



Registration of a Limited Liability Company in Azerbaijan



Registration steps

Step 1 (Deloitte)

Founder will receive draft registration documents



Step 2 (Founder)

Completion of the draft registration documents to be sent to Deloitte for review



Step 3 (Deloitte)

Review and approval of the draft registration documents



Step 4 (Founder)

Execution of the documents, signing, notarization and attachment of apostille or legalization. Payment of charter capital



Step 5 (Deloitte)

Azeri translation, notarization of the registration documents and submission to the Tax Ministry



Step 6 (Deloitte)

Completion of registration by the Tax Ministry and receipt of an official stamp

List of documents

1	Application letter – to be drafted by Deloitte The letter must be signed by the founder or their duly authorized representative. The letter should be notarized by an Azeri public notary. Upon receiving power of attorney (granted by the client) this document can be signed by the Deloitte employee.
2	LLC Charter – to be drafted by Deloitte Two copies of the document must be signed by the founder or by their authorized representative. Upon receiving power of attorney (granted by the client) this document can be signed by the Deloitte employee.
3	Founder’s board resolution on the establishment of the LLC and on the appointment of the director* – to be drafted by Deloitte The document must be prepared on the founder’s letterhead, stamped with their seal and signed by the founder’s authorized representative. The document must be notarized by an authorized public notary in the founder’s country of residence and certified by apostille.
4	Bank receipt for payment of charter capital The founder pays their contributions into the LLC’s charter capital and will provide Deloitte with the receipt of payment
5	Memorandum and founder articles of association* The document must be notarized by an authorized public notary in the founder’s country of residence and certified by apostille.

List of documents (continued)

6	The founder's registration certificate or extracts from the trade register in the founder's country of residence* The document must be notarized by an authorized public notary in the founder's country of residence and certified by apostille.
7	Document confirming legal address of the LLC A copy of the lease agreement or letter from the landlord certifying the legal address of the LLC. This document must be notarized by an Azeri public notary.
8	Power of attorney to be given to Deloitte in order to carry out registration services – to be drafted by Deloitte* The document must be prepared on the founder's letterhead, stamped with their seal and signed by the founder's authorized representative. The document must be notarized by an authorized public notary in the founder's country of residence and certified by apostille.
9	State duty State duty of AZN 11 must be paid to the Azerbaijan state budget prior to submission of the registration documents to the Tax Ministry. Upon receipt of a request from the founder, Deloitte may pay the state duty and charge this to founder or LLC.
10	Preparation of a corporate seal A corporate seal must be ordered from a specialized company in Azerbaijan. Deloitte will arrange the preparation of a corporate seal for the branch/representative office.

List of documents (continued)

* Azerbaijan is a signatory to the Hague Convention abolishing the requirement for the legalization of foreign public documents effective from 31 March 2004 (“Convention”). According to the Convention, legalization is not necessary with respect to public documents issued in a country which is a signatory to the Convention. These public documents only need to be certified in the form of an apostille by that country’s authority, i.e. this is the only procedure required to authenticate a foreign document.

However, if the documents are executed in a non-Convention country, the documents specified in points 3, 4, 5, 6 and 8 shall be legalized by the Azeri Embassy or a diplomatic representative office of any country representing the interests of the Azerbaijan Republic in the founder’s home country.

Furthermore, Azerbaijan does not apply the Convention to documents executed in Germany, and The Netherlands. Therefore, the legalization procedure indicated in the above paragraph will also be applicable to the registration documents executed in Germany and The Netherlands.

Please consult Deloitte before obtaining legalization or an apostille for the above documents.



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