

(Translation)*

**BUSINESS REGISTRATION ACT,
B.E. 2499 (1956)**

BHUMIBOL ADULYADEJ, REX;

Given on the 25th Day of January B.E. 2499;

Being the 11th Year of the Present Reign.

His Majesty King Bhumibol Adulyadej is graciously pleased to proclaim that:

Whereas it is expedient to revise the law on business registration;

Be it, therefore, enacted by the King, by and with the advice and consent of the House of Representatives, as follows.

Section 1. This Act is called the “Business Registration Act, B.E. 2499 (1956)”.

Section 2. This Act shall come into force on the day following the date of its publication in the Government Gazette.**

Section 3. There shall be repealed:

(1) Business Registration Act, B.E. 2479 (1936);

(2) Business Registration Act (No. 2), B.E. 2490 (1947);

(3) all provisions of law, rules and regulations insofar as they deal with matters governed by this Act or are contrary to or inconsistent with this Act.

Section 4. The Minister of Commerce shall have charge and control of the execution of this Act and shall have the power to appoint competent officials and issue Ministerial Regulations prescribing fees not in excess of the rates annexed hereto and prescribing other acts for the execution of this Act.

Such Ministerial Regulations shall come into force upon their publication in the Government Gazette.

* Translation by Dr. Pinai Nanakorn, Faculty of Law, Thammasat University, for the Department of Business Development, Ministry of Commerce

** Published in Government Gazette, Vol. 116, Part 123a, dated 4th December 1999.

CHAPTER I
GENERAL PROVISIONS

Section 5. In this Act,

(1) “Minister” means the Minister having charge and control of the execution of this Act;

(2) “Registrar of Businesses” means the competent official appointed by the Minister to be in charge of registration under this Act;

(3) “competent official” means a person appointed by the Minister to perform activities under this Act;

(4) “operator of a business” means a natural person or juristic person operating a business in the ordinary course of trade and shall also include a partner with unlimited liability, a director and a manager;

(5) “office” means the place used for regular operation of a business.

Section 6. The following undertakings shall be deemed businesses under this Act:

(1) purchase, sale, sale by auction or exchange;

(2) letting on hire or granting a hire-purchase;

(3) acting as a broker or a commission agent;

(4) carriage;

(5) handicraft or industry;

(6) working under a hire of work;

(7) granting a loan of money, taking a pledge or taking a mortgage;

(8) warehousing;

(9) taking an exchange of, selling or buying foreign currencies, buying or selling bills, banking, crédit foncier or money transmission;

(10) insurance;

(11) other undertakings prescribed by Royal Decrees.

Section 7. This Act shall not apply to:

- (1) wandering trading and trading in a stall;
- (2) businesses for the purpose of religious support or for the purpose of charity;
- (3) businesses of juristic persons established by an Act or a Royal Decree;
- (4) businesses of ministries, sub-ministries or departments;
- (5) businesses of foundations, associations or co-operatives; and
- (6) businesses in the Notification published by the Minister in the Government Gazette.

CHAPTER II REGISTRATION OF BUSINESSES

Section 8. The Minister has the power to prescribe from time to time, by notifications published in the Government Gazette, that particular businesses specified in section 6 in particular areas must be registered by operators of the businesses.

***Section 9.** The Department of Business Development, Ministry of Commerce, shall serve as Central Business Registration Office, with the power and duty to supervise the handling of registration of businesses under this Act.

Bangkok Metropolitan Administration, Pattaya City Administration and every *Changwad* Administrative Organisation shall be the Business Registration Office for the purpose of handling registration of businesses in its areas.

The Minister shall have the power to, by notifications published in the Government Gazette, designate other local government organisations which possess readiness as Business Registration Offices for the purpose of handling registration of businesses in their areas. In this connection, a *Changwad* Administrative Organisation retains its power to handle registration of businesses only outside the areas of local government organisations designated by the Minister in the notifications.

******For the purpose of compiling statistics and acquiring knowledge of evidential facts pertinent to operators of certain types of businesses, the Minister shall have the power to designate the Department of Business Development as the Business Registration Office for the purpose of handling registration of such types of businesses as prescribed by the Minister in notifications published in the Government Gazette.

* As amended by section 3 of the Business Registration Act (No. 2), B.E. 2549 (2006).

** Section 5 of the Business Registration Act (No. 2), B.E. 2549 (2006) specifies that the Business Registration Offices established by the Minister by notifications issued under the Business Registration Act, B.E. 2499 (1956) before the date of the entry into force of the Business Registration Act (No. 2), B.E. 2549 (2006) shall have the originally provided power and duty to handle registration of businesses for the time being until notifications under section 9 paragraph four are issued and enter into force.

Section 10. Registration shall be made at the Business Registration Office in the area where the principal office of the operator of a business is located.

If the principal office is located in a foreign country and the business is carried out in Thailand, registration shall be made at the Business Registration Office in the area where the principal branch office is located.

*** In the case where the Minister has designated the Department of Business Development for the purpose of handling registration of particular types of businesses, operators of such types of businesses shall register at the Business Registration Office, Department of Business Development, in the area where the principal office or principal branch office is located, as the case may be.

Section 11. The operator of a business shall file an application for registration of the business at the Business Registration Office in the respective area in accordance with the form prescribed in the Ministerial Regulation within thirty days as from the date of the notification by the Minister under section 8.

Any operator of a business who operates the business after the date of the notification by the Minister under section 8 shall file an application for registration of the business within thirty days as from the date of commencement of such business.

If the Minister thinks fit, the time limits specified under this section may, by notification, be extended by the Minister.

Section 12. The application for registration of a business shall contain the following particulars:

(1) the name, age, ethnic origin, nationality and address of the operator of the business;

(2) the trade name used in the operation of the business;

(3) the type of the business;

(4) the amount of capital regularly used in the operation of the business;

(5) addresses of the principal office, branch offices, warehouses and commission agents;

(6) the name, age, ethnic origin, nationality, address and the amount of the contribution of each partner in a partnership as well as the amount of capital of a partnership;

*** As amended by section 4 of the Business Registration Act (No. 2), B.E. 2549 (2006).

(7) the amount of capital, the number of shares, the value of shares of a limited company as well as the number and value of shares held by persons of each nationality;

(8) the date of commencement of the business in Thailand;

(9) the date of the application for registration of the business; and

(10) the name used in the operation of the business, the name, nationality and address of the transferor of the business and the date and reason for the transfer.

Section 13. In case of an alteration of any particulars specified in section 12 or a cessation of the operation of business by any reason whatsoever, an application shall be made for registration thereof at the Business Registration Office in the respective area in accordance with the form prescribed in the Ministerial Regulation within thirty days as from the date of such alteration or cessation.

Section 14. The Registrar of Businesses shall, upon receipt of the application for registration and considering it duly compliant with the Act, Ministerial Regulations and Notifications issued under this Act, effect the registration and issue the applicant with a business registration certificate.

If the business registration certificate is lost, the operator of a business shall file an application for a business registration certificate substitute within thirty day as from the date of such loss.

The operator of a business shall display the business registration certificate or the business registration certificate substitute at an open and conspicuous place at his office.

Section 15. Upon registration, the operator of a business shall cause a name board for the operation of the business to be openly erected at the front side of the principal office and branch offices within thirty days as from the date of the registration.

Such name board shall contain Thai characters written in a legible and clear manner with or without accompanying foreign-language characters and may be in the form of a wood board, metal sheet, glass board, barrier or wall.

The name on the name board or any document must correspond to the registered name and must, in case of a branch office, also contain the word "branch".

Section 16. There shall be a committee consisting of not less than five but not more than seven members appointed by the Council of Ministers, with the power and duty to consider and give advice to the Minister on revocation of business registration certificates of operators of businesses who commit public fraud by dishonestly mixing the goods, forging the goods or doing any other gravely dishonest act in the operation of the business and shall also have the power to consider and give advice as to whether to permit re-registration of businesses.

Upon receipt of the advice of the Committee under the foregoing paragraph, the Minister may revoke the business registration certificate or give an order permitting re-registration of the business, as the case may be.

The person whose business registration certificate has been revoked shall not continue the operation of business unless an order is given by the Minister for re-registration of the business.

Section 17. The Registrar of Businesses shall have the power to give an order summoning an operator of a business for inquiries into facts related to the registration and the Registrar of Businesses or competent officials shall have the power to enter, during office hours, offices of an operator of a business for the purpose of inspection to ensure the execution of this Act. An operator of a business must reasonably provide assistance to the Registrar of Businesses or competent officials.

Section 18. Any person is entitled to inspect, or request the competent official to make certified copies of, documents related to the registration under this Act, upon payment of such fees as prescribed in Ministerial Regulations.

CHAPTER III PENALTIES

Section 19. Any operator of a business who :

(1) fails to register under this Act;

(2) gives false particulars; or

(3) fails to appear for inquiries by the Registrar of Businesses, fails to give statements or fails to allow entry by the Registrar of Businesses or competent officials for the purpose of inspection under section 17,

shall be liable to a fine not exceeding two thousand Baht and, in the case under (1) which constitutes a continuous offence, shall also be liable to an additional fine at a daily rate not exceeding one hundred Baht until due compliance with the requirement under this Act.

Section 20. Any operator of a business who fails to comply with section 14 paragraph two or paragraph three or section 15 shall be liable to a fine not exceeding two hundred Baht and, in the case of a continuous offence, shall also be liable to an additional fine at a daily rate not exceeding twenty Baht until due compliance with the requirement under this Act.

Section 21. Any operator of a business who violates section 16 paragraph three shall be liable to a fine not exceeding ten thousand Baht or to imprisonment for a term not exceeding one year or to both.

CHAPTER IV TRANSITORY PROVISIONS

Section 22. The operation of businesses registered prior to the date of the entry into force of this Act shall be permissible until the Minister, by notification published in the Government Gazette, annuls such registration and, upon the notification annulling the registration of businesses in any particular area, the operator of the business whose registration has been annulled in such area shall file an application for registration *de novo* within sixty days as from the date of the notification.

If the Minister thinks fit, the time limit hitherto specified may, by notification, be extended by the Minister.

Countersigned by:

Field Marshal P. Piboonsongkram
Prime Minister

Rates of Fees

No.	Descriptions	Baht
1.	Fee for Registration of a Business	50
2.	Fee for Registration of the Alteration of Particulars	20 for each registration
3.	Fee for Registration of the Cessation of a Business	20
4.	Fee for Issuance of a Business Registration Certificate Substitute by the Competent Official	30 for each copy
5.	Fee for Inspection of Documents Related to Business Registration of Each Operator of a Business	20 for each inspection
6.	Fee for Requesting the Competent Official to Make Certified Copies of Documents Related to Business Registration of Each Operator of a Business	30 for each copy

(As amended by Clause 3 of the Ministerial Regulation No. 3 (B.E. 2540) (1997) issued by virtue of the provisions of the Business Registration Act, B.E. 2499 (1956))

Note: - The reason for the promulgation of this Act is as follows. The Business Registration Act, B.E. 2479 (1936) and the Business Registration Act (No. 2), B.E. 2490 (1947) have, since their promulgation, been in force for a long time. To ensure appropriateness to the present time, revision should therefore be made on various matters; for example, transferring the duty in connection with registration of businesses in Samut Prakan Province, Samut Sakorn Province and Nonthaburi Province, which has been assumed by the Central Business Registration Office in Pranakorn Province, to Provincial Offices for further proceeding in accordance with the Government's policy on decentralisation to respective provinces, adding certain businesses required to be registered such as working under a hire of work, warehousing, etc. in the interest of statistical handling as well as acquiring knowledge of evidential facts pertinent to operators of businesses, adding the amount of capital as a particular required to be registered in the interest of deriving knowledge as to traders' trading standing, raising the rates of fines to prevent violation of law, given that the fines originally fixed have been in operation for over 19 years, thereby rendering the amount thereof to be insufficient to deter offenders. In the interest of acquiring correct and reliable statistics as well as evidential facts pertinent to the operation of businesses of traders, which may be exploited in the promotion of commerce and industries as well as the enhancement of national economic growth, it is necessary to revise the Business Registration Act and repeal the 2 originally enacted Business Registration Acts so as to merge legislation into a single Act newly promulgated, for the sake of convenience of understanding and observance by traders and general members of the public.