

**(Translation)\***



**MINISTERIAL REGULATION**  
**ESTABLISHING PARTNERSHIPS AND COMPANIES REGISTRATION OFFICES, APPOINTING REGISTRARS AND**  
**PRESCRIBING RULES AND PROCEDURES FOR REGISTRATION OF PARTNERSHIPS AND LIMITED COMPANIES,**  
**B.E. 2549 (2006)**

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By virtue of the provisions of section 1014, section 1018 and section 1020 of the Civil and Commercial Code, the Minister of Commerce issues this Ministerial Regulation, as follows.

**Clause 1.** There shall be repealed:

- (1) Ministerial Regulation No. 5 (B.E. 2491) (1948) issued by virtue of the provisions of the Civil and Commercial Code;
- (2) Ministerial Regulation No. 6 (B.E. 2492) (1949) issued by virtue of the provisions of the Civil and Commercial Code;
- (3) Ministerial Regulation No. 7 (B.E. 2495) (1952) issued by virtue of the provisions of the Civil and Commercial Code;
- (4) Ministerial Regulation No. 8 (B.E. 2496) (1953) issued by virtue of the provisions of the Civil and Commercial Code;
- (5) Ministerial Regulation No. 9 (B.E. 2497) (1944) issued by virtue of the provisions of the Civil and Commercial Code;
- (6) Ministerial Regulation No. 10 (B.E. 2502) (1959) issued by virtue of the provisions of the Civil and Commercial Code.

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(7) Ministerial Regulation No. 11 (B.E. 2504) (1961) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies);

(8) Ministerial Regulation No. 12 (B.E. 2510) (1967) issued by virtue of the provisions of the Civil and Commercial Code;

(9) Ministerial Regulation No. 13 (B.E. 2512) (1969) issued by virtue of the provisions of the Civil and Commercial Code;

(10) Ministerial Regulation No. 14 (B.E. 2513) (1970) issued by virtue of the provisions of the Civil and Commercial Code;

(11) Ministerial Regulation No. 15 (B.E. 2514) (1971) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies);

(12) Ministerial Regulation No. 16 (B.E. 2516) (1973) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies);

(13) Ministerial Regulation No. 17 (B.E. 2519) (1976) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies);

(14) Ministerial Regulation No. 18 (B.E. 2519) (1976) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies);

(15) Ministerial Regulation No. 19 (B.E. 2521) (1978) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies);

(16) Ministerial Regulation No. 20 (B.E. 2527) (1984) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies); and

(17) Ministerial Regulation No. 21 (B.E. 2536) (1993) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies).

**Clause 2.** There shall be established in the Department of Business Development, Ministry of Commerce, the Central Partnerships and Companies Registration Office, with Director-General of the Department of Business Development being the Central Registrar and with such ordinary Government officials who hold Class 7 upwards in the Department of Business Development as appointed by the Central Registrar being Assistant Central Registrars, for performing registration work in relation to partnerships and limited companies which have principal business offices in Bangkok and other provinces throughout the Kingdom.

**Clause 3.** There shall be established Partnerships and Companies Registration Offices in such localities as the Central Registrar deems appropriate, provided that the number, responsible areas and dates of inauguration thereof shall be as prescribed by the Central Registrar in the Government Gazette.

In Partnerships and Companies Registration Offices, such ordinary Government officials holding Class 3 upwards in the Ministry of Commerce as appointed by the Central Registrar shall be Registrars.

The Registrars' powers and duties and rules and procedures for registration of partnerships and companies shall be as prescribed by the Central Registrar.

**Clause 4.** The Central Registrar shall issue Notifications prescribing application forms for the registration.

**Clause 5.** The registrar shall, upon receipt of an application for registration of a partnership or a company, examine such application. In the application complies with legal requirements, the Registrar shall collect fees therefor and issue an order to the effect of registration.

**Clause 6.** A signature required to be affixed to an application for registration shall be personally affixed by the applicant in the presence of the Registrar.

In the case where a signature cannot be affixed in the presence of the Registrar for any reason whatsoever, it shall be deemed that the signature in the registration form is valid where the applicant has affixed that signature personally in the presence of the following persons:

(1) in the case of the affixing of a signature in the Kingdom:

(a) a superior administrative or police official stationed in the locality in which the applicant is domiciled;

(b) an ordinary or extraordinary member of The Thai Bar; or

(c) any other person as prescribed by the Notification issued by the Central Registrar;

(2) in the case of the affixing of a signature abroad:

(a) a competent official of the Royal Thai Embassy or the Royal Thai Consulate Office or Head of the office attached to the Ministry of Commerce in charge of operations in such particular country, or any official entrusted to act for such persons;

(b) a person with the authority to grant due certification under the law of such particular country; or

(c) two reliable persons, who shall affix their signatures in the presence of the Registrar in attestation of the applicant's signature.

**Clause 7.** All Notifications or orders issued by virtue of the Ministerial Regulations repealed under Clause 1 shall remain in force insofar as they are not contrary to or inconsistent with this Ministerial Regulation until Notifications or orders issued by virtue of this Ministerial Regulation come into force.

**Clause 8.** All applications for registration filed prior to the date of the entry into force of this Ministerial Regulation shall be deemed as the applications for registration filed under this Ministerial Regulation.

**Clause 9.** This Ministerial Regulation shall come into force as from the day following the date of its publication in the Government Gazette.\*

Given on the 8<sup>th</sup> Day of May 2006.  
Preecha Laohapongchana  
Deputy Minister Acting for  
Minister of Commerce

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\* Published in Government Gazette, Vol. 123, Part 51a, dated 22<sup>nd</sup> May 2006.

**Note:-** The reason for the promulgation of this Ministerial Regulation is as follows. Whereas the Ministerial Regulation No. 5 (B.E. 2491) (1948) issued by virtue of the provisions of the Civil and Commercial Code as amended by the Ministerial Regulation No. 21 (B.E. 2536) (1993) issued by virtue of the provisions of the Civil and Commercial Code (on Partnerships and Companies) prescribes that the Central Registrar shall appoint ordinary Government officials holding Class 5 upwards in the Ministry of Commerce as Registrars, such requirement constitutes an impediment to the appointment of Registrars for delivering public services. It is expedient to revise such requirement, in the interest of enhancing flexibility in work performance, to the effect that ordinary Government officials holding Class 3 upwards may be appointed as Registrars. It is therefore necessary to issue this Ministerial Regulation.