

Partnership Registration
According to the Civil and Commercial Code

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Type of Partnership

According to the Civil and Commercial Code, the partnership can be divided into 2 types as follows :

- (1) Ordinary Partnership
- (2) Limited Partnership

Ordinary Partnership

Is that kind of partnership in which all the partners are jointly and unlimitedly liable for all the obligations of the partnership
The ordinary partnership shall register as the juristic person or not. Therefore, the ordinary partnership can be divided into 2 types as follows :

- (1). Non-registered Ordinary Partnership with no legal status as the juristic person
- (2). Registered Ordinary Partnership with legal status as the juristic person

Limited Partnership

Is that kind of partnership in which there are :

- 1. One or more partners whose liability is limited to such amount as they may respectively undertake to contribute to the partnership, and
- 2. One or more partners who are jointly and unlimitedly liable for all the obligations of the partnership.

Establishment of Partnership

When two persons or above agree to invest in the ordinary partnership in one of the abovementioned type, the managing partner who is appointed from every partner must be responsible for requesting for the registration of such partnership to the officer at the commercial registration office that the head office of the partnership is located on.
A limited partnership must be managed only by the partners with unlimited liability.

Registration of the Change, Modification, or Liquidation of Partnership

In case that partners of such partnership agree to change or modify any registered transactions, or the partners aim to liquidate the businesses, they shall request the registration of the change or modification of such transactions or registration of business liquidation at the commercial registration office that the head office of the partnership is located on.

The registration for the establishment, change, modification, or liquidation of

businesses shall perform according to the method and criteria specified by the law and government's rules.

Registered Transaction that the Partnership has to register to Modify or Change

- (1) Name of partnership
- (2) Location of head office and / or branches
- (3) Objective of Partnership
- (4) Partners
- (5) Managing Partner
- (6) Limitation of Managing Partner's Power
- (7) Partnership's Seal
- (8) Other transactions that should be publicized
- (9) Merging the partnership
- (10) Transforming the partnership to company limited

Information Used for the Registration of Partnership's Establishment

- (1) Name of partnership
- (2) Objective of Partnership
- (3) Location of head office and / or branches
- (4) Name, Address, Age, Nationality, Occupation and items that are invested
- (5) Name of Managing Partner (must be partner without limit)
- (6) Limitation of Managing Partner's Power (If so)
- (7) Partnership's Seal

Place for Registration

The head office that is located in Bangkok must submit the registration at the Central Business Registration Division, Department of Business Development, 9th Floor Nonthaburi 1 Road, Nonthaburi Province or at any of 7 Business Development Offices. For other provinces, shall submit the registration at the provincial business development office and can submit the request via internet at www.dbd.go.th .

Registration Procedure

1. Submit in person can perform according to the following :

- (1) In case of registering for the establishment or changing the partnership's name, the partners or managing partner shall request for verifying and reserving the partnership's name to confide that such name is not duplicated or similar to other names pervious registered. Upon reserving the name, shall request for the registration within 30 days by reserving the name in person or via internet at www.dbd.go.th .
- (2) Purchase the request and form from the Department of Business Development or any of 7 business development office or provincial business development office or download from internet from www.dbd.go.th .
- (3) Prepare the request for registration and other attachments to the registrar for

consideration.

(4) Pay the fee according to the officer's order

(5) If aiming to issue the certificate of registered transactions, shall submit the request and pay the fee to the officers.

(6) Receive the certificate of registration.

2. Steps for registering partnership and company via internet

Criteria of Signing the Signature on the Request for Registration

(1) The signature in the request and the attachments, the person shall sign by him / herself.

(2) The signature in the request, the person shall sign in front of the registrar and demonstrate the ID card to the registrar for verification.

In case that the person cannot sign the name in front of the registrar, the person who request shall sign the name in front of the following person :

1. In case of signing in the country

(1) Administration Officer or Senior Police in the area of the person who requests.

(2) Member of Thai BAR or

(3) Other persons as notified by the central registrar are

- Certified Public Account

- Committee member or officer of the Thai chamber of commerce or provincial chamber of commerce who can certify the signature of persons who request for the registration of partnership / company with the head office located in the province that the Chamber is located according to the notification of the Central Partnership Registration Office.

2. In case of signing in foreign countries

(1) Authorized officer of the Thai embassy or consulate, or head of the office under the Minister of Commerce responsible for the operations in any country or other officers authorized to perform on behalf of such abovementioned person

(2) Person who can completely certify according to the law of that country and

(3) 2 Reliable persons who can certify in front of the registrar that the signature is such person's signature.

Duties of Partnership

Limited Partnership and Ordinary registered partnership according to the Civil and Commercial Code shall be responsible for preparing yearly financial statement and submitting to the business information service office, department of business development or any provincial business development office within 5 months from the closing date although such businesses have not yet been started or have not ceased temporarily; otherwise, they shall have the fine penalty of no more than 50,000 Baht.

In case that the limited partnership or the ordinary registered partnership does not

submit the annual financial statement as specified by the law, the managing partner or authorized person on behalf of the partnership will be liable to a fine like the partnership.

Businesses that the Law specifies the period of time of submitting the registration

- (1) Request for registering the change of managing partner shall be submitted within 14 days from the changing date.
- (2) Request for transforming to thee company limited shall be submitted within 14 days from the date of the previous managing partner submit the business, property, document, and other evidences to the company’s board of directors.
- (3) Request for registering the partnership’s liquidation shall be submitted within 14 days from the liquidation date
- (4) Request for registering the change of liquidators must be submitted with 14 days from the changing date
- (5) Request for registering the change or modification of liquidators’ authority and power shall be submitted within 14 days from the date the meeting has the resolution or the date that the court has the decision.
- (6) Request for registering the completeness of partnership’s liquidation shall be submitted within 14 days from the date the meeting has the resolution
- (7) The submission of the report of partnership’s liquidation shall be submitted every 3 months and the liquidator shall submit the report within 14 days from the date that the 3-month period expires.

Registration Partnership		Baht
1. Registering the partnership for every amount of money of no more than 100,000 Baht of the specified capital 100 Baht and the fraction of 100,000 Baht shall be counted as 100,000 Baht and such amount shall not below		1,000.-
And such amount shall not be more than		5,000.-
2. Register for merging the partnership		2,000.-
3. Registering the modification of partnership		400.-
4. Registering the modification of objectives		400.-
5. Registering the change of location of head office and / or branches		400.-
6. Registering for new partners	per person	300.-
7. Registering for partners’ resignation (no limit)		400.-
8. Registering the modification of capital		

8.1 Registering the capital decrease	per person	300.-
8.2 Registering the capital increase of partner for every amount of the capital increase (fraction of 100,000 Baht shall be counted as 100,000 Baht)		100.-
And such amount shall not be no more than		5,000.-
9. Registering the change of items invested according to the number of partners that change the capital	per person	300.-
10. Registering the change of type of partner	per person	300.-
11. Registering the modification of managing partner		400.-
12. Registering the limitation of managing partner's power and authority		400.-
13. Registering the modification of seal		400.-
14. Register other transactions that should be publicized		400.-
15. Registering the partnership's liquidation		400.-
16. Registering the change of liquidators		400.-
17. Registering the modification of liquidator's power and authority		400.-
18. Registering the modification of liquidation office		400.-
19. Registering the completeness of liquidation		400.-
Note : In case of adding new partners, shall calculate the fee according to the number of persons who are added without realizing the amount of capital.		