

To: President of the Federal Republic of Somalia, Mogadishu

Cc: Speaker of the Upper House of Somali Federal Parliament, Mogadishu

Cc: Prime Minister of Federal Government of Somalia, Mogadishu

Cc: Committee for Economy, Trade, Industry, and Investment of House of the People, Mogadishu

Cc: The Attorney General, Mogadishu

Cc: The Auditor General, Mogadishu

Cc: The Secretary General of House of the People, Mogadishu

Cc: Director of the Legal Department of House of the People, Mogadishu

Purpose: Submission of the Companies Bill

H.E Mr. President,

As you know, the attached **Companies Bill** was submitted by the Office of the Prime Minister of the Federal Government of Somalia. After that, the Committee for Economy, Trade, Industry and Investment of the House of the People planned and followed the review procedure. Finally, the House of the People accepted the amendments made by the Upper House and approved the bill at the 6th Session, 26th plenary meeting on 25/12/2019. The voting was as follows:

Total: 156	Yes vote: 156	No vote: 0	Abstain vote: 0
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Therefore, H.E Mr. President, in accordance with article 90, letter (q) of the Provisional Federal Constitution, I would request you to accept the House of the

People's decision by issuing a Presidential Decree and promulgating the law in the official gazette.

Kind regards,

H.E Mohamed Mursal Sh Abdirahman

Speaker of House of the People of the Somali Federal Parliament

The Company Bill

Total: 156

Yes vote: 156

No vote: 0

Abstain vote: 0

Speaker of the House of the People of the Somali Federal Parliament

Signature: H.E Mohamed Mursal Sh Abdirahman

Date: December 25, 2019

First Deputy Speaker of the House of the People of the Somali Federal Parliament

Signature: H.E Abdiwali Ibrahim Sh Muudeey

Date: December 25, 2019

The General Secretary of the House of the People of the Somali Federal Parliament

Signature: Abdikarim Haji Abdi Buux

Date: December 25, 2019

APPROVAL OF THE COMPANIES LAW

PRESIDENT OF THE FEDERAL REPUBLIC OF SOMALIA

HAVING SEEN: Article 87, Paragraphs 1 and 2, of the Provisional Federal Constitution

HAVING SEEN: Article 90, letter “F” of the Provisional Federal Constitution

HAVING SEEN: The letter Lr.GSH455/12/I9 dated on 25/12/2019 issued by the Speaker of the House of the People on the Company Law

HAVING CONSIDERED: The need for approval and promulgation of this Law

The President has issued this Law

Article 1

From the day the President signs this Law, the Parliament approval of this Law becomes official.

Article 2

After the President signed the Bill, the Law will be published in the official gazette of the Federal Republic of Somalia.

MOGADISHU: 26/12/2019

President of the Federal Republic of Somalia

Mohamed Abdullahi Mohamed “Farmaajo”

The FEDERAL REPUBLIC OF SOMALIA

COMPANIES LAW

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Companies Law

CHAPTER 1

Article 1

Purpose of the Law

This law:

1. Regulates the operations of business companies in the Federal Republic of Somalia.
2. Regulates company registration and their administrative functions.

Article 2

Terminologies

If not defined otherwise in another law, each of the following words will have the definitions given:

1. **“Address”** means the address directed to the letters or the street address of the location.
2. **“Business”** means any lawful activity that involves the possession of a property, which is expected to be profitable.
3. **“Company”** refers to a company founded in accordance with this law or a company that existed before and complied with this law.
4. **“Companies Law”** refers to the Companies Law of the Federal Republic of Somalia or corporate bylaws.
5. **“Company Name”** refers to the name of the company as indicated in the company's founding document or the amended company's founding document in accordance with article 16 or 17 of this law.
6. **“Company Bylaw”** refers to the manuscript registered for the company or the company bylaws.
7. **“Merging Companies”** refers to each of the merging companies and the lasting company.
8. **“Registered Company Statement”** means the registration document of an already functioning business entity or the manuscript of the foundation of a company or a similar manuscript registered for or registered by a company in accordance with the company law of the country that the company is founded or the company got its legal status or its owners acquired the company's limited liability. When the registered

manuscript is amended or rewritten, the registered statement is referred to as the latest rewriting or amendment.

9. **“Registrar”** means the registrar of the Ministry of Commerce.
10. **“Contribution”** refers to any contribution made by a person to a company to become a shareholder, or a shareholder of a company may contribute to money, asset, or service provided or a promissory note or any other obligation in order to contribute to money, property or service.
11. **“Court”** includes every court and every judge who has jurisdiction for a court case.
12. **“Delinquent company”** means based on article 73rd that it is incapable of fulfilling what the law says, an obligation arising out of a contract or debt that the company failed to fulfill.
13. **“National company”** means a company, association or cooperative established under a binding law of the Federal Republic of Somalia or Somalia law governs the relationship between owners and owners and the association or cooperative and considers the Somalia law a legal a private firm.
14. **“Effective Date”** in relation to a record registered by the Registrar, it means the time and date stipulated in accordance with article 87 of this law.
15. **“Effective date of dissolution of a company”** refers to the effective date of dissolution letter of the company or the date on which the registrar of the dissolved judge records the dissolution or dissolution of the company after the expiration of its term.
16. **“Existing Company”** means a company that existed prior to the enactment of this act.
17. **“An existing foreign company”** refers to a foreign company that used to perform business or other activities in the Federal Republic of Somalia prior to the enactment of this act.
18. **“Fee”** means a fee charged by the Ministry of Commerce as stipulated in 86 of this law, and it includes fees levied as a penalty for registration delays or for any other reason.
19. **“Registered Record”** means a document held by the registrar in accordance with this law, whether that document becomes effective or ineffective.
20. **“Foreign company”** means a company, organization or cooperative established in accordance with the law of another country, which governs relations between owners and the law of that country recognizes it as a legally registered private company.
21. **“A foreign company name”** means:
 - a) The name of a foreign company authorized to conduct business or implement activities in the Federal Republic of Somalia, whether that name is a valid or a company name, which may be changed in accordance with article 20 of this law.
 - b) The correct name of a foreign company that is not allowed to conduct business or implement activities in the Federal Republic of Somalia.
22. **“Mailing system”** means sending mail to the post or other forms of mailing that is properly communicated to the recipient.
23. **“Manager”** means:

- a) A shareholder of a company owned by the shareholders;
 - b) A manager when the management of the company is handled by managers but not the shareholders;
 - c) A person appointed as a company manager to run the company in accordance with article 37 of this law;
 - d) A person in the position of a company as indicated in the company law as an equivalent of the duties of members (b), to (c) of this article.
24. **"Shareholder"** means a person who has an ownership interest in a company according to the rights and obligations set out in this Act. When a company has only one shareholder, the term shareholder or shareholders is considered only for that shareholder.
25. **"Shareholder interest"** means the shareholder dividend yield of the company's profits and losses and its net profit when distributing the company's assets.
26. **"Acquisition companies"** means a company that joins the remaining company in accordance with this law or in accordance with the founding law of the company.
27. **"Obligation"** means a debt, liability arising from a tort, contract or otherwise.
28. **"Act"** means when in relation to a company:
- a) this Act;
 - b) the law of the establishment of a company owned by either Somali or otherwise;
 - c) Other laws of Somalia or other countries that administer the structure and management of these companies;
29. **"Owner"** means a shareholder or a person who has an interest similar to that of a business owner.
30. **"Person"** means a person, a company, and everything that has a legal personality.
31. **"Main office"** means the office located at the company's main office address.
32. **"Hearing"** means a civil action, arbitration, mediation of a criminal case, administrative action or investigation.
33. **"Receipt"** in relation to the receipt of a written statement by a company, it means that the statement was delivered to the company.
34. **"Report or annual report"** means the report mandated by article 72 of this Act.
35. **"Reporting company"** means any national company, whose bylaw is in the registration of the registrar and any foreign company authorized to conduct business or operations in the Federal Republic of Somalia.
36. **"Non-Reporting Company"** means when the company is dissolved or becomes delinquent or relinquishes its license for business or other operations in the Federal Republic of Somalia. It shall report when reestablished in accordance with Chapter 11 of this law, a delinquent company will once again report, when the delinquency is fixed, in accordance with article 75 of this Act.
37. **"Amendment text"** means the amendment text stipulated in article 90 of this law.
38. **"Correctional text"** refers to the corrective text cited in article 89 of this law.

39. **“Authorization Letter to an existing company”** means the statement granting permission to a foreign company as stipulated in article 101 of this law.
40. **“Primary statement”** refers to the basic text aimed to establish a company as stated in article 12 of this law, which is registered in the registrar's record. The primary statement may include amendment of the basic text, rewritten basic text, merger text, and any text stored in the registrar's register that modifies or supplements the original or modified text.
41. **“Merger statement”** means the merger statement referred in article 53 of this law.
42. **“An existing company registration statement”** refers to the registration record of an existing company filed into the registrar's records for the purpose of registering an existing company. The registration record of an existing company may include an amendment to the company's registration, a rewriting of the registration text, merger texts, and any text entered into the registrar's records with an amendment track.
43. **“Block/street address”** means the name and number of the block/street, city, state, country, postal code for mail delivery. If there is no such address, then it will mean the most appropriate description of the company's location.
44. **“The acquiring company”** means the company which has merged a company or companies in accordance with article 54 of this Act or in accordance with an Act other than this Act.
45. **“Official name”** when referring to an ordinary person, it refers to the triple name of the person; with regard to shareholders/owners, it means the official name of each person, with regard to a company, it means the company name, with regard to a foreign company, it means the operation name of that company.

Article 3

Name of this Law

1. This law is called the Companies Law of the Federal Republic of Somalia.

Article 4

Interpretation of this Law

1. This law is interpreted in accordance with the Somali Civil Code, the Constitution of the Federal Republic of Somalia and the general principles of the international laws.

CHAPTER 2

MANDATE AND FUNCTIONS OF COMPANIES

Article 5

Purpose of a Business Company

1. A business company may be formed when a person or persons bring together property in accordance with the law and become shareholders and engage in a profit-seeking business in accordance with the laws of the country and does in a way that does not harm the morals and ethics of the society.

Article 6

Company Legal Personality

1. A company becomes a legal entity once registered with the relevant court (Registrar) within the jurisdiction of the proposed Company's Head Office.
Upon this registration, a company is entitled to exercise all its functions (rights and responsibilities) under this Act with power to acquire assets, to sue and be sued, enter into legal agreements, etc.

Article 7

Types of Companies

Any company that wants to be registered should be

1. Private Company.
 - a) A simple Company is a company owned by an individual, family and a small group of friends.
 - b) A limited liability company is a company that doesn't pass its debts to shareholders.
 - c) A company with no liability is a company whose debt is passed on to the shareholders.
2. Public Company
Shareholder company is a company whose capital is divided into equity, with limited liability and more than 50 shareholders.

Article 8

Characteristics of a Private Company and a Public Company

1. The private company has the following characteristics:
 - a) Limited shareholder rights to transfer his/her shares to another person.
 - b) The number of shareholders of the company is limited to 50 shareholders.
 - c) The propagation of the sale of its shares is prohibited.
 - d) If a private company reaches 50 members, it automatically becomes a public company.
2. A public company has the following characteristics:
 - a) Shareholders may transfer their shares.
 - b) That its regulation does not preclude the public from buying shares and loans of the company.
 - c) Its articles of association limits the minimum number of members to 7 (seven) without limiting the maximum number.
3. That the founding certificate defines that it is a public company.

Article 9

Using Unlawful Power

1. If company executives exercise their powers beyond the company delegated powers to them, they will collectively and individually be responsible of the damages and rights resulting from their actions.

Article 10

Foreign Trade Relations

1. This law allows national companies registered in accordance with this law to trade in and outside of the country.

Article 11

Liability of Shareholders

1. If a public company fails to fulfill its financial commitments or fails to comply with the terms of the agreements, according to the provisions of this law, shareholders will not

be liable, but the property of a private company is a guarantee of the company's obligations.

CHAPTER 3

ESTABLISHMENT

Article 12

Establishing Companies

1. A company may be formed by one or more persons who are sane and not less than 18 years of age, or a company, companies and ordinary persons who combine assets to make a profit and other interests, which are not in conflict with the laws of the country.

Article 13

Articles of Association

The articles of association to establish the company shall contain:

1. Company name.
2. Company logo.
3. The objectives of the company.
4. Company capital and ownership.
5. The business type of the company.
6. Address of company headquarters.
7. Full names and contact information of the founders of the company.
8. The name(s) of the board of directors of the company and the person(s) responsible for managing the company and their addresses.
9. Anything else that is important for the founders of the company to include in the establishment statement.

Article 14

Entry into Force of the Registration

1. A company is established when its founding statement for registration is accepted by the Registrar of the Ministry of Commerce and the founders don't apply for a

postponement, and the Ministry ensures that the name of the company did not exist before.

Article 15

Amendment to the Articles of Association

The Articles of Association may be amended at any time and for any purpose, and must be amended when:

1. The company name is changed.
2. There is an error text in the Articles of Association and agreed by two-third of the shareholders, and the amendment is submitted to the registrar for registration.

CHAPTER 4

COMPANY NAME

Article 16

Company Name

1. The name of the company should not contain words or statements that breach a binding law of the Federal Republic of Somalia. The company name may include abbreviated words such as Inc, Co, Ltd, LLC although it is not required to be Somali or English if it is written in Somali or English; it may be Somali, Arabic, English or numbers.

Article 17

Name of a Dissolved Company

1. If a company is dissolved, the name of the dissolved company should be added to the term dissolved along with the month, day and year of the dissolution of the company.

Article 18

Name of an Insolvent Company

1. A company becomes insolvent on the day it fails to fulfill all of its financial obligations and operating agreements, and the name of the insolvent company must be added to the word insolvent and the month, day and year it became insolvent.

Article 19

Requesting Reserved Company Name

1. Every individual may apply to be registered for any name of a company in order to use it separately and can submit a written request to the Registrar for registration. The applicant must state the name, address, information, and the name and the information notification will be sent to.
2. The Registrar, if he thinks that the requested name may be used as a company name, shall register the name for ninety (90) days and the individual may renew it once for another 90 days.
3. The name registered for a person can be given to another person, but the person who has already registered must submit the permission to the registrar in order to be registered for the other person.
4. The company's establishment statement may be stated to delay the effect of the registration date to when the registrar registers the name of the company and is considered to be a request until the establishment statement becomes effective.

Article 20

Taking the Name of a Foreign Company

1. The name of an existing foreign company may be requested for registration by the management of the company and a person who has been granted authority by the company in accordance with the requirements of Article 16.
2. Any foreign company may register a branch in the Federal Republic of Somalia when a business/work permit is granted.
3. The name of the company that the individual wants to be registered as a foreign company name, and that name cannot be used, it must take another company name to operate in the country in accordance with the law.

Article 21

The Name of a Foreign Company

1. If a foreign company has obtained a permit registered by the registrar and that permitted has been revoked, the revocation must be noted next to the company name.

CHAPTER 5

SHAREHOLDERS

Article 22

New shareholders

1. An existing company which intends to add to its shareholders to new shareholders it can do so, but this decision must be taken with the majority of two thirds of the existing shareholders. If a shareholder intends to transfer his shares to one or more persons, they will be new shareholders of that company.

Article 23

Transfer of Company Interest

1. The interest that the shareholder has in the company is a personal property belonging to the shareholder and he has the faculty to delegate or transfer to anyone. If the delegate or purchaser has not been made a shareholder of the company, the delegate or purchaser will only have the right to receive the profits from the shares and any other economic benefit. However, he will not have the right to participate in the administration of the affairs and management of the company.
2. The shareholder loses ownership of the share when he transfers the interest in the share, and the person who acquired the interest in the share will have ownership upon acceptance of the transfer, and assumes the rights of interest, the powers and responsibilities and the company will not be able to demand anything from the shareholder who transferred the shares.
3. The person to whom part of the shares has been delegated, assumes all the rights and responsibility of the duties that the company and other persons could claim towards the transferor.

Article 24

Company Debt and Shareholder(s)

1. A person who is a lender towards a shareholder and who has submitted a claim application to the Tribunal and obtained a favorable judgment, the Tribunal may issue an immediately enforceable order to withhold and pay the debt from the interest of the debtor shareholder before the judgment become enforceable and the same time nominate an agent to collect the proceeds of the shares of the debtor shareholder.
2. The agent may issue instructions, guidelines, and audits to the debtor's accounts. The creditor will only be entitled to the interest transferred to him. The interest amount of a debtor received by a court can be recollected at any time before the closure of the finance.
3. If the court orders the sale of the interests of the debtor shareholder, it can be bought, and this fact could cause the dissolution of the company, when accepted by all the shareholders whose equity interests are not retained or sold. This law cannot deprive a shareholder of rights and interests recognized by other special laws.

Article 25

Deceased Shareholders and the Company

1. If the shareholder of a company dies and the court appoints a curator to carry out the administration of his interests or to assume the powers of the deceased shareholder, that curator will exercise all the powers that the law or the court confers on him.
2. If the shareholder is a legal person and the company goes bankrupt or dissolved, the legal representative of the legal person who had an interest in the shareholder or who is his successor in title will take all the powers due to the shareholder.

Article 26

The Mandate of Shareholders and Management

1. The shareholder and the administration of the company are not responsible for the judgments, decisions and orders issued by the court against the company, nor for the debts and obligations assumed by the company.

Article 27

Shareholders Voting

1. The company's decisions are taken unanimously or by majority vote, the company's voting system does not prevent voting based on the price of each share owned by the shareholder, if there is no contrary will reached with the consent of all the shareholders.
2. Shareholders may personally participate in the vote, or through their permanent representative or occasional representative sent to represent them in the vote.

Article 28

Shareholder litigation

1. The shareholder may initiate a legal action against others or continue an ongoing legal action in representation of the company in a manner compatible with the laws and regulations of the country when:
 - a) The shareholder must have been a shareholder of the company at the time the fact that the legal action refers to occurred.
 - b) And the shareholder is convinced that he has the right to represent the interests of the other shareholders and that to the same extent this affects the execution of the company's rights.
2. Shareholder lawsuit means civil lawsuits concerning the company's shareholder rights.

Article 29

Shareholder Initiation of a Litigation

The shareholder cannot initiate litigation on behalf of the company unless;

- a) Submit a request to the management of the company to represent it in the litigation.
- b) Within thirty (30) days from the date of the request to the authorities, except that the expiration of thirty days is not a requirement when;
 - I. The shareholder was notified prior to the expiration of the thirty days duration that the company rejected his/her request.
 - II. The issue is a serious risk to the company if waited for the expiration of the thirty days duration.

Article 30

Reasons for Suspension of Complaints

1. In order to give the company enough time to investigate allegations presented in the litigation and initiated in conformity with this law, the court should halt the proceedings that the company is represented until the company reviews, and the court provides a convenient period of time.

Article 31

The Objection of the Litigation

1. The Court may reject a lawsuit initiated on behalf of a company without its endorsement. The court may also reject it when it receives the company's notice and authenticates that the continuation of the proceedings is not in the interest of the company.
2. If the shareholders or management does not agree on the company's interest, the court will decide on the advice of an expert on the case who is independent of the management and shareholders of the company.
3. The court appoints a panel to decide when the company refuses to appoint a representative in a lawsuit. That panel should have no particular interest in the case, be reasonable and have the capability to proceed with the case and its solution as authorized by the court.

Article 32

Canceling a Litigation

1. A lawsuit that has been initiated cannot be terminated and parties cannot reach an agreement outside of the court without the court's knowledge. When the court recognizes that a recommendation for termination or agreement has a significant impact on the shareholders of the company, it should notify all stakeholders of the company affected by the lawsuit to get their views.

Article 33

Litigation Fees

1. A shareholder who has sued the company for a reasonable cause but the court decides in favor of the company, the court may order the company to return the plaintiff's

costs, including the lawyers' fees. If a company is sued and the court perceives to be unreasonable, it can order the plaintiff to repay the company for its defense costs, including the fees of the lawyers.

Article 34

Secrecy of Registers and Accounts

1. Each shareholder in the company has the right to follow reasonable procedures for shareholders or managers to inspect the shareholders, managers, and registrars at any time. The shareholder should pay the cost of the inspection service, but must state in his/her request the purpose of the inspection and should request the following information:
 - a) Full and up-to-date information on the business and financial status of the company, including decisions and minutes of meetings and a copy of the company's tax payment of that year.
 - b) List the names of the shareholders and managers of the company and the addresses of the business locations, shareholders' locations, managers and their mailing addresses.
2. Each manager has no right to know all the information of shareholders and other managers, and the company may keep its records in different ways other than in writing, but if that can be easily turned into writing within a short period of time.

CHAPTER 6

MANAGEMENT

Article 35

Management Appointment

1. The company's shareholders indicate in the Articles of Association or the company's registration document that the company will have a manager. One or more managers who run the company must be at least 18 years old. Managers may be appointed or dismissed in a decision by the majority of the shareholders.

Article 36

Powers of Company Management

1. Decisions regarding the management of the company are made by the majority of shareholders or managers. The company administered by one manager, the extent of his/her power is stipulated in the Articles of Association of the company.
2. The consent of each shareholder must be obtained, in the Articles of Association and any registered document, when the company bylaw and business activities of the company are amended.

Article 37

Employees and representatives

1. The Company may have one or more employees and representatives with the rights, duties, and powers granted by the company. An employee or company representative maybe every person not less than 18 years of age.
Staff and representatives may be appointed or dismissed by the majority of the company shareholders. Their duties, rights, and obligations are earned by the consent of the shareholders.
2. Employees and other representatives may perform other duties when the shareholders have agreed to carry out activities other than the business mandate of the company.

Article 38

Duties of Shareholders and Managers

1. The obligation of the shareholders to the company shall be to pay all of the capital promised to contribute to the company. If the management of the company is in the hands of shareholders and managers, they serve as guardians of the company's assets, profits or revenues generated by the company. They are expected to refrain from competing with the company they were managing prior to the dissolution of the company.
2. They must not neglect the company's assets and avoid unintentional and unlawful intentional acts, which is an abuse of trusted responsibility and may result in a violation of the law.
3. A shareholder or manager may borrow money from the company and make other transactions with the company. Both the shareholder and the manager, when it comes to transactions, such as debt and any transaction, are treated the same way as non-shareholders or management of the company in accordance with applicable practices.

Article 39

Prohibited Representation of Shareholders

1. If the company's Articles of Association or the company's registration statement states that the company is managed by the shareholders, each shareholder is a representative of the company's business. The act performed by a shareholder in fulfilling the ordinary operations in the company's name or business is considered a work done for the Company. An exception is that the shareholder has no authority to represent the Company in a particular case and at the same time the person who is dealing with the representative knows that the shareholder does not have that mandate.

Article 40

Reimbursement and Guarantee

1. The company must compensate a person who has been a shareholder or manager for money he paid while performing his/her regular business duty. The Company must be a guarantor of a person who has been a shareholder or manager for a contract signed while fulfilling his/her regular business operations or caring for the business, and lost company assets or was responsible for performing the duties and obligations of the Company.

CHAPTER 7

FINANCE

Article 41

Types of Partnerships

1. Shareholders can confer money, means of production and services that everyone has promised or paid / delivered.
2. A person is a co-owner shareholder of the company or who expects a shareholder interest from the company, which he has not conferred ownership in the company or which is under no obligation to confer ownership in the company.
3. Unless the company regulations provide otherwise, a person can be a shareholder of the company without receiving the benefits of a corporate shareholder.

Article 42

Responsibility for Company Capital Payment

1. Shareholders are obligated to pay the agreed amount and each may contribute to the company or refund money or material previously distributed. This issue can be avoided only when received written consent by all stakeholders, without prejudice to the rights of individuals who have loans towards the company.
2. It is the shareholders' obligation to fulfill their promises to contribute to the company, such as money, means of production and services. If the shareholder is unable to fulfill the obligations due to death or inability to pay, the company has the option of conferring or completing the economic value indicated in the register.
3. A shareholder pledge to a contribution to a company cannot be enforced by a court unless it is in writing and signed by the Shareholder.

Article 43

Sharing Benefits and Losses

1. The profit and loss of the company will be distributed to all shareholders and members equally, with the distribution based on the value of each of the company's register or their contributions to the company.

CHAPTER 8

DIVIDENDS AND RESIGNATION

Article 44

Preliminary Dividend

1. The shareholder may be paid a sum of money before he resigns from the company as a shareholder, or before the company is dissolved or the inventory operations of the corporate assets are not completed.
2. The shareholder shall have the right to receive a dividend prior to the expiration of the conditions specified in the company bylaws or otherwise agreed to by the shareholders.

Article 45

Shareholder Resignation

1. Shareholders are free to leave the company at any time by giving the management and other shareholders a written notice. It is a requirement that this resignation does not conflict with the bylaws and does not harm the company. Otherwise, the Company may levy the resigned shareholder the loss of all expenses and losses incurred to the amount of the dividend that would be received by the resigned shareholder.

Article 46

Rights of the Resigning Shareholder

1. The leaving shareholder is not entitled to take part in the business management and operations of the company and only has the right to receive his or her share of the profits and to reimburse the expenses incurred in carrying out the operations of the company and the assets contributed to the company.

Article 47

Redistribution that Cannot be Done

1. The shareholders, irrespective of the type of assets added to the company, if left, have no right to apply or the company is not obliged to return the type of asset they have added, but are reimbursed for the cash value of their asset at the time of resignation.

A resigned shareholder cannot be forced to take a percentage less than the percentage of the assets he or she has added to the company's assets.

Article 48

Distributing Shares Dividend

1. When a shareholder participates in the dividend yield of the company, he or she is entitled to receive his or her profit, when all planned debts to be paid that year are paid.

Article 49

Not Payable Dividends

1. The Company may not distribute dividends, if;
 - a) All debts and other rights owed to the company are not paid out, excluding debts that are limited to the private assets owned by the company.
 - b) Debts referred in paragraph (b) of this article shall not exceed the value of the company's capital, excluding the value of the debt owed to the company.
 - c) Dividends cannot be distributed without paying for service expenses incurred during that time.
 - d) That there is an initial investment plan in place, that it is time is reached, and the company is required to invest, and that the management has set the budget for the previous fiscal year.
2. Shareholders who receive a portion of the non-dividend benefit will be responsible for the reimbursement of the percentage paid.

CHAPTER 9

MERGER OF COMPANIES

Article 50

Merging Companies

1. One and more companies may join together to create another company in accordance with this Act as required by the merger scheme.
2. One or more companies may join a foreign company that is similar or different from the merging companies, likewise one or more foreign companies may join a national company or companies in accordance with the merger requirements of this law.
3. If the merger does not contravene the company bylaw or the bylaw of the foreign company, the foreign company must comply with all the requirements set out in the law affecting the merger.

Article 51

Merger Method

1. The merger method should be:
 - a) The correct name of the company in accordance with the country's companies registration law.

- b) The correct name that the merging companies are creating and the names of the merged companies.
- c) Terms of the merger including the method and process of changing the interests and obligations of shareholders in each of the merged companies and their remainder companies, other assets and the dividend distribution system.
- d) If the remainders are still standing as companies, the modifications to the merger bylaw will affect the conduct of the remaining companies.

Article 52

Merger Approval

1. The merger plan must be approved:
 - a) In accordance with the provisions of the company bylaw relating to the merger of any kind, and it must be a company that already had a merger plan.
 - b) If not followed in accordance with the company bylaw or is not mentioned in the bylaw of a company or companies, it may not legally merge with other company or companies.
 - c) If there are no legal provisions that do not allow the merger of companies that their types or structure have been identified.
 - d) If neither of the company's bylaw nor the companies act does not explicitly state the implementation of the merger, the company bylaw must be amended to accommodate the arrangement of the merger allowed by the law.
 - e) If none of the company's bylaw and the Companies Act expressly stipulate merger or approval of the amendment of the company bylaw, the merger will be approved and mutually agreed by all shareholders of the company.
 - f) Before implementing the merger scheme, there will be a suggestion as directed by this law that is expected to comply with the bylaws of the merger companies. These bylaws were initially prepared by company managers and forwarded or notified by their CEOs in order to find a quorum to vote on the approval of shareholders and other interested stakeholders.

Article 53

Merger Implementation

1. Once the merger is approved according to article 52 of this Act, a company or companies should have their establishment and registration documents registered by

the registrar. The remainder company or companies must submit to the Registrar in accordance with Article 13 of this Act:

- a) The name of the new company and the merged companies, the address of its headquarters, their establishment bylaw and the structure of the company.
 - b) When the remainder company has no name, the correct name of the remainder company, address of its headquarters, established bylaw and company structure.
 - c) Merged companies and changes in the remainder company.
 - d) Other merger relationships resulting from a merger with the new company and the remainder companies.
2. If the remainder company/companies' bylaw stipulates the merger plan, the remainder companies' registration documents should be amended and the changes should be conveyed to the registrar to register the amendment.
 3. After authorization of the merging companies that do not have a registered establishment statement, the remainder companies must be submitted to the Registrar for registration of the change.
 - a) The correct name of the merger companies, its headquarters, its bylaws, and its structure.
 - b) Company name of the remainder companies and addresses of their headquarters.
 - c) Each merged company that turned into a vanished company.
 - d) Any matter relating to the merger with the remainder company that has decided to join the merger companies.
 4. If the merger plan requires that the amendment be made in writing to the remainder company, it must provide an appropriate amendment or a notice of the amendment to the Registrar, in order to register it in conformity with this Act.
 5. The merger will become effective as directed by this Act. If the law does not specify the effective date, the merger will become effective the time and date issued by the merger statement in accordance with the articles of this law.

Article 54

Merger Effect

1. The merger when it comes into effect;
 - a) Each of the merged companies will become part of the new company and their private existence will end. Similarly, all rights, privileges, and properties of those merged companies, the rights, and obligations of each company, will be legally owned by the new company. The shareholders of the companies will automatically become the owners of the new company. This merger will not

affect shareholders and creditors' rights. An exception is for debts owed to private property of each of the merged companies.

- b) For merged companies, each owns the assets added to the new company as a result of the merger. The merger will not affect that property. All obligations under each of the merger companies are taken over by the new company, incorporating to its obligations and fully enforceable because the merger is different from transfer and representation.
- c) An owner who has been liable before the merger and whose company has merged with another company is liable even though his company has merged with another company unless an agreement expresses otherwise.
- d) Unless otherwise stated in the company bylaw or another law, merging companies are not required to close their accounts of their business or distribute assets. The merger cannot be considered to be the same as the dissolution and distribution of the assets of the subsidiary company.
- e) Unless otherwise stated in the company bylaw or another law, what is paid in cash or material to the owners of a company in accordance with the merger plan is not a profit sharing and another type of distribution based on the distribution of rights on the basis of a rights-based agreement.

Article 55

A Foreign company that Withdrew from the Merger

1. If one or more national companies in the country are merging with foreign companies, and the foreign company is new, that foreign company should;
 - a) Appoint a person for the hearing to carry out a duty or right by the owners of the minority vote of the merged company similar to a hearing based on litigation related to a company in a merger.
 - b) Be paid promptly to the minority vote owners of a merger company the amount of money permitted by the law.
 - c) Comply with all applicable laws of the Federal Republic of Somalia regarding the conduct of business in the country. Foreign companies wishing to operate in Somalia must comply with all applicable laws of the country.

Article 56

Rights of Minority Shareholders

1. Shareholders who disagreed to the merger of companies, have all the rights and privileges prescribed under the merger and rights within this chapter, unless expressly exempted by law.
2. Unless otherwise stated in the merger plan, the company that they are merging with and in business with, shareholders who voted or did not have the opportunity to vote; and dissenting shareholders, automatically become shareholders in the (new) merger company and will be governed by its operational procedures.

CHAPTER 10

DISSOLUTION

OPTIONAL DISSOLUTION

Article 57

Dissolution Period

1. A company can be dissolved:
 - a) If all shareholders agree to dissolve the Company.
 - b) When reached the time or condition specified in their bylaw.
 - c) If the company becomes without a shareholder before:
 - I. Starting day until ninety (90) days and the Company exists without a shareholder during that period.
 - II. The date of the dissolution of the company shall come into force in accordance with article 88 of this law.

Article 58

Notification of Dissolution Statement

1. Upon dissolution, a company shall notify the registrar to be registered, in accordance with Article 13 of this law, the dissolution notice stating:
 - a) Name of the national company.
 - b) The address of its headquarters.
 - c) That the company was dissolved in accordance with article 59.
2. According to Articles 43 and 57, a person who is not a manager or shareholder is presumed to be aware of the dissolution of the company before;
 - a) The ninety (90) day after the dissolution notice is registered into the Registrar's archives or;
 - b) The exact date that person found out about the dissolution of the company.

Article 59

Dissolution Effect

1. A dissolved company may remain as a company, but may not undertake a task other than a necessary undertaking such as the completion, auditing and financing of business operations including;
 - a) Collect its assets.
 - b) Find a solution for its undividable assets.
 - c) To pay or take steps to pay the debts owed to it.
 - d) Distribute its remaining assets to shareholders;
 - e) Carry out any action necessary to complete, audit and monetize its assets.
2. The dissolved company may halt litigations against it, in accordance with Articles 70 and 71.

Article 60

Company Accounting and Closure

1. After the company is dissolved and there is no manager, the shareholders can close the business assets of the company. But when a request is submitted by a shareholder, the legal representative of a shareholder or someone delegated by a shareholder, or transferred to by a competent court for valid reasons, it can order a judge to monitor the completion and audit.
2. The legal representative of a shareholder or an authorized transferee that the last shareholder has transferred to may conduct the completion and financial closure of the business of the company if the company was dissolved.

Article 61

Manager and Shareholder during the Dissolution

1. Following article 59 of this Act, the company will be responsible for actions taken by the manager or shareholder after the company is dissolved. The shareholder may enter, if the establishment document or the company's registration stipulates that the management of the company is run by the shareholders, such actions should be;
 - a) Suitable for completion and auditing of the business of the company.

- b) Serve the company in accordance with Article 39 before the dissolution of the company when no other person who made business with the company knew of the dissolution.

DISSOLUTION BY THE JUDICIARY

Article 62

Judiciary and the Dissolution

1. A company may be dissolved by a lawsuit filed by the Attorney General Office when;
 - a) The company was found in its establishment or its registration document deceit or;
 - b) The company was found to have violated the national laws and the company bylaw, in that case, the company is dissolved after the Attorney General Office charge accusations.
2. A company may also be dissolved if a shareholder sues a company manager in a fair trial or proved that it is impossible for a company to continue its operations in the country in accordance with the company bylaw.
3. A company may be dissolved by a lawsuit against it by a creditor when it is clarified;
 - a) That the creditor's claim is written in an executory judgment that was not executed by the company because of bankruptcy.
 - b) If the company becomes insolvent and there is a written statement of the existence of the debt.
4. If the company has been dissolved in a legal process as specified in Clause 1 of this article:
 - a) The Company may submit the application for completion, auditing and monetizing of its business activities, while the judge supervises in accordance with Article 61 of this Act.
 - b) The attorney general office, shareholder, manager or creditor may sue for the completion, auditing and monetizing of the company's business operations, with the judge supervising it in accordance with article 61 of this law when found the conditions set out in paragraphs 1 to 3 of this article.
 - c) As stated in articles 64 - 66, the judicial litigation that was filed against the company in order to dissolve it should be in accordance with article 4. The decision to dissolve the company must be structured as a dissolution statute with a reasoned and deliberated court order according to clause 4 of this

Article. Also, the decision should direct the business and operations of the company to be completed, while the judge supervises the auditing and monetizing activities.

Article 63

Dissolution Judgment

1. The sue for dissolution of a company filed by the Attorney General Office shall be forwarded to the competent Court of the Federal Member State that the company headquarters located. If the Company's headquarters is in Benadir region, the case will be under the jurisdiction of the Banadir Regional Court.
2. The proceedings for dissolution of the company referred to in article 65 shall be forwarded to the Regional Court of the Company's headquarters.
3. If the company has no headquarters in the country, it will be referred to the Benadir Regional Court.
4. Managers and shareholders do not have to appear in court for a company dissolution litigation unless they are charged in person.
5. The court filing a case against a company may issue a preliminary decision to appoint a competent manager or agent who has the authority to fulfill the court orders and take steps to secure its obligations including the company to continue conducting its business until the end of the hearing.

Article 64

Guardian

1. The court hearing the dissolution litigation of a company can nominate a guardian or more to complete, and monetize and a guardian or more to manage the business and operations of the company. The court has to conduct a preliminary hearing before the appointment of the guardian and then reach out to all parties concerned or have an interest in the company. The court appointing the manager or the guardian alone has the sole guardianship of the company assets.
2. The court may nominate an individual or a national company as a manager or guardian. The court has the authority to appoint the guardian with limited discretion decided by the Court.

3. The court must specify the powers and duties of the guardian it appoints, while it has the authority to revise his/her powers which include:
 - a) The Chairman:
 - I. If approved by the court, it might sell openly or in secret the property of the company in part or all of it irrespective of wherever its location.
 - II. By using the name of the chairperson of the company, he/she can file a sue in court on behalf of the company and can represent the company in a lawsuit against the company.
 - b) The guardian with the consent of the managers of the company can oversee the founding documents of the company including its bylaw and registration. If the company is managed by managers, they can exercise all the powers of the company in the best possible sense to manage the interests of shareholders, creditors, managers, and operations of the company.
4. The court may appoint the chairman as a guardian and a guardian as a chairman if it deems it's in the best interest of the company, shareholders, and debtors.
5. The court may, in the course of the litigations of the guardian, order to be paid compensation and the costs incurred or are going to be incurred including the fee of the lawyer defending the company's assets or when it is sold.

Article 65

Dissolution Decision

1. If dissolution litigation is charged to a company, then after the court hearing, if the court found that one or more of the reasons set out in this article exists, it may issue a decision to dissolve the company. While noting the effective date of dissolution, the court assistant must provide a copy of the decision to the companies Registrar to register it in accordance with Chapter 14 of this Act.
2. After the dissolution decision, the court orders the completion, auditing and monetizing of the business operations of the company in accordance with Article 62, and the plaintiffs must be informed in accordance with Articles 71 and 72.
3. The court's decision may be appealed or reconsidered when new information is found, which had been initially missing from the court's deliberations.

Article 66

Elapsed Dissolution

1. The Company will automatically be dissolved at the expiration of its tenure or the specified date, as stated in its establishment or registration documents.

Article 67

Dissolving Insolvent Company or Not Complying with the Law

1. If the company fails to pay its debts and to find a solution for three years or more, any company manager can dissolve the company, submitting it to the companies registrar the company financial status and other relevant documents to record it in accordance with Article 13 of this Act.
 - a) Name of the bankrupted company or failed to comply with this Act.
 - b) The address of its headquarters.
 - c) The company is bankrupt or has failed to comply with the law and has failed to repay its debts for three years or more.
 - d) That at least it had shared thirty (30) days before written notice of its dissolution plan to the registrar and notify all owners and other rights holders of the company in accordance with this law and the company's bylaw, to prevent the company dissolution.
2. An insolvent company that failed to pay and comply with the law will be dissolved by the effective dissolution date stated in its dissolution statement.

Article 68

Dissolving a Company

1. A dissolved company according to Articles 68 or 69 may remain as a company, but cannot undertake any business activities other than facilitating, completion and dissolution, monetizing its business activities and providing information to those concerned in accordance with the law.

Article 69

Suspension of a Lawsuit

1. Dissolved companies may halt litigations against them in accordance with the procedures set forth in this article.
2. A dissolved company may submit a written notice to the interested parties in accordance with clause 1 of this Article at any time. When the dissolution of the company comes into effect, it must be notified as soon as possible so that it does not proceed to the next step. Any individual complaint against the company is set to expire on time, if not commenced at the time specified in the notice. The dissolved company may decide to include its information in a manner that facilitates the litigation against the dissolved company except that there should be no burden and responsibility to the people suing the dissolved company such as lack of legal interpretation.
3. Unless otherwise specified by law, a lawsuit of a company that is dissolved against an individual, cannot be blamed for the dismissal of the dissolution notice referred to in Clause 2 and cannot be accepted litigation initiated after the deadline stated in the notice.
4. In this article, no lawsuit can be made without being certain for its consequences in the future or on the basis of an incident that occurred after the dissolution. This provision allows for mediation proceedings to be resolved with an executable agreement between the dissolved company and another individual.

Article 70

Suspension of a Litigation after Promulgation

1. A dissolved company may disseminate a dissolution notice and ask the individual who is suing the dissolved company to submit a statement in accordance with the content of the notice.
2. The information referred to in paragraph 1 of this article shall be published only once in the newspaper and in the official dissemination channel of information in the area in which the dissolved company headquarters locates.
3. The publication must be stated unless the law states otherwise, the case against the dissolved company to be filed within five (5) years from the time the notice was published.
 - a) That notice may include other information of the dissolved company if it decides to include disclosure information in a manner that facilitates the filing of a lawsuit against the dissolved company, but does not result in any legal obligation.
 - b) According to Clause 3 of this Article, any proceedings against a dissolved company may be initiated within five years, starting from the date of the notice of dissolution published in the press.

- c) After that time, no one can sue the company. An exception is when parties consent to halt in accordance with Article 71 and litigations that the Federal Republic of Somalia is not part of, which include ongoing and current issues related to the monetizing of company assets, and based on a legally binding agreement.
- 4. This provision does not apply to a notice sue filed by a dissolved company in accordance with Article 71.

Article 71

implementing the Lawsuit of Dissolved Company

- 1. A dissolved company can be sued in terms of Articles 71 and 72:
 - a) When the dissolved company assets are not distributed to shareholders.
 - b) If the property is valued on a mortgage, the owners of the dissolved company will be deducted from the total amount of the debt when they combine the total value of the debt and the assets of the company.
 - c) If the owners have distributed it before, it's required for them to return part of the value of their property in order to be paid out for the debt.
 - d) The collection must be based on the level of rights and interests that the owner receives from the distribution of the assets of the dissolved company.

CHAPTER 11

ANNUAL REPORT

Article 72

Annual Report

- 1. Any report of a foreign company shall be submitted to the registrar in accordance with Article 13 of this law. This report must be an annual report with the company name and the address of its headquarter by detailing its performance and dividing the process according to the regulations of the Minister of Commerce of the Federal Republic of Somalia.
- 2. The foreign company must submit its annual report to the registrar every year, right after the following day of the first anniversary of the registered year.
- 3. The reports must be effective, and the company must recover or repay the debt owed to it not later than the last day of the 1st calendar year for the reinstitution or correction of misconduct. After that, the annual report of each company must be submitted to the registrar each year.

4. The annual report must be updated to reflect the date in which the annual report is submitted to the registrar in accordance with Article 13 of this law. The annual report cannot be stated the delay of the effective date.
5. Any company that fails to submit a report or refuses to submit to the registrar for registration or failed to be registered before the date specified in Clause 2 of this Article shall be liable to the penalty stated in article 87 and shall not be an operational company.

CHAPTER 12

AN ILLEGAL ACT THAT A COMPANY MAY COMMIT

Article 73

Sources of Company Misconduct

1. A national company may commit the misconduct stated in Article 75 of this law if it does not;
 - a) Pay the service fee or penalty imposed by this law.
 - b) Do not comply with article 11 of this law as directed to the companies.
2. A foreign company may be characterized by the misconduct stated in Article 75 of this Act:
 - a) If it does not pay service fees or penalties imposed by this law.
 - b) If it refuses to submit the annual report required by this law under article 12.
 - c) If it does not submit to the registrar for registration the changes on the documents and their necessary consent in accordance with Article 13 of this law.
3. If the registrar has obtained reliable information or the establishment documents of national and foreign companies and has made it clear that there is no national interest in its existence and merger.

Article 74

Consequences of Illegal Action

1. If it becomes clear to the registrar that one or more of the conditions under Article 75 of the law, and the company is characterized by misconduct and did not correct it within sixty (60) days and for such reasons, it did not provide a reasonable excuse. The registrar has the right to make decisions in accordance with the Law.

2. A national or a foreign company would be subject to misconduct if the registrar deems it unsuccessful in submitting the registration of the company's statement and the license for a foreign company, to be registered in accordance with Article 13 of this law within thirty (30) days from the effective registration date stated in this law.

Article 75

Impact of Illegal Action

1. A company that fails to pay or to comply with the laws of the Federal Republic of Somalia is not allowed to collect debts or perform operational duties in the country until it has corrected its misconduct in accordance with clause 1 and 2 of article 76 of this Act.
2. Local courts can continue to prosecute foreign and domestic companies until a final decision is reached on whether the company is bankrupt or does not comply with the law. If the court determines that companies are non-compliant or not complying with the law, the court may suspend its decision for a period of time for companies to rectify its mistakes and abide by the law in accordance with Article 76 of this Act. A lawsuit by a court in the Federal Republic of Somalia cannot be allowed to deny the company a breach of the law but can suspend litigation until the company complies with Article 76 of this law.
3. If a bankrupted company fails to comply or does not comply with the law and corrects its non-compliance action, the Company may continue to work without being penalized for its previous non-compliance action.
4. An insolvent company that fails to comply with the law may be dissolved at any time and in any manner established or approved by the company's law and failed to correct for non-compliance, for three years or more might be dissolved in accordance with Article 67 of this Act.

Article 76

Correcting the Company's Illegal Action

1. It can be corrected;
 - a) When the Company follows Article 75 (2) of this Act and submits it to the Registrar to correct its previous non-compliance in accordance with Article 15 of this law, which can be addressed to the Company's headquarters and its

operations and procedures as described by the regulation of the Ministry of Commerce.

- b) A registered national or foreign company and not complying with the procedures outlined in Article 75 (2) of this Act may correct its errors and submit a written amendment to the registrar, so it can be registered. A foreign company that has been granted a permit according to Chapter 12 of this Act and met with all of the requirements of Chapter 14 of this Act that want to correct its error must submit a written statement, so it can be registered in accordance with Chapter 12 of this law.
2. An insolvent company that fails to comply with the law can be corrected its non-compliance with dissolution, when;
- a) Except as provided in clause 3 of this article, the corrected company name for non-compliance is the same name as the company in compliance with Article 16.
 - b) The company at the time it corrected the alleged violation of the law, the company name should comply with Article 17. If the name of the corrected company does not include the registrations of the registrar as stated in article 16, the company has to mention that the term violation was corrected, and state the month and the effective date of the correction notice.
 - c) The Company's name must remain the same at the time of the alleged violation and must be in accordance with Article 16.
3. If a registered foreign company has corrected its legal violation in accordance with Clause 2 of this prohibition, the name of the foreign company will remain in its original name after when it has corrected its violation.

Article 77

Appeal an Illegal Action

1. The Company may appeal the violation of article 74 of this law by filing its appeal to the Court of the Federal Republic of Somalia at its headquarters within thirty (30) days from the effective date. The company can file a complaint to the appellate court to overturn a violation of the law or to decide to correct the violation, in writing and submit a copy of it to the registrar so as to register it to the relevant registration file. The court may temporarily order the registrar to take any remedy the court deems appropriate.

CHAPTER 13

RESUMING A DISSOLVED COMPANY

Article 78

Resuming a Dissolved Company

1. A dissolved company may be re-instituted in accordance with Article 12 of this law

Article 79

Consent and Objection

1. The dissolved company may be reinstated by meeting the following conditions;
 - a) With the consent of the owners and other interested parties if they allow for the reinstitution of the company and set a date.
 - I. There is a need to reinstate the company in accordance with its by-law.
 - II. If a by-law does not specify, consent is required to reinstate the company within a short period of time in accordance with the law.
 - b) The company bylaw stipulates that owners and others have the authority to terminate and dissolve the company, and without mentioning any other.
 - c) When the company is dissolved forcefully or the Attorney General Office has sued the owner(s), the consent of all other stakeholders is needed, according to clause 1, letter (a) of this article.
 - d) When a company that is dissolved after a sue by one or more creditors, the right of those creditors to the company must be paid in full.
 - e) When the company is dissolved on the bases of a prosecution charged by the Attorney General Office, all grounds for dissolution charged by the Attorney General Office shall be managed, and the Attorney General agrees to reinstate that company.
2. If the company by-law or other regulations govern the legal voting rights of the owners and other stakeholders, a meeting should be convened to get approval and advice before the meeting and its details are recorded. The court must follow the voting procedure, as stipulated in paragraph 1 (b) of this article or by the impediments mentioned in the voting process and endorsement.

Article 80

Re-instatement of a Company

1. A dissolved company to be reinstated in accordance with this article shall be referred to the registrar for re-registration according to article 13 of this law as;
 - a) The name of the company should be written in the application.
 - b) The name of the company which is to be reinstated must comply with article 81 of this law.
 - c) Date of establishment or registration of the company.
 - d) The date the company was dissolved.
 - e) A statement stating that all the terms set out in this article are complied with.
2. Address of the Company's headquarters and activities performed by the Company, in accordance with the regulations of the Minister of Commerce.

Article 81

Reinstating Company Name

1. The name of the company that has been reinstated will be the one issued at that time, according to article 16 of this law. At the time of reinstatement, the company must comply with the procedure outlined in Article 17 of this law. If the company is foreign, its reinstatement should be in accordance with Article 17, and the name of the company shall be accompanied by "reinstated " with the month, day and the effective date of reinstatement.

Article 82

The Effect of Reinstating a Company

1. According to Clause 2 of this Act, once the company is re-established, it is deemed that it has never been dissolved. The company may restart its business and activities as if it has never been dissolved. Debts, obligations and any liabilities by the Company, a shareholder or manager working for the Company before and after the dissolution shall be treated as if the Company has never been dissolved.
2. The reinstitution of the company will not affect the rights of shareholders and other people prior to the dissolution.

CHAPTER 14

REGISTRATION OF ADMINISTRATIVE DOCUMENTS

Article 83

Company Registration Requirements

1. Any statement conditioned on consent which is registered by the registrar in compliance with Article 13 of this law
2. To register a company as prescribed in Chapter 15, its documents should comply with requirements outlined in this article and all other laws applicable laws in the Federal Republic of Somalia
3. Without compromising the application of this article in paragraph 2 and the Constitution & any other laws of the country, which increase or decrease the requirements of paragraph 2 of this article.
4. Signed documents shall not be put as conditioned in registering a document in accordance with Article 13.
5. Articles of association for companies shall include all information obliged by bidding laws of the Federal Republic of Somalia unless otherwise other law regulated in aa different manner.
6. Articles of association must be written in a manner acceptable to the registrar with all information written in those articles of association and the language to which it is printed.
7. The registrar can set forth that articles of association to be submitted in one format or more and to be presented to only one medium. The registrar can refuse articles of association which have not been submitted in the format and medium set out. If the registrar accepts to submit articles of association in papers, articles of association shall be printed and not handwritten.
8. The registrar can specify the thickness, appearance, quality, color, the printing of papers and how their format shall be.
The registrar, while following a regulation enacted by the Minister of Commerce, can direct reasonable condition and other qualities to which articles of association could take, to be delivered in electronic form.
9. The registrar must ensure and decide the start date to which articles of association to be submitted to the registrar in electronic form in accordance with Article 13. It is not necessary to deliver in hand the original copy or its copy if all the required information could be found in the submitted articles of association. If it is allowed to submit articles of association to the registrar in electronic form in accordance with article 13, another document cannot be attached to it in any way.
10. If the registrar rejects the procedure through which it is delivered and not being followed the framework by the Minister of Commerce, all these articles of associations

shall be submitted to the registrar and written in one of the Somali, Arabic and English languages.

11. The name of the company in articles of association is not compulsory to be in Somali, Arabic or English languages; it could be in other languages.
12. Articles of association registered by the registrar must mention article or provisions in Acts other than Article 13 of this law if it exists, on the basis that articles of association to be submitted to the register in accordance with Article 13.
13. Authentic name(s), address of the letters for shareholders must be included in the articles of association in order to register, but it is not obligatory to mention in the articles of association the name and address of more than one individual.
14. Articles of association must be attached with a form filled in accordance with Article 85.
15. Articles of association must be submitted to the registrar to register and pay all service fees required and follow the procedure presented by the framework of the Ministry of Commerce.
16. If articles of association are submitted in electronic means, without compromising other laws, and the last day of articles of association registration period coincides with a holiday, the submission will be the next business day.

Article 84

Falsification of Registration Documents

1. If it is submitted to the registrar in accordance with Article 13 of this law, it represents consent or knowledge of any person who submitted that article of association. Criminal penalties can result when being lied, commit an act by the submitted person or another individual who is agent, to be registered and satisfied requirements specified in Article 13 of this law and company's own bylaw.

Article 85

Forms and it's Filling

1. The registrar can arrange for individuals to register "a form", a sheet of paper or both and can be ordered using a special method when submitting to any text in accordance with Article 13. The form and cover sheet can contain any information the registrar considers that it is appropriate, and the Minister has issued a framework to fulfill the binding duty and applicable in the Federal Republic of Somalia. This information

includes the description of the individual, the address of that person to whom the document is communicated to, and the office address of that person. The form or cover sheet cannot be withheld to be attached to the document in any way unless otherwise stipulated by the law.

2. The form or cover sheet shall be deemed to be part of the document to be registered, to which the form and cover sheet has been used. The information in the form or cover sheet has a priority over any irrelevant information among other documents to be registered.
3. The Registrar may provide, upon request, a form and a cover sheet the registrar required that the documents be used for registering in accordance with this article.

Article 86

Fees and Penalties

1. The Registrar must enforce and charge service fees mandatory to register articles of association;
 - a) The service rendered and registering of articles of association required by this law to anyone who presents articles of association for registration.
 - b) Printing certification and registering articles of association.
2. The Minister of Commerce may impose other service fees, penalties, and fines based on this law.
3. These fees and penalties should be specified by the Minister of Commerce in a framework and limit their amount by not exceeding the amount of the direct and indirect costs of service provided according to this law.
4. The foreign company operating in the country without consent permission is subject to the following penalties;
 - a) Financial penalties
 - b) Imprisonment
 - c) The seizure of property
 - d) Exile
 - e) Half of all of the above information

Article 87

Application of Registration

1. Except as provided in this article, paragraphs 2 and 4, articles of association registered by Registrar are effective:
 - a) Unless otherwise stated in articles of association registered, its effective date is the date of registration.
 - b) If the effective date specified in the registered articles of association is recorded, its effective date will be at the time prescribed in the articles of association.
2. It can be stated in the registered articles of association the effective time and date that has been delayed. If so, according to the articles of association, it becomes effective for the period stated in the postponement date of registration with the Registrar.
3. If registered articles of association specify a postponement date, but not specified at the time of registering articles of association, it will take effect at 11:59 pm after the date specified in the articles of association or time and the date on which the articles of association is registered by the registrar is considered
4. If the registered articles of association show the delayed effective date which is later the ninetieth (90th) day of articles of association registration, it will take effect at 11:59 PM of the ninetieth (90th) beginning from the date of registration.
5. Registered articles of association can state the procedure of the issues in the registered articles of association that are deemed to have occurred according to this article and other provisions of this law if they disagree with it. If they disagree with this article, paragraph 2 and other provisions shall be followed as stated in other articles.
6. If registered articles of association show the delayed effective date in accordance with the provisions of paragraph 2, the registered articles of association shall be halted being effective. If the person associated with the articles of association registered by the registrar presented to the registrar to be registered in accordance with Article 15 of this law, the effective date specified in the articles of association or before the ninetieth (90th) day after the date of articles of association registration, the registered articles of association can be withdrawn to rectify them.
7. If two or more articles of association are submitted to the registrar at once, it is considered to have been registered at once. If the registrar rejects one of them, it is considered that he/she had rejected their registration.

Article 88

Registration of Revised Statements

1. Unless otherwise specified by other law, the company may rewrite;
 - a) Its articles of association or registration document for an existing company at any time, submit to all shareholders or other legal personalities that the law permits to review the new articles of association, for the registrar to register in accordance with Article 13 of this law.
 - b) For rewriting the articles of association, it may include one or more additions or alterations. If the amendment touches on the original articles of association registered with the Company according to this law, the amendment:
 - I. Can delete the names and addresses of the founders of a company or other people, the names and addresses for one or all who are mentioned in the document that they are those who submitted the articles of association for registration.
 - II. Can delete the names and addresses for one or all who are mentioned in the document that they are who submitted the articles of association for registration.
 - III. Can delete the address of the company's headquarters
 - c) The company for the amended articles of association or the one for registration, which is an existing company, must submit it to the registrar for registration in accordance with Article 13 concerning the amendment which states:
 - I. Name of the company
 - II. The amended articles of association
 - d) When the amended articles of association is registered by the registrar, the delayed date of implementation stated in the amendment must be referred to Article 87 of this Act. The original document or the later registration of the amended existing company is the correct one to be taken when registering all changes made to the first copies of previous documents.

Article 89

Rectifying a Registered Statement

1. An individual may submit to the registrar for registering a rectification request in accordance with Article 13;

- a) Correcting a registered document, if it contains information at the time of its submission to the registrar to correct and register it in accordance with Article 13 of this law.
 - b) Withdrawn a registered document in accordance with Article 87, paragraph 3 of this law.
- 2. Document for rectification must;
 - a) Give the name of the company whose document correction is concerned.
 - b) Indicate the registered document in order to satisfy the registrar.
 - c) Describe the wrong information contained in the document and need to be corrected.
 - d) State the corrective statement.
 - e) If it is revoking a registered document in accordance with article 87 of paragraph 3 of this Act and clarified that the formerly registered document is revoked.
- 3. Except as stated in this paragraph, the correction statement takes effect at the effective date of the registered document in accordance with the date on the registrar's records. The individual to whom the wrong document is registered to, correction made will take effect on the date being registered. Corrections based on the previous date of registration will become effective on that date or the date to which the document is registered with the registrar, according to the date on the records by the registrar according to their order. It is not necessary that the correction specify the postponed effective date in order for the corrected statement itself to be effective.

Article 90

Statement Amendment

- 1. An individual can modify or revoke a registered document if there are circumstances that arise after company registration, which made it necessary modifying the registered document at the registrar if he/she is the only owner of the company.
- 2. A registered document will be modified when submitted to the registrar to register in accordance with Article 13, the modified document must;
 - a) Mentions the company's name to which the document is concerned.
 - b) Identifies the registered document, according to the procedure set forth by the Minister of Commerce.
 - c) States the information contained in the document that is about to be modified.
 - d) States anything that is required to modify.
 - e) Disclose any information that is added or deleted from the registered document, if any

- f) Modifications according to the all requirements in this law regarding document modification.
- 3. If an individual has specifically agreed to or obliged by other law other than this, to modify/delete or withdraw the registered document, in accordance with this law or any other law that authorizes modification in accordance with this article.
- 4. The document that has to be modified and which is the result of modification will take effect in compliance with Article 87 of this law.

Article 91

Changing the Headquarters Address of the Company

- 1. A company can change the address of its headquarters only to identify different one from the previous in the new document:
 - a) The amendment document registered in accordance with Article 88 of this law.
 - b) The annual report registered in accordance with Article 72 of this law.
 - c) The form or other documents registered by the registrar shall be registered in compliance with Article 13 of this law, and the registrar pointed out in conformity with the framework concerning modifications and dissolution documents.

Article 92

Duties and Procedures of the Registrar

- 1. If a document is submitted to the registrar according to the procedure in Article 13 and Article 84 of this law, the Registrar must ensure that the applicant has paid all required service fees pursuant to the procedure prescribed by the Minister of Commerce for registration. The Registrar is obliged to determine whether the document is in compliance in part or all of the requirements set by the Minister's framework.
- 2. The registrar registers the documents through marking or otherwise typing "registered", time and registration on the surface of the document. When the document is articles of association or the registration for a document of an existing company, it incorporates comments in accordance with the procedure set forth by the Minister of Commerce in the specific regulation regarding this type of business.

3. When a document is one which is submitted to the registrar at a late time to register statements concerning a company formed or registered, the number identifying to articles of association shall include all related documents related to registration.
4. Document files that enter the registrar's records to keep them are to be in written form that is registered and accessible at records and written in a clear and recognizable manner, with the date registered.
5. If the registrar receives a handwritten document and refuses to register, the registrar must return it to the person who delivered it and explain the reasons for the rejection within thirty (30) days from the date it is submitted to the registrar for registration.
6. The duty of the registrar to accept or reject documents for registration to submit the record must be in agreement with the regulation by the Minister.
 - a) It does not affect the accuracy and quantity of the document in whole or in part.
 - b) It does not relate to the accuracy or error of the information contained in the document.
 - c) It does not create a presumption that the document is valid or non-existent and that the information in the document is correct or incorrect.
7. Without compromising to the preceding paragraph and other laws, when the registrar receives a written request that shows a valid reason written by an authoritative individual and approved through document authentication procedure:
 - a) If the registrar determines in accordance with the regulation by the Minister of Commerce, can provide personal information that identifies a person in accordance with this article unless such information is required by law to be included.
 - b) Without violating this law or any other law, the document that the registrar excludes information that identifies a person in accordance with this article; paragraph 5. Excluding that information or correcting it does not make the document incomplete and ineffective
 - c) The registrar may keep the original or inverted copy of the register that contains personal information, but that record is to be open for comparison with the printed copies and documents in the register. The Registrar can only provide the copy in the register when he/she receives a written and justifiable request that does not violate the articles of this law.
8. The information that identifies individual include information about a natural person that describes the person as such:
 - a) Government guide or Secret Number etc.
 - b) A secret number that identifies the person.
 - c) A number and password that the person uses for other purposes.

Article 93

Appeal for Registration Refusal

1. If the registrar refuses to register a document submitted for registration from the person who brought the document to the registrar, it takes effect forty-five (45) days after the notice date of the rejection in accordance with Article 92 (3) of this Act. Before that time, he/she can appeal this rejection to the Supreme Court of the Federal Republic of Somalia. The appeal begins at the date the complaint is filed at the court requesting to order the registrar to register the document, attaching copies of documents rejected to the registrar.
2. The court may order the registrar to register the document or take other actions that the court deems are appropriate.

Article 94

Registration Proofs

1. Once the company is registered, the registrar must hand over a "Certificate" and attach a copy of the document with his/her signature or photocopied signature and stamped, claiming that the document was registered in the register by the registrar.

Article 95

Certificates Issued by the Registrar

1. The Registrar can provide to any person whose document is registered upon request a copy of a document that he/she has registered in compliance with this law, issued certificate or accompanied by a copy of any registered document that identifies the registered document and testifies that the copy is correct if it is appropriate proving the company existence certificate. The Registrar will give to any person upon a request a registered certificate by the registrar when it appears that it is due to provide. The certificate issued by the registrar and the text on it will be considered as factual evidence and cannot be doubted legally.

Article 96

Rejection of Statement Registration

1. An individual who is indirectly affected by an issue related to a company that a person could not submit or refused to submit the company's document to the registrar, to register it in accordance with Article 13 of this law, he/she can prove it to the competent court of the Federal Member State of the Federal Republic of Somalia in which the company has its headquarters. If the company's headquarters is in Banadir, he/she can complain to the Benadir Regional Court.
2. If the company has no headquarters in the Federal Republic of Somalia, he/she can complain to the Benadir Regional Court for registering this document and order the concerned person to submit the document to the registrar to register in accordance with Article 13 of this law. If the court decides that it is appropriate to register the document and it has not been brought before or there have been objections to submit to the registrar to register in accordance with Article 13 of this law, the Court directs the registrar to register the document in its format approved by the court.

Article 97

Authorities of the Minister

1. Minister of Commerce has all the constitutional authorities necessary to perform the duties obliged by this law, including the issuance of a regulation that the registrar refers to carry out companies' document registration activities operating in the country as required by this law.

Article 98

Notices of the Registrar

1. The registrar must notify individuals who are members in the company or has interests as required by this law pursuing the procedures prescribed by the regulation by the Minister of Commerce, and this notification can be made via electronic, postal and in hand.
2. This paragraph does not apply to other conditions related to the registrar's notice that he/she must comply with the requirement in this law or any other laws.
3. Neither the decision to provide the notice prescribed in paragraph 1 of this Article nor that he/she did not receive the notice does not affect any obligation or condition set forth in one of the articles of this law and does not make excuses for the individuals who failed to fulfill an obligation or condition prescribed in one of the articles of this law.

CHAPTER 15

FOREIGN COMPANIES

Article 99

Obligation and Permit for a Foreign Company

1. In order for local and foreign companies to trade in the country, they must obtain business permits from the Ministry whose activities is concerned in accordance with article 14 of this law and the authorization statement for the foreign company that is registered by the registrar. If the verdict of this law and Article 14 contradict any other law applicable in the Federal Republic of Somalia for Foreign Companies, that law or other law shall be enforced and shall not be applied to Article 14.
2. A foreign company is not considered to have carried out a business operation within the Federal Republic of Somalia, in the view of the interpretation of this article, paragraph 1, when it does not do in Somalia one or more of the following activities;
 - a) Not holding shareholders and managers conferences or executed another activity related to the company's revenue matters.
 - b) When the company has performed a one-time activity that lasted thirty days which is not repeated over and over again with the same nature.
 - c) When a foreign company is not for a profit but provides social services and donations.
3. This article does not limit or be made to deprive the services of a foreign company that does not have a business license or performs other activities in Somalia. The civil court of the Federal Republic of Somalia has the power to undertake its case in the country or notify a foreign company about the procedure, notice, and requisition obliged by a law to be delivered pursuant with the Sharia or the articles of the Somali Civil Procedure Law.

Article 100

Consequences of Lack of Permission

1. Legally a foreign company that has no license can undertake neither business nor activity in the Federal Republic of Somalia. The company and its agents cannot sue in court in the Federal Republic of Somalia to collect a debt or implement obligation until license record is found in the records of the registrar.

2. The court will suspend suits filed by foreign companies until it ensures that the presence of a foreign company has a license in records with the registrar. If the court ensures that the foreign company's license has been kept at the registrar's records, the court may proceed with their hearing. Proceeds at the courts of the Federal Republic of Somalia, that a foreign company is a part, after the effective date of the license, cannot be denied or that cannot be stopped for the reason which the license has been granted that is not in the registrar's registers.
3. A foreign company that conducts business or activity in the Federal Republic of Somalia, without permission, deserves the penalties under Article 86 of this law. The registrar and other agents of the company cannot register a fake license for a foreign company that has a business or other activity in Somalia without a license.
4. The Attorney General of the Federal Republic of Somalia will open a lawsuit against a foreign company to the competent court. When the court finds that the foreign company or its management/agent has conducted any business or operation in the Federal Republic of Somalia contrary to the Article 14 of this law, the court can issue a verdict that stops the company and its managers/agents from conducting business or carry out operations within the Federal Republic of Somalia and pay all the fines and fees for the lawyers of the foreign company in accordance with Article 14.
5. Without violating paragraph 1 of this article, a business client or the activities of a foreign company in Somalia without having a license that is in the registers of the registrar will not harm the legality of actions for a foreign company and does not stop it from defending litigations filed against it in Somalia.

Article 101

Granting License to a Foreign Company

1. The foreign company must provide the license granted by the registrar to register in accordance with Article 14 of this law which is:
 - a) The correct name for the company.
 - b) The country in which it was founded.
 - c) The way the company is recognized by the law of the country it was founded.
 - d) The address of its headquarters, and
 - e) The date it started or expected to start a business or operation in the Federal Republic of Somalia

Article 102

Modifying the License

1. If a foreign company is compelled by circumstances to make changes to the registered documents through which it was granted a license to trade or carry out operations in the Federal Republic of Somalia, it must provide to the registrar to register it in accordance with Article 13 of this law.

Article 103

The Effect of License Granting Statement

1. A foreign company authorized to conduct business or operations in the Federal Republic of Somalia, its effect will start from the date the permit was issued until the date its license is withdrawn.
2. A foreign company that has been granted permission to trade or conducts activities in the Federal Republic of Somalia will have the same rights and privileges as the national companies, if there are no other laws that stipulate otherwise, and are subject to similar responsibilities of the national companies.
3. Article 16 of this law does not provide for the Federal Republic of Somalia a jurisdiction to regulate foreign companies that it granted licenses, their establishment, existence, and dissolution.
4. Any foreign company conducting a business or operations in the Federal Republic of Somalia, the law of the country in which the foreign company was established regulates the structure and internal affairs of the foreign company and the responsibilities of the owners and their management.

Article 104

Revoking a License from a Foreign Company

1. A foreign company that has a license to conduct or operate a business that this law allows within the Federal Republic of Somalia, it can revoke that license and submit it to the registrar to be registered in accordance with Article 13 of this law. The document for the company that revoked or being revoked the license must declare:
 - a) The correct (previous) name and the name taken, if any;
 - b) The address of the correspondences with which letters may be sent to in accordance with Article 116; paragraph 1 letter (c) of this law.

- c) The address of its headquarters.
 - d) The country in which the company was founded.
 - e) Declare that it does not carry out any business or operating in the Federal Republic of Somalia and revoked its/their business license.
 - f) That its business name in the registrar's registers complying to the concerned law and the name it was operating has been revoked beginning from the effective date of the revoked documents for the foreign company.
2. If the foreign company brings forth the revoked document to the registrar to register in accordance with Article 13 of this law before the date of the annual report of the foreign company in accordance with Article 72 of this law. The foreign company is exempted from its obligation for providing an annual report and the associated fees.

Article 105

License Revocation Notice for a Foreign Company

1. If a license revocation for a foreign company is registered according to Article 104 could not be communicated according to the procedure due to a lawsuit resulted from the due date of the license. The foreign company can be notified through a registered mailing procedure and directed to the address of its headquarters registered by the registrar. Notification to a foreign company is complete when;
- a) Got the legal notification procedure or applications of the foreign companies.
 - b) Five days after the letters are sent.
 - c) The date of the returned receipt letter signed by the company.
2. Paragraph 1 of this Article does not indicate the only bidding way to be notified of a foreign company that its revocation has been registered.

Article 106

Foreign Company Registered by the Registrar

1. The registered statement for a foreign company for a business license in the Federal Republic of Somalia will be considered that it grants a license for a foreign company.

CHAPTER 16

VARIOUS ARTICLES ABOUT THE TRANSITION

Article 107

Existing Companies

1. Any company registered by the Registrar of the Federal Republic of Somalia is an existing company and is subject to this law that observes the rights and obligations of the company, shareholders and managers.

Article 108

Registration and Penalties

1. Any existing company must register in accordance with this law within thirty (30) days after the effective date of this law, bringing forth to the registrar registration request to an existing company to register it in accordance with Article 13 of this law.
2. Any existing company that fails or refuses to provide registration requests to the registrar to register them according to the specified time in the previous paragraph of this article or fail to pay the registration service fee, the company is subject to a penalty in accordance with Article 86 of this law.

Article 109

Registration of an Existing Company

1. The registration document for an existing company must state:
 - a) The name of a company that exists and must comply with Chapter 3 of this law. However, if the registration document for an existing company is available within 30 days after the effective date of this law to the registrar to register, the name of the existing company is not required to comply with Chapter 4, Article 19, paragraph 2 of this law.
 - b) The address of the headquarters for the existing company
 - c) The correct name and mail address to any person registering the company.
 - d) That the management of an existing company is being responsible by one or more managers.
 - e) There is at least one shareholder owned by the company.

- f) The activity or activities performed by the existing company using procedure interpreting keys outlined in the regulation issued by the Minister of Commerce.
 - g) Any matter relating to the existing company, in a way or another, registered by the registrar, that intended to incorporate a person or more to the existing company.
- 2. The delayed effective date cannot be mentioned in the registration document for an existing company.

Article 110

Effect of an Existing Company Registration

- 1. A company becomes an existing company when its articles of association is registered and the registration becomes effective and as result, it becomes a company that has a proper existence in accordance with this law and other laws of the country.

Article 111

Detection of the Existence of an Existing Company

- 1. The fact that the registration document of an existing company is in the registers of the registrar is a detection that the company is an existing company that is subject to this law and all other procedures obliged and contained in the registration document for existing companies that do not contravene with the articles of this law and other applicable law of the country.

Article 112

Modifications to the Registration Document of an Existing Company

- 1. While modifying company registration document is possible whenever it is intended, it has to be modified when;
 - a) Change is made to the name of an existing company.
 - b) Include false information or error in the registration document of an existing company.

2. Modification to the registration document of an existing company is invalid unless approved by all shareholders or approved through any other means set out in the bylaw of the company.
3. An existing company can amend its registration document, submitting a request for modification document to the registrar to register in accordance with Article 13 of this law;
 - a) Name of the existing company.
 - b) Modification to the registration document of an existing company and how to be modified.

Article 113

Existing Foreign Companies

1. Any existing foreign company is subject to this law without violating all the rights and obligations relevant to a foreign company as long as it operates in the Federal Republic of Somalia, safeguards or respects all rights of shareholders and managers of the foreign company in the same way as other national or domestic companies.

Article 114

Registration and Penalties

1. Any existing company must be registered in accordance with this law within thirty (30) days after the effective date of this law, bringing forth to the registrar registration request to an existing company to register it in accordance with Article 13 of this law.
2. Any existing company that fails or refuses to bring registration application to the registrar to register or fail to pay the registration service fee, the company is subject to a penalty in accordance with Article 86 of this law.

Article 115

License Granted to Existing Foreign Company

1. The registration document for an existing company must state:
 - a) The name of an existing company and complying with Chapter 3 of this law, the license granted for an existing foreign company and submitted to the registrar within 30 days after the effective date of this law.

- b) The headquarters address of the existing company.
 - c) The correct name and mail address of each of the shareholders of the company to whom the written consent was granted to the registrar for registration.
 - d) The activity or activities performed by the existing company using procedure interpreting keys outlined in the regulation issued by the Minister of Commerce.
 - e) Other matters related to the existing foreign company or license granted for the foreign company that decided to incorporate a person or more to the existing company and submit to the registrar to register.
2. In the registration license for an existing company cannot mention the delayed effective date.

Article 116

License Registration for Foreign Company

1. A foreign company becomes an existing company upon registration and effective of its license, and the existence of the foreign company becomes in conformity with the law.

Article 117

Detecting Foreign Company Existence

1. The existence of a foreign company is certain when recorded the license granting statement for an existing foreign company in the registers, and it is recognition of the existence of a foreign company and shall be subject to this law. Also, it is recognition of all the other facts of the company in the register required by this law to be stated in the registers of the Registrar.

Article 118

Modifications of Existing Foreign Company License

1. A license granted to a foreign company cannot be modified for any time and reason when;
 - a) Changed the name of an existing company.

- b) Found false or error information in the license document granted to an existing foreign company.
- 2. An existing company that modified its license document must submit a request for document modification to the Registrar to register in accordance with Article 13 of this law that stipulates.
 - a) Name of the existing foreign company.
 - b) Modification of the license document granted to the existing foreign company.

Article 119

Minister Regulation

- 1. The registrar follows the registration process of all existing and new companies as outlined in the regulation by the Minister of Commerce.
- 2. Under such regulation, the Minister cannot excuse for companies the payment of the registration service duties and the procedure set out in the articles of this law such as a consequence of failure to register

Article 120

Modification and Suspension of this Law

- 1. The Parliament has the power to amend part of this Act, add or suspend this law altogether whenever it deems that it does not respond to the interest of the Federal Republic of Somalia, all of the companies will be subject to that change.

Article 121

Repeal

- 1. This law repeals all the conflicting laws and regulations applicable in the Federal Republic of Somalia.

Article 122

Application of this Law

- 1. This law will come into force when the President of the Federal Republic of Somalia ratifies and published in the official gazette.