



Registration of a limited
liability company
Representing tomorrow





Registration of a Limited Liability Company in Azerbaijan

The fast-growing Azerbaijani economy continues to attract both foreign and local investments. Every year, numerous overseas companies set up operations and begin testing out new commercial opportunities in Azerbaijan. However, the requirement to register under Azerbaijani civil law and comply with continuing obligations can be challenging, and overseas companies may often be unaware of their legal obligations.

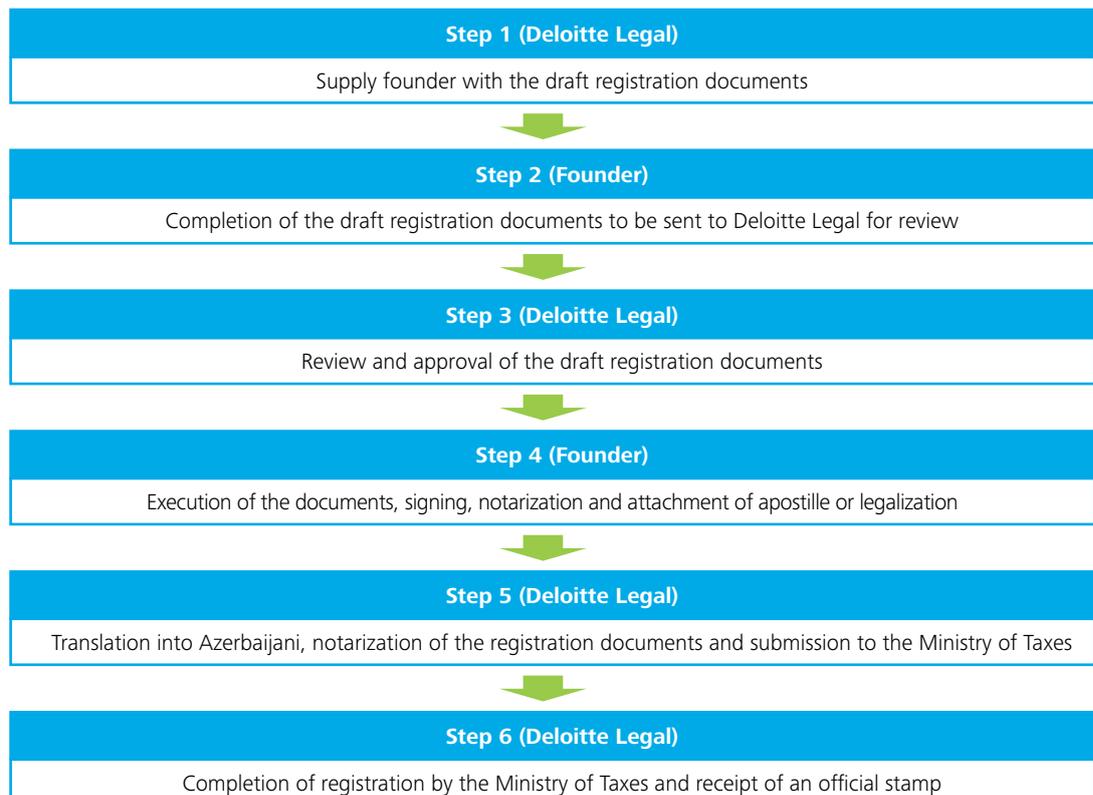
How can Deloitte's Legal team help?

Deloitte Legal is experienced in registering Limited Liability Companies and in offering support and guidance on compliance with obligations.

In particular, we can provide assistance with:

- Choosing the legal form of registration
- Carrying out actual registration in Azerbaijan
- Providing post-registration support.

Registration steps



List of necessary documents:

- Application form – to be drafted by Deloitte Legal
The form must be signed by the founder or a duly authorized representative.
The form should be notarized by an Azerbaijani public notary. Upon receiving power of attorney (granted by the Founder), this document can be signed by a Deloitte Legal professional.
- LLC Charter – to be drafted by Deloitte Legal
Two copies of the document must be signed by the founder or its authorized representative. Upon receiving power of attorney (granted by the Founder) this document can be signed by a Deloitte Legal professional.
- Founder's board resolution on establishment of the LLC and on appointment of the director – to be drafted by Deloitte Legal.
The document must be prepared on the founder's letterhead, stamped with its seal and signed by the founder's authorized representative. The document must be notarized by an authorized public notary in the founder's country of residence and certified by apostille.
- Bank receipt for payment of charter capital
The founder pays its contributions to the LLC's charter capital and provides Deloitte Legal with the receipt of payment. There is no maximum or minimum limit for the charter capital. The charter capital may be paid within three months upon registration of an LLC.
- Memorandum and Articles of Association of the Founder
The documents must be notarized by an authorized public notary in the founder's country of residence and certified by apostille.
- The founder's registration certificate and/or extract from the trade register where the founder is registered
The document must be notarized by an authorized public notary in the founder's country of residence and certified by apostille.
- Document confirming the legal address of the LLC
A copy of the lease agreement or letter from the landlord certifying the legal address of the LLC. The document must be notarized by an Azerbaijani public notary.
- Power of attorney in the name of Deloitte in order to carry out registration services – to be drafted by Deloitte Legal
The document must be prepared on the founder's letterhead, stamped with its seal and signed by an authorized representative of the founder. The document must be notarized by an authorized public notary in the founder's country of residence and certified by apostille.
- State duty
State duty of AZN 11 must be paid to the Azerbaijani state budget prior to the submission of registration documents to the Ministry of Taxes. Upon receipt of a request from the founder, Deloitte may pay the state duty and charge it to the founder or the LLC.
- Preparation of a corporate seal
A corporate seal must be ordered from a specialized company in Azerbaijan. Deloitte will arrange for the preparation of a corporate seal on behalf of the LLC.

* Azerbaijan is a signatory to the Hague Convention, abolishing the requirement for the legalization of foreign public documents, effective from 31 March 2004 ("the Convention"). According to the Convention, legalization is not necessary with respect to public documents issued in a country which is a signatory to the Convention. These public documents only need to be certified in the form of an apostille by that country's authority, i.e. this is the only procedure required to authenticate a foreign document. However, if the documents are executed in a non-signatory country, they must be legalized by the Azerbaijani Embassy or a diplomatic representative office of any country representing the interests of Azerbaijan Republic in the home country of the founder.

Please consult Deloitte Legal before obtaining legalization or an apostille for the above documents.

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