

Documents needed for the registration in the trade register, tax registration, and licensing of joint-stock and limited joint-stock companies:

1. Registration application (original);
2. Proof of the name availability check and the name reservation (original);
3. If relevant, the approval for using the name, required by art. 39 of Law n^o 26/1990, republished, with the subsequent amendments and additions (copy);
4. The memorandum of association (original);
5. Proof regarding the registered office/subsidiary (copy);
6. If applicable, the approval regarding the changed use of collective buildings serving as homes, required by Law n^o 230/2007 (to be filled in on a typified form, original);
7. Proof regarding the payment by the shareholders of their subscribed contribution to the share capital (copies);
8. Documents regarding the property for the subscribed and paid in-kind contributions; if these include buildings, the certificate stating any encumbrances;
9. The declarations on honour given, as the case may be, by the founders/administrators/ censors or natural persons acting as representatives of the legal person designated as administrator or censor, stating that they meet the legal requirements for holding these capacities (original);
10. Signature specimens of the company representatives (original);
11. Tax record certificates for the associates or legal representatives of the company, having their permanent address/ residence/ office in Romania, or for foreign natural or legal persons holding this capacity and having a tax registration in Romania or, as the case may be, the authentic declaration on honour of the foreign legal person, on own behalf or as representative of the foreign legal person that does not have a tax registration in Romania, showing that they do not have unpaid taxes (original or certified copy and, as the case may be, the translation done by a sworn translation whose signature has been legalised by a notary public);
12. The typified declaration on honour, signed by the associates or administrators, showing, as the case may be, that: - the legal person does not carry out the stated activities at the registered office or the subsidiaries, for a maximum of 3 years (type 1 - original); - the legal person meets the operating conditions required by the specific sanitary, sanitary-veterinary, environment protection, and labour safety legislation for the activities stated in the typified declaration (type 2 - original).
13. If applicable: - the registration documents of the founders, administrators, legal person censors (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalised by a notary public); the decision by the statutory organ of the legal person founders regarding the participation in the incorporation of the company (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalised by a notary public); - the proxy for the person entitled to sign the memorandum of

association on behalf and at the responsibility of the legal person founder (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalised by a notary public); - the declaration of the founders/ administrators/ members of the board/ managers regarding the identification of the independent private register company entrusted with the register of shareholders; - the prior permits required by the special laws (copy); - a special proxy or power of attorney for the persons designated to carry out the legal formalities (original).

14. Proof of payment of the legal charges/fees:

- stamp duty, original;
- judicial stamps;
- register charge;
- the fee for the publication in the Official Gazette, Part IV.

NOTE:

If there are contributions in kind, the delegated judge must first appoint a chartered account to assess them, in compliance with art. 38 or Law n° 31/1990, republished, with the subsequent amendments and additions. The application is to be filed with the trade register office, along with the payment of the legal charges:

- the judicial stamp duty;
- judicial stamps;
- register charge.

In compliance with the provisions of art. 17, paragraph (2) of Law n° 31/1990, republished, with the subsequent amendments and additions, several companies can share the same registered address if at least one of the following conditions is met:

- the property is built in such a way as to allow several companies to operate in different rooms;
- at least one person is an associate in each of the companies, in compliance with the law;
- at least one of the associates is the owner of the property that is to serve as the company's registered address.

The copies of the evidential documents shall be certified as faithful copies of the originals, bearing the signature and clear mention of the name, by the persons who, according to the law, can draw up and sign the application; in the case of non-resident natural or legal persons, the originals or certified copies shall be accompanied by the translation made by a sworn translator whose signature has been legalized by a notary public.

The forms are available at the trade register office or on the Internet (www.registrulcomertului.ro/www.onrc.ro).

The documents are to be filed, either in person or by mail, with the trade register office in whose jurisdiction the company has its registered address.

According to Art. 8, Law 31/1990, republished, regarding commercial companies:

The memorandum of association of the joint-stock or limited joint-stock company shall contain:

- a) the identification of the founders, with the limited partners mentioned in the case of the limited joint-stock company;*
- b) the form, name, and registered address;*
- c) the company profile, mentioning the field and the main activity;*
- d) the subscribed and the paid in share capital and, if the company has an authorised capital, the amount thereof;*
- e) the nature and value of the goods forming the in-kind contribution, the number of shares assigned for them, and the name of the person that brought them as contribution;*
- f) the number and nominal value of the shares, mentioning whether they are nominal or bearer shares;*
 - f¹) if there are several categories of shares, the number, nominal value, and rights granted to each category of shares;*
 - f²) any restriction regarding the transfer of shares;*
- g) the identification of the first members of the board of directors and the first members of the supervising council, respectively;*
 - g¹) the powers granted to the administrators and, as the case may be, to the managers, and whether they are to exercise these powers together or separately;*
- h) the identification of the first censors or the first financial auditor;*
- i) clauses regarding the management, administration, operation, and the performance checking and auditing carried out by the statutory organs, as well as the number of members in the board of directors or how this number is decided;*
 - g¹) the representative powers granted to the administrators and, as the case may be, to the managers and management members, respectively, and whether they are to exercise these powers together or separately;*
- j) the duration of the company;*
- k) the distribution of the benefits and bearing of the losses;*
- l) the secondary offices - subsidiaries, agencies, representative offices or other such offices without own legal personality -, when these are set up together with the company, or the conditions for their subsequent foundation, if such a foundation is intended;*
- m) any special advantage granted, at the moment when the company was set up or up to the moment when the company is authorized to begin its activity, to any person who has participated in the setting up of the company or in*

transactions leading to that authorization, as well as the identity of the beneficiaries of such advantages;

n) the number of shares of the limited partners in the limited joint-stock company;

o) the total or at least estimated amount of all the setup costs;

p) the dissolution and liquidation of the company.