

As of now the rate of the state duty for the state registration of enterprises has been set by [Decision](#) of the Presidium of the Supreme Soviet of the RSFSR No. 764-I of March 4, 1991

In keeping with taxes and fees legislation a state duty shall be charged for state registration.

Chapter II. The State Register

Article 4. The Principles of Keeping the State Register

1. A state register shall be kept in the Russian Federation, comprising information on the formation, re-organisation and liquidation of legal entities and relevant documents.

The comprehensive nature and comparability of the said information shall be ensured on the account of observance of the uniformity of the principles, methods and forms of keeping of the state register.

The state register shall be deemed a [federal information resource](#).

The state register shall be kept on paper and electronic media. If a discrepancy occurs between records on the paper and electronic media the paper media record shall have priority, except as another state register keeping procedure is in effect.

The keeping of the state register on electronic media shall be carried out in compliance with the uniform organisational, methodological and software/hardware principles that ensure compatibility and interaction between the state register and other federal information systems and networks.

2. The state register shall be kept by the registration body in the manner established by the Government of the Russian Federation.

Article 5. The Content of the State Register

1. The state register shall contain the following information and documents on a legal entity:

a) for commercial organisations: full and brief (if any) name, in particular, company name in the Russian language. If in a legal entity's constituent documents its name is written in one of the languages of the peoples of the Russian Federation and/or in a foreign language, its name in these languages shall be also indicated in the state register;

b) organisational legal form;

c) the address (location) of the permanent executive body of the legal entity (if there is no such body, of another body or person authorised to act in the name of the legal entity without powers of attorney) at which one can contact the legal entity;

d) the way the legal entity has been formed (formation or reorganisation);

e) information on the legal entity's founders;

f) copies of the constituent documents of the legal entity;

g) for legal entities formed as a result of the re-organisation of other legal entities, for legal entities whose constituent documents are amended in connection with re-organisation and for legal entities which have terminated their activities as the result of re-organisation: information on legal succession;

h) the date of registration of amendments to the constituent documents of the legal entity or in the cases stipulated under [law](#), the date when the registration body has received a notice of amendments to constituent documents;

i) the method whereby the legal entity's activities have been terminated (by means of a re-organisation or liquidation);

j) the amount of authorised capital (aggregate capital, authorised fund, share contributions etc.) specified in the constituent documents of the commercial organisation;

k) the full name of the person entitled to act in the name of the legal entity without powers of attorney and also the details of the person's passport or other personal identity document effective under Russian law and taxpayer identification number if any;

l) information on the licences that have been obtained by the legal entity.

2. If information contained in the state register is amended, the original information shall be preserved therein. The procedure and term for deleting obsolete information from the state register and destroying obsolete documents shall be set out by the Government of the Russian Federation.

3. Entries shall be made in the state register on the basis of documents filed by applicants for the purposes of state registration of legal entities and introduction of amendments to the state register. A state registration number shall be assigned to each entry and the date of entry in the state register shall be specified for each entry. If there is a discrepancy between the state register information specified in [Item 1](#) of the present Article and the information available in documents filed for state registration purposes the information specified in Item 1 of the present article shall be deemed trustworthy until they are amended.

The information specified in [Subitem "I" Item 1](#) of the present article shall be provided by licensors within five business days after the date of a relevant decision.

4. A legal entity shall within three days after the time of amendment to the information specified in Item 1 of the present article, except for the information specified in Item "I", inform the registration body at the entity's location of it. If the said information has been amended in connection with the introduction of amendments to constituent documents, amendments shall be introduced in the state register in keeping with the procedure established by [Chapter VI](#) of the present Federal Law.

5. The registration file of a legal entity whose state registration information details have been entered in the state register shall contain all the documents filed with the registration body under the present Federal Law.

The registration files of legal entities shall be deemed a part of the state register.

Article 6. The Provision of Information Contained in the State Register

1. The information contained in the state register shall be deemed public and accessible to the general public, except for natural persons' passport details and their taxpayer identification numbers.

Natural persons' passport details and their taxpayer identification numbers may be provided solely at the request of a governmental body in compliance with its scope of responsibility.

2. The information on a specific legal entity contained in the state register shall be provided in the form of:

- an extract from the state register;
- a copy (copies) of a document (documents) contained in a registration file;
- a statement of lack of information being asked for.

The form of and procedure for the provision of information from the state register shall be established by the Government of the Russian Federation.

3. The term for provision of information from the state register shall be set by the Government of the Russian Federation and shall not exceed five days after the receipt of a relevant request by the registration body.

4. The provision of information from the state register shall not be refused.

Article 7. Conditions for Obtaining Information from the State Register

1. The information contained in the state register shall be provided for payment, except as otherwise required under federal laws.

The rate of payment for the provision of information from the state register shall be set by the Government of the Russian Federation.

2. In the cases and in the manner specified in federal laws and regulatory legal acts of the Government of the Russian Federation the registration body shall provide information from the state register free of charge at the request of governmental bodies, in particular, law-enforcement bodies and courts on cases on which proceedings are under way, local government bodies and also other persons specified by federal laws.

3. Proceeds from the provision of information from the state register shall be used solely for the purposes of creation, maintenance and development of the state registration system, in

particular, for the purposes of keeping the state register.

Chapter III. Procedure for State Registration

Article 8. The Term and Place of State Registration

1. State registration shall be effected within five business days after the date when documents are filed with the registration body.

2. The state registration of a legal entity shall be effected at the location of the permanent executive body specified by the founders in their state registration application, or if there is no such executive body, at the location of another body or person entitled to act in the name of the legal entity with no powers of attorney.

Article 9. Procedure for Filing Documents for State Registration Purposes

1. Documents shall be filed with the registration body by a person authorised to do so directly or shall be declared priority mail complete with a list of enclosure. The Government of the Russian Federation may also envisage other means of presenting the documents to the registration body.

The standards governing the way the documents to be filed with the registration body must be drawn up shall be established by the Government of the Russian Federation.

The following natural persons may act as the authorised person (hereinafter referred to as "applicant"):

the head of a permanent executive body of the legal entity in registration or another person entitled to act in the name of the legal entity with no powers of attorney;

a founder (founders) of the legal entity at the formation thereof;

the head of a legal entity acting as a founder of the legal entity in registration;

the permanent trustee or the head of liquidation commission (liquidator) at the liquidation of the legal entity;

another person acting under powers of attorney or other powers stipulated by a federal law or an act of a state body specifically authorised to do so or an act of a local government body.

The applicant shall attest with his/her signature an application filed with the registration body and shall indicate his/her passport details or under Russian law the details of another personal identity document and the taxpayer identification number (if any).

The applicant's signature on the said document shall be attested by a notary public.

2. The date of filing of the documents at state registration shall be deemed the date when they are received by the registration body.

3. A receipt note shall be issued to the applicant to confirm that the documents have been received from him as including a list of documents and the date of their receipt by the registration body. The note shall be issued on the day the documents are received by the registration body.

When the registration body receives documents sent by delivery notice mail a receipt note shall be sent on the business day following the date of receipt of the documents by the registration body, at the postal address indicated by the applicant.

The registration body shall ensure the recording and storing of all documents filed for state registration purposes.

4. The registration body is prohibited from demanding the provision of other documents except for those specified herein.

5. Documents filed for state registration purposes shall be attested by a notary public only in the cases stipulated by federal laws.

Article 10. The Peculiarities of Registration of Specific Types of Legal Entities

A special registration procedure may be established by federal laws for specific types of legal entities.

Article 11. Decision to Grant State Registration

1. A decision to grant state registration made by the registration body shall be deemed grounds for making a relevant entry in the state register.

2. The state registration time shall be deemed the time when the registration body makes a relevant entry in the state register.

3. The registration body shall within one business day after the time of state registration issue (forward) a document to the applicant confirming the fact that the entry has been made in the state register. The format and content of the document shall be established by the Government of the Russian Federation.

4. The registration body shall within five business days after the time of state registration provide information on the registration to the state bodies designated by the Government of the Russian Federation. The composition of the information forwarded to the said state bodies and also the procedure and term for the provision of information to a relevant legal entity about its record data shall be established by the Government of the Russian Federation.

Chapter IV. The State Registration of Legal Entities at the Formation Thereof

Article 12. Documents Filed at the State Registration of a Legal Entity at Its Formation

The following shall be filed with the registration body for the purposes of state registration of a newly formed legal entity:

a) a state registration application signed by the applicant and drawn up according to the format approved by the Government of the Russian Federation. The application shall confirm that the constituent documents filed comply with the standards set by Russian law as applicable to the constituent documents of a legal entity of a given organisational legal form, that the information contained in these constituent documents, the other documents filed for state registration purposes and in the state registration application are trustworthy, that when the legal entity was being formed the procedure for instituting a body of this organisational legal form was complied with, in particular, authorised capital (authorised fund, aggregate capital, share contributions) payment procedure as of the time of state registration and that matters concerning the formation of the legal entity have been approved, where required under law, with the relevant state bodies and/or local government bodies;

b) the decision whereby the legal entity has been formed, in the form of minutes, agreement or other document in compliance with Russian law;

c) the constituent documents of the legal entity (originals or copies attested by a notary public);

d) an extract from the register of foreign legal entities of a relevant country of origin or another equally effective proof of the legal status of a foreign legal entity being a founder;

e) a document confirming that state duty has been paid.

Article 13. Procedure for the State Registration of Legal Entities at the Formation Thereof

1. The state registration of legal entities at their formation shall be effected by registration bodies at the location of their permanent executive bodies, or if there is no such body, at the location of another body or person entitled to act in the name of the legal entity with no powers of attorney.

2. Documents shall be filed for state registration purposes in compliance with the procedure set out in [Article 9](#) of the present Federal Law.

3. State registration shall be completed within the terms specified in [Article 8](#) of the present Federal Law.

Chapter V. The State Registration of Legal Entities Formed by Means of Re-Organisation

Article 14. Documents Filed at the Registration of a Legal Entity Formed by Means of Re-Organisation

1. The following documents shall be filed with the registration body for the purposes of state registration of a legal entity formed by means of re-organisation (transformation, merger, partition, devolution):

a) an application signed by the applicant for state registration of each of the newly emerging legal entities formed by means of reorganisation in the format approved by the Government of the Russian Federation. The application shall confirm that the constituent documents of the legal entities formed by means of re-organisation comply with the standards established by Russian law as applicable to the constituent documents of a legal entity of a given organisational legal form, that the information contained in these constituent documents and in the state registration application are trustworthy, that the transfer certificate or partition balance sheet contain a succession clause relating to all the liabilities of the newly formed legal entity in respect of all its creditors and that all the creditors of the legal entity in re-organisation have been notified in writing of the reorganisation and that in the cases specified by law matters concerning the re-organisation of the legal entity have been approved by the relevant state bodies and/or local government bodies;

b) the constituent documents of each of the newly formed legal entities created by means of re-organisation (originals or copies attested by a notary public);

c) the decision whereby the legal entity is being re-organised;

d) the merger or affiliation agreement in the cases stipulated by federal laws;

e) the transfer certificate or partition balance sheet;

f) a document confirming that state duty has been paid.

2. If the constituent documents of a legal entity formed by means of re-organisation are amended, the state registration of such amendments shall be effected in compliance with the rules laid down in [Chapter VI](#) of the present Federal Law.

Article 15. Procedure for the State Registration of a Legal Entity Formed by Means of Re-Organisation

1. The state registration of legal entities formed by means of reorganisation shall be effected by registration bodies at the location of the legal entities in re-organisation.

If the location of the legal entities formed by means of reorganisation differs from the location of the legal entity being reorganised, the procedure for interaction between registration bodies shall be established by the Government of the Russian Federation.

2. If the re-organisation causes termination of the activities of one or several legal entities, the registration body shall make an entry in the state register that the activity of such legal entities has been terminated, upon the receipt of information from a relevant registration body about the registration of the newly formed legal entities, except for the cases specified in [Item 5 Article 16](#) of the present Federal Law.

3. The documents of legal entities formed by means of reorganisation shall be filed in the manner stipulated in [Article 9](#) of the present Federal Law.

4. The state registration of legal entities formed by means of reorganisation shall be completed within the terms stipulated by [Article 8](#) of the present Federal Law.

Article 16. The Completion of State Registration of a Legal Entity Formed by Means of Re-Organisation

1. The re-organisation of a legal entity in the form of transformation shall be deemed completed as of the time of state registration of the newly formed legal entity and the transformed legal entity shall be deemed to have terminated its activities.

2. The re-organisation of legal entities in the form of merger shall be deemed completed as of

the time of state registration of the newly emerging legal entity and the legal entities re-organised in the form of merger shall be deemed to have terminated their activities.

3. The re-organisation of a legal entity in the form of partition shall be deemed completed as of the time of state registration of the last of the newly formed legal entities and the legal entity reorganised in the form of partition shall be deemed to have terminated its activities.

4. The re-organisation of a legal entity in the form of devolution shall be deemed completed as of the time of state registration of the last of the newly emerging legal entities.

5. The re-organisation of a legal entity in the form of affiliation shall be deemed completed as of the time of making an entry in the state register about the termination of the activities of the last of the legal entities affiliated.

Chapter VI. The State Registration of Amendments to the Constituent Documents of a Legal Entity and the Introduction of Amendments to State Register Entries Concerning a Legal Entity

Article 17. Documents Filed for the Purposes of State Registration of Amendments to the Constituent Documents of a Legal Entity and for the Purposes of Amending a Legal Entity's Details Contained in the State Register

1. The following shall be filed with the registration body for the purposes of state registration of amendments to the constituent documents of a legal entity:

a) a state registration application signed by the applicant and drawn up in the format approved by the Government of the Russian Federation. The application shall confirm that the amendments to the constituent documents of the legal entity comply with the standards set by Russian law, that the information contained in these constituent documents and in the application are trustworthy and that the procedure for amending legal entities' constituent documents established by a federal law is complied with;

b) the decision whereby the amendments are introduced in the constituent documents of the legal entity;

c) the amendments to the constituent documents of the legal entity;

d) a document confirming that state duty has been paid.

2. The following shall be filed with the registration body for the purposes of amending the state register in terms of legal entity details without connection to an amendment to the constituent documents of a legal entity: a state register amendment application signed by the applicant and drawn up in the format approved by the Government of the Russian Federation. The application shall confirm that the amendments being introduced comply with the standards set by Russian law and that the information contained in the application is trustworthy.

Article 18. Procedure for Effecting State Registration of Amendments to the Constituent Documents of a Legal Entity and for Amending Legal Entity Details Contained in the State Register

1. The state registration of amendments to the constituent documents of a legal entity and/or the introduction of amendments to the state register in terms of information on a legal entity without connection to amendments to the constituent documents of the legal entity shall be carried out by the registration body at the location of the legal entity.

2. Documents shall be filed for the purposes of registering amendments to the constituent documents of a legal entity and/or amending the state register in terms of legal entity details without connection to an amendment to the constituent documents of a legal entity, in the manner stipulated by [Article 9](#) of the present Federal Law.

3. The state registration of amendments to the constituent documents of a legal entity and/or the introduction of amendments to the state register in terms of legal entity details without connection to an amendment to the constituent documents of a legal entity shall be completed within the terms set by [Article 8](#) of the present Federal Law.

4. If the details of a legal entity are amended due to the legal entity's relocation, the registration body shall make a relevant entry in the state register and shall dispatch the registration file to the registration body at the new place of location of the legal entity.

5. In the case of state registration of a new version of constituent documents and/or introduction of an amendment to the state register concerning details of a legal entity without connection with amendments to the constituent documents of the legal entity, a relevant entry shall be made in the state register.

Article 19. Notice of Amendment of the Constituent Documents of a Legal Entity

1. In the cases stipulated by federal laws the legal entity shall file with the registration body at the entity's location a notice of amendment of its constituent documents signed by the applicant, the decision to amend its constituent documents and the amendments proper.

2. In cases when amendments are introduced to the constituent documents of a legal entity, the registration body shall within five days after the receipt of the said notice make a relevant entry in the state register and notify the legal entity accordingly.

3. In the cases stipulated by federal laws the amendments introduced in constituent documents begin to have effect for third persons as of the time of a registration body's notice of such amendments.

Chapter VII. The State Registration of a Legal Entity in Connection with the Liquidation Thereof

Article 20. Notice of Liquidation of a Legal Entity

1. The founders (stake-holders) of a legal entity or the body that has made a decision to liquidate a legal entity shall within three days notify in writing the registration body at the location of the legal entity in liquidation, with the decision whereby the legal entity is liquidated being attached to the notice.

2. The registration body shall make an entry in the state register to the effect that the legal entity is in liquidation. Beginning from that time state registration is prohibited in respect of amendments to the constituent documents of the legal entity in liquidation as well as the state registration of legal entities in respect of which the legal entity acts as a founder or the state registration of legal entities which emerge as the result of its re-organisation.

3. The founders (stake-holders) of a legal entity or the body that has made a decision to liquidate a legal entity shall notify the registration body of the formation of a liquidation commission or the appointment of a liquidator and also of the compilation of an interim liquidation balance sheet.

Article 21. Documents Filed for the Purposes of State Registration in Cases of Liquidation of a Legal Entity

1. The following documents shall be filed with the registration body for the purposes of state registration in cases of liquidation of a legal entity:

a) a state registration application signed by the applicant and drawn up in the format approved by the Government of the Russian Federation. The application shall confirm that the legal entity liquidation procedure established by a federal law has been complied with, that settlements with its creditors have been completed and the matters concerning liquidation of the legal entity have been approved by relevant state bodies and/or municipal bodies in the cases stipulated by a federal law;

b) the liquidation balance sheet;

c) a document confirming that state duty has been paid.

2. Where a legal entity is liquidated involving bankruptcy proceedings application the following shall be filed with the registration body:

a) the arbitration court ruling on termination of liquidation proceedings;

b) a document confirming that state duty has been paid.

Article 22. Procedure for State Registration in Cases of Liquidation of a Legal Entity

1. State registration in cases of liquidation of a legal entity shall be effected by the registration body at the location of the legal entity in liquidation.

2. The liquidation commission (liquidator) shall notify the registration body of the completion of liquidation proceedings in respect of the legal entity at least two months after the time of publication of an announcement of liquidation of the legal entity by the liquidation commission (liquidator) in the press.

3. The documents stipulated by [article 21](#) of the present Federal Law shall be filed with the registration body after the completion of liquidation proceedings in respect of the legal entity.

4. The procedure under which documents shall be filed for state registration purposes in connection with the liquidation of a legal entity is set out in [Article 9](#) of the present Federal Law.

5. State registration in the case of liquidation of a legal entity shall be completed within the terms stipulated by [Article 8](#) of the present Federal Law.

6. The liquidation of a legal entity shall be deemed completed and the legal entity shall be deemed to have terminated its activities after an entry to this effect is made in the state register. The registration body shall publish information on the liquidation of a legal entity.

Chapter VIII. Refusal to Grant State Registration, Liability for a Breach of the State Registration Procedure

Article 23. Refusal to Grant State Registration

1. State registration may be refused in the following cases:

a) the non-filing of the documents required for state registration purposes under the present Federal Law;

b) the filing of documents with an improper registration body.

2. The decision of refusing to grant state registration shall contain grounds for the refusal and a compulsory reference to the irregularities listed in Item 1 of the present article.

3. The decision of refusing to grant state registration shall be adopted not later than the deadline set in [Article 8](#) of the present Federal Law for state registration.

4. The decision of refusing to grant state registration shall be forwarded to the person specified in the state registration application, with a delivery notice.

5. The decision of refusing to grant state registration shall be subject to court appeal.

Article 24. A Registration Body's Liability for a Breach of the State Registration Procedure

1. The officials of registration bodies shall be answerable under Russian law for groundless refusals to grant state registration, i.e. a refusal which does not comply with the grounds specified in Article 23 of the present Federal Law, the non-accomplishment of state registration within a set term or other breach of the state registration procedure established by the present Federal Law and also for a refusal to provide or for a late provision of information from the state register.

2. The registration body shall reimburse harm inflicted through a refusal to grant state registration, a refusal to grant state registration or a breach of the state registration procedure due to its fault.

Article 25. Liability of an Applicant and/or a Legal Entity for Illegal Actions

1. Applicants and/or legal entities shall be answerable under Russian law for the non-provision or late provision of information or the provision of unreliable information for the purposes of making an entry in the state register.

2. The registration body shall be entitled to file a petition with the court for liquidation of a legal entity if a clear violation of a law or other legal act has been committed at the formation of such a

legal entity, provided the violation is of irreparable nature, or if repeated or blunt violation of laws or other regulatory legal acts on the state registration of legal entities has been committed.

Chapter IX. Transitional and Conclusive Provisions

Article 26. Transitional Provisions

1. The registration files concerning legal entities registered earlier stored in the bodies which were responsible for the state registration of legal entities before the entry into force of the present Federal Law shall be deemed a part of federal information resource.

2. The procedure and term for transferring these registration files to a registration body shall be established by the Government of the Russian Federation.

3. An authorised person of a legal entity registered before the entry into force of the present Federal Law shall within six months after the entry into force of the present Federal Law provide the registration body with the information specified in Subitems "a" - "e", "k" Item 1 Article 5 of the present Federal Law.

Non-compliance with this provision shall be deemed grounds for the court to make a decision to liquidate such a legal entity on the application of a registration body.

Article 27. The Entry into Force of the Present Federal Law

1. The present Federal Law shall enter into force as of July 1, 2002, except for Item 2 of the present article, which shall enter into force as of the date of the official publication of the present Federal Law.

2. From the date of official publication of the present Federal Law and before its entry into force the Government of the Russian Federation shall adopt regulatory legal acts stipulated by the present Federal Law.

3. The President of the Russian Federation and the Government of the Russian Federation shall bring their regulatory legal acts in line with the present Federal Law.

President
of the Russian Federation

V.Putin