

## Branch or representative office registration Representing tomorrow

Deloitte Legal

### Registration of a branch or representative office 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 the Deloitte Legal team help?

We are experienced in registering branches and representative offices 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.

#### Step 1 (Deloitte Legal)

- Supply head office with the draft registration documents

#### Step 2 (Head office)

- Complete the draft registration documents and send them to Deloitte Legal for review

#### Step 3 (Deloitte Legal)

- Review and approval of the draft registration documents

#### Step 4 (Head office)

- Signing, notarization and apostille or legalization of the registration documents

#### Step 5 (Deloitte Legal)

- Translation into Azerbaijani, notarization of the registration documents and submission to the Ministry of Taxes

#### Step 6 (Deloitte Legal)

- Completion of registration by the Ministry of Taxes and receipt of an official stamp

### List of necessary documents:

- Application form – to be drafted by Deloitte Legal

The form must be signed by the head office or its duly authorized representative. The form should be notarized by an Azerbaijani public notary. Upon receiving power of attorney (granted by the head office), this document can be signed by a Deloitte Legal professional.

- Branch/representative office regulations – to be drafted by Deloitte Legal

Two copies of the document must be signed by the head office or an authorized head office representative. Upon receiving power of attorney (granted by the head office), this document can be signed by a Deloitte Legal professional.

- Head office's board resolutions on the establishment of the branch/representative office and on the appointment of the head of the branch/representative office – to be drafted by Deloitte Legal. The documents must be prepared on letterhead from the head office, stamped with their seal and signed by an authorized head office representative. The documents must be notarized by an authorized public notary in the head office's country of residence and certified by apostille.

- Power of attorney for the head of the branch/representative office – to be drafted by Deloitte Legal

The document must be prepared on letterhead from the head office', stamped with their seal and signed by an authorized head office representative. The document must be notarized by an authorized public notary in the head office's country of residence and certified by apostille.

- Memorandum and Articles of Association of the head office

The documents must be notarized by an authorized public notary in the head office's country of residence and certified by apostille.

- Head office's registration certificate and/or extract from the trade register where the head office is registered. The document must be notarized by an authorized public notary in the head office's country of residence and certified by apostille.

- Document confirming the legal address of the branch/representative office in Azerbaijan

A copy of the lease agreement or letter from the landlord certifying the legal address of the branch/representative office. 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 letterhead from the head office, stamped with their seal and signed by an authorized head office representative. The document must be notarized by an authorized public notary in the head office's country of residence and certified by apostille.

- State duty

State duty of AZN 220 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 head office, Deloitte Legal may pay the state duty and charge it to the head office or the branch/representative office.

- Preparation of a corporate seal

A corporate seal must be ordered from a specialized company in Azerbaijan. Deloitte Legal will arrange for the preparation of a corporate seal on behalf of the branch/ representative office.

\* 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 head office.

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

# Contacts

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