

Law No.34 of year 2008 governing registration of companies, organizations and bodies whose head Offices are outside the Syrian Arab Republic territory.

The President of the Syrian Arab Republic

By virtue of the provisions of the Constitution

And acting upon the resolution passed by the Parliament in its session dated 20/12/1429 H corresponding to 18/12/2008.

Enacts as follows:

Chapter I: Definitions

Article (1)

The following terms shall have the meaning stated below in the context of enforcing the provisions of this Law:

The Law: Law governing Branches, Offices, and agencies of foreign companies, organizations and bodies.

Ministry: Ministry of Economy and Trade.

Minister: Minister of Economy and Trade.

Directorate: Competent department concerned with registration of Branches, Offices and agencies of companies, organizations and bodies whose head Offices are outside the Syrian Arab Republic territory.

Register: Register of foreign branches, Offices and agencies at the Ministry.

Registrar: The person in charge of the Register.

Foreign Legal Person: Any company, organization or body whose head Offices are outside the Syrian Arab Republic territory.

Company or Organization: associations of capital, partnerships and individual establishments, irrespective of their activities.

Body: any service or administrative organization/establishment, registered outside the Syrian Arab Republic territory, and not involved in any profit/non-profit commercial or industrial activities.

Branch: the center created by the Foreign Legal Persons in Syria to work under their business title or trade name

Temporary Office: the Office of the Foreign Company or Organisation registered to implement a single contract in Syria. The registration shall expire at the end of the contract implementation or after one year, whichever is shorter.

Section: a sub-Branch belonging to the Branch.

Regional Office: the center created by a Foreign Legal Person in Syria, to handle their business and activities outside the Syrian territory.

Representation Office: the Office created by a foreign Company or Organization to represent it in Syria without having the right to exercise any major activity on the Syrian territories.

General Manager: Branch/Office General Manager.

Manager: head of a Section belonging to a Branch.

Commercial Agency: the contract of a licensing business concluded between the Company/Organisation and a natural/legal person having a commercial register in Syria, with a copy of the contract deposited at the Directorate.

Licensor: Foreign Legal Person producing, manufacturing or exporting commercial products or providing commercial services, who appoints a Commercial Agent in Syria.

Commercial Agent: the person authorized by the Licensor to act as their agent/representative in Syria; or as distributor of their products against commission or any other return; or as seller of products imported by the licensor, whether on behalf of the Licensor or on his/her own.

Commercial Intermediation: the action of a person intermediating between two parties willing to sign contracts, or facilitating commercial transactions and related works in return for an agreed payment without being responsible for the consequences of such transactions.

Commercial Intermediary: A person handling commercial intermediation between two parties, the first being a producer, distributor or exporter registered outside Syria, in return for agreed payment with a view to concluding a contract or facilitating its procedures in the commercial transactions, without being a party or belonging to any party thereof.

Chapter II: Registration of Foreign Legal Persons**Article (2)**

Foreign companies, organizations or bodies shall have the right to apply for registration in accordance with any of the following forms:

Branch

Temporary Office

Representation Office

Regional Office

Section I: Branch Registration**Article (3)**

Foreign Legal Persons (FLPs) shall not have the right to practice their main activity or any commercial business, or set up a Branch/Office in Syria, unless they have been registered in accordance with the provisions of this Law, after obtaining a work permit in accordance with the enforced laws and regulations.

Registration shall define the form of the FLPs and the activity they are entitled to practice in Syria.

Companies/Organizations with contribution or participation from their respective governments or governmental organizations shall be registered after obtaining approval by the Prime Minister, upon a proposal by the Minister.

Article (4)

FLPs shall submit to the Ministry an application requesting the registration of an Office or Branch, containing the following information:

Name and business title

Nationality and place of establishment

Legal form

Head Office and domicile

Type of registration

Objectives to be handled in Syria

Capital, in case they are a company or organization, except non-profit companies or bodies.

Branch/Office location or temporary chosen domicile

Sections, if any, and their domicile

General Manager's name, nationality and chosen domicile in Syria

Name of the person authorized to follow up the registration procedures at the Directorate

FLP's e-mail address

Particulars of: partners in the case of partnerships or board members in case of associations of capital

Name of the FLP's accounting auditor

Name of the accounting auditor in Syria

The registration application shall be signed by the person authorized to register the FLP before the competent Directorate official or before the Notary Public.

Article (5)

The Branch/Office registration application shall be attached with relevant documentation duly attested by the competent authorities in the country where the FLP is registered. These documents must be attested by the Syrian Embassy and the Ministry of Foreign Affairs in Syria, with a sworn translation into Arabic. These documents are:

A duly attested copy of the articles of association of the Company/ organization or of the Body's creation instrument and Memorandum of association or any equivalent documentation.

Company, organization or establishment board decision about the creation of a Branch/Office, stating respective authority.

Commercial registration certificate of the FLP or equivalent.

A copy of the agency agreement whereby the FLP has appointed a person residing in Syria a General Manager for the created Branch/Office, and authorizing him to be notified on his behalf.

A document proving that the capital of the Company/Organization is not less than fifty million Syrian Pounds or equivalent in other currencies. The produced document must be signed and duly attested by the authorized signatory. The minister shall have the right to modify the set capital.

Exempted from the requirement in paragraph 5 above are non-profit foreign organizations and bodies.

Last year's financial statement of legal person at his head Office, duly attested by its chartered accounts auditor.

An authorization letter issued to the person appointed by the FLP to follow up the registration procedures.

Article (6)

The following works or some thereof shall be regarded as establishment of a permanent organization and practicing commercial or services activity in Syria, including but not limited to the following:

Recruitment of employees who receive their salaries or wages from the FLP.

Implementation of contracts requiring services, supplies or mixed services in Syria, except contracts with implementation time not exceeding six months, and supply/services operations handled outside Syria.

Dispatch of experts for work in Syria for a period exceeding six months.

Purchase and investment of real property in the name of FLP.

Registration of FLPs at the Telephone Directory.

Registration of a P.O. Box or telegraphic address in the name of the FLP.

Public and private bodies shall not be permitted to complete contractual procedures with any FLPs in violation of the provisions of Paragraph 1 of Article 3 of this Law. However, public and private bodies can have a commitment from the FLP pledging to abide by the provisions of Article 3 of this Law within one month of the commitment date.

Section II: Registration of Temporary Office

Article (7)

Foreign companies and organizations which are awarded limited-time contracts with public or private bodies shall have the right to register a Temporary Office in Syria after obtaining the Minister's approval.

The Registered Office shall be cancelled and closed upon completion of the Company/Organization works and settlement of their rights and obligations.

The Company/Organization shall have the right to apply for changing Temporary Office registration to Branch in case they are awarded new contracts.

Article (8)

The Directorate shall issue a registration certificate to the Temporary Office with one-year validity, renewable for one time.

Article (9)

The Company/Organization shall be held responsible for all Temporary Office obligations. Registration cancellation shall not affect the rights of public and private bodies in Syria, acquired as a result of the contract implementation.

Article (10)

The Foreign Company/Organization shall have the right to lease real property required for carrying out their works, in accordance with the enforced laws and regulations, for a period not exceeding the Temporary Office registration period.

Article (11)

The Branch/Office created by the FLP shall be considered their chosen domicile with regard to their activities inside Syria.

Section III: Representation Office Registration

Article (12)

1.FLPs shall have the right to apply for registering a single Representation Office in Syria.

2.The purpose of the Representation Offices shall be limited to promoting the FLPs' activities and public relations, as well as conducting contacts with third parties, including Syrian companies and organizations for the purpose of gathering information of relevance to their main business activity.

3. Representation Offices shall have the right to provide technical support to the products and contracts of the Mother Company/Organization.

Representation Offices shall not be permitted to handle any commercial activities under the penalty of having their registration cancelled.

Article (13)

Representation Offices shall not have the right to practice any work in Syria prior to obtaining appropriate clearance by the competent authority in accordance to the enforceable laws and regulations for these authorities, and appointing an Office Manager in accordance with the provisions of this Law.

Article (14)

Foreign financial and banking Companies/Organizations shall have the right to apply to register a Representation Office in Syria after obtaining the approval of competent authorities.

Registration and work of foreign financial and banking Companies/Organizations shall be subject to the requirements and conditions set by the concerned supervising authorities, under whose supervision and control such companies and organizations shall work.

The Representation Office shall be responsible for furthering the interests of the foreign financial or banking Company/Organization without aiming to make profit. To achieve its objectives, the Representation Office shall conduct itself as follows:

Transfer of permissible trade information or publication of the information obtained from Syria at the body represented by the Office.

Support links and transactions between the represented body and the local banks and financial companies.

Provide advice to represented body and Office agents abroad regarding available investment opportunities in Syria.

Undertake intermediary efforts and procedures between any side in Syria and other foreign parties for purpose of facilitating the banking transactions.

Follow up the interests and works of the represented body in respect of any credits or loans or aids offered by that body or any other foreign financial or banking body to any legal or natural person in Syria.

Representation Offices of foreign financial and banking companies and organisations shall not be permitted to handle or practice any activity likely to harm the economy or economic security of Syria, or cause damage to any of its interests. Violations will be subject to punitive and civil action, and the judiciary courts shall assess compensations for damage caused, in addition to canceling Representation Office registration and ordering its closure with a decision enacted by the Minister, based upon a proposal put up by the directorate in coordination with the concerned supervisory authority or according to its request.

The Minister shall have the right to file the public lawsuit against the sides responsible for inflicting damage to national economy.

Section IV: Registration of Regional Office

Article (15)

FLPs shall have the right to apply for registration of Regional Offices in Syria.

The Regional Office must be directly linked to the central Office.

Regional Offices shall not be permitted to practice any activities or commercial business inside Syria, including agents' or commercial intermediaries' activities. Violators shall be punishable by cancellation and held responsible to compensate for damages or losses caused to third parties.

Regional Offices shall be considered a chosen domicile for the FLP, valid for notification of all decisions, documents, notifications and lawsuit warrants.

Article (16)

Should the Regional Office be involved in commercial transactions in Syria or found to be violating the provisions of this Law and the enforced laws and regulations, the Minister shall, based upon Directorate proposal, cancel the Office registration.

Section V: General Manager

Article (17)

General Managers shall be natural persons of Syrian nationality or legal persons represented by a natural person and established in Syria, provided that all partners therein hold Syrian nationality. The General Manager can, subject to the Minister's approval, be a non-Syrian natural person.

A General Manager must have a chosen domicile in Syria, and the Branch/Office HQ shall be considered as chosen domicile on completion of registration.

Article (18)

The appointed General Manager shall have the jurisdiction of receiving and ordering payments as well as concluding contracts and signing any document concerned with works undertaken by the FLP by virtue of registration. He/she shall also have the right to represent the FLP at the public and private bodies and courts in Syria.

The appointed General Manager shall act as representative of the Foreign Legal Person and its overseas Branches before all other bodies in Syria, and shall be fully responsible for all procedures and actions undertaken by the Branch/Office.

Any action the General Manager does and any notification he/she receives in the name of the Branch/Office shall be considered a binding legal action towards the FLP.

The General Manager shall have the right to authorize another person to carry out part of his/her jurisdictions, subject to the FLP's permission, and provided that the authorized person meets all General Manager conditions stipulated in this Law.

The FLP shall be responsible for the work of the Branch/Office as well as all obligations it initiates.

Article (19)

In case the General Manager position falls vacant on account of death or any other reason, the FLP shall:

Notify the Registrar within 30 days from the date of vacancy.

Appoint a successor within a maximum period of 60 days.

The Minister shall, by virtue of a decision, have the right to suspend the Branch/Office activities in case of breaching any of these two conditions, pending the appointment of a successor.

Article (20)

A General Manager shall have to submit a statement to the Registrar in case of setting up any section affiliated to him, stating therein complete address of the created section, and attaching therewith the Manager's appointment document, provided that the appointee is a natural person who holds the Syrian nationality. It could also be a trading company represented by a natural person, established in Syria and having a center or Branch at the Section regional center, provided that all partners contributing thereto are holders of Syrian nationality.

The Registrar shall note down the statement at the Branch registration record, and hand over the registration certificate to the General Manager within seven days from the date of submitting the statement and related enclosures.

The certificate shall be put at a conspicuous place inside the Section control center.

The General Manager must submit to the Registrar a statement about any modification occurring to the Branch Office or pertinent sections, or Office within seven days from modification date.

The Registrar shall cancel the record of a closed section from Branch registration record.

Cancellation certificate shall be published in the official gazette at the expense of the concerned Branch.

The Registrar shall note down the address of new center at the Branch registration record.

Section VI: Registration of Foreign Legal Person

Article (21)

FLP's Office/Branch shall be registered in the special register book after ensuring that all supportive documents and legal procedures have been delivered. Registration must be completed within 30 days from the date of submission of relevant registration application, and a registration certificate shall be issued to the applicant against payment of set fees.

If the period mentioned in the paragraph above has passed without issuing the applicant the registration certificate for reasons judged by the Ministry, the FLP shall have the right to submit an objection to the Minister, who shall give his/her verdict within thirty days from the submission date and notify the FLP in writing about the result of objection.

The Branch/Office registration certificate shall be published in the official gazette at the expense of the FLP.

The Branch/Office address shall be mentioned in all its printed material or correspondences.

Registration certificate or an attested copy thereof must be put at a conspicuous place at the FLP Branch/Office in Syria.

Branches, sections and related Offices must fix plate carrying the FLP name in both Arabic and English at a conspicuous

place outside the building and on the doors where these Branches, sections or Offices are located.

Article (22)

FLPs shall enjoy by virtue of the Branch/Office registered in accordance with the provisions of this Law the legal personality status in Syria from the date of registration.

The Branch/Office shall not be permitted to represent other foreign Companies/Organizations.

Article (23)

FLP shall provide the Ministry with a statement regarding any amendment of their memorandum of association as well as any increase or decrease of their capital. They shall also keep the Ministry informed about any change of the person of their appointed General Manager in Syria.

The statement must be attached with an attested copy of the FLP's general assembly decision concerning the amendment, or the delegation to nominate the new General Manager in addition to a copy of the commercial registration or equivalent. All furnished documents must be duly attested and must carry the signature of the board chairman or whoever acts on his behalf, to.

The statements and enclosed supportive documents shall be subject to the conditions and provisions governing all supportive documents submitted upon Branch/Office registration.

The Registrar shall mark off the amendments on the Office/Branch registration record.

Article (24)

Registered FLPs must submit a written statement to the Directorate providing therein the address of his center in Syria, as well as the addresses of his sections registered in accordance with the provisions of this Law, and all the changes occurring to these addresses, to be published in the official gazette after settlement of the set fees.

Section VII: Duties of FLPs' Branches/Offices

Article (25)

The Branches of foreign companies/organizations operating in Syria shall have to keep independent books in respect of their transactions in Syria, including the balance sheet and profit/loss accounts, to be prepared in accordance with international accountancy standards, and shall keep obligatory commercial books in accordance with trade law provisions.

The Branches of foreign companies must appoint an account auditor from accredited chartered audit firms and Offices in Syria.

Registered Branches of foreign companies/organizations must provide the Directorate within 90 days from the end of each fiscal year with their annual balance sheet and profit/loss accounts in respect of their transactions in the Syrian Arab Republic, to be duly attested by an accounts audit Office or firm.

Temporary Branches/Offices of foreign companies and organizations shall submit their respective financial statements to the competent financial authorities within the legal time frames set out for that purpose pursuant to the enforced laws and regulations.

Branches of foreign companies/organizations must publish their balance sheet and profit/loss accounts in respect of their transactions in Syria at two daily newspapers.

Branches of foreign companies/organizations shall have to keep their commercial records for a period of five years after cancellation of their registration. The concerned companies may opt to keep such records with their legal agent.

Article (26)

Foreign companies shall not be permitted to launch their shares or credit bonds for IPO in the Syrian Arab Republic before obtaining the approval of the Minister and the Syrian Commission on Financial Markets and Securities.

Article (27)

Branches/Offices of foreign Companies/Organizations shall not be permitted to recruit any non-Syrian prior to obtaining appropriate work permit issued by the Ministry of labour & Social Affairs.

Non-Syrian employees whose employment contracts have been concluded outside Syria shall not be registered at the Establishment of Social Security.

Article (28)

In case a Branch/Office operations come to a halt on permanent basis, or if the FLP has been dissolved for any legal reason,

or has gone bankrupt or closed down, the General Manager must submit a statement to the Registrar explaining the case and requesting the cancellation of the relevant Office/Branch, within 30 days from the date of reported case.

In the event of a FLP's merger with another company, or modification of the legal status thereof, the General Manager shall, within 60 days from the date of merge, submit a statement for settlement of Office/Branch status in respect of the provisions of this Law.

Article (29)

Modifications effected by a FLP on its articles of association or memorandum of association, or any alterations made with regard to its Branch, Section or Office, or other modifications carried out by persons concluding contract therewith in Syria shall not apply until they have been published in the official gazette.

Article (30)

Offices and Branches of FLPs must indicate in all their correspondences, invoices, and the rest of their published material, the FLP name, its legal status, capital in the country of registration, chosen address in Syria, and sections addresses, if any, in addition to registration number at the Directorate.

Article (31)

Any person shall have the right to have access to the entries included in the register and other documents maintained by the Directorate files. He/she has also the right to obtain attested copies of such documents and statements against a set fee.

Article (32)

The Branch/Office center shall be regarded as the legal domicile, valid for receipt of all notifications and documents in respect of any dispute or transaction pertaining to the FLP, its Branch, Office or section. Private section headquarters shall remain a valid notification domicile for its works.

Article (33)

Upon permanent closure of an Office/Branch, the General Manager must submit appropriate quittance documents to the Registrar, produced by public bodies with which he/she contracted.

A General Manager shall publish an announcement at two daily newspapers issued in the capital as well as in the Branch center, if any, at least two consecutive times during thirty days following submission of the cancellation request. The published announcement must indicate that the Branch/Office has stopped its works, and that it will be revoked from the FLPs records. It must also request creditors to contact the Branch with regard to their rights.

The Registrar shall accordingly cancel registration of Foreign Branch/Office of Company/Organization after ninety days from the date of submission of announcement and cancellation request.

The Registrar shall deliver the Office/Branch cancellation document to the authorized person of the concerned Company/Organization.

The cancellation document shall be published in the official gazette at the Branch/Office expense.

The Office/Branch registration cancellation does not mean The Company/Organization quittance towards any third party.

Both the General Manager and Manager shall inevitably act on behalf of the FLP to handle all liquidation issues concerning the Branch, Office or Section they administer, unless the FLP appoints another receiver residing in Syria.

Chapter III: Agents and commercial intermediaries

Article (34)

No person shall be allowed to practice agency or intermediation business in Syria unless he/she is duly registered at Agents and Intermediaries record at the Ministry.

The Agent or Intermediary shall have to be a Syrian Arab natural person, residing on the Syria Arab Republic territory, or an established company represented by a natural person in Syria. All shareholders or partners of such companies must be Syrian Arab nationals.

Article (35)

Registration applications of agency or intermediation contracts shall be submitted to Registrar within sixty days from the date of said contracts, in accordance with the form prescribed by the ministry.

The registration application must include the following information:

Name and business title of Foreign Company/Organization

Nationality and place of establishment

Head Office and full address

Objectives

Commercial registration number

Subject of agency or intermediation contract, and resources and services involved

Statement of the amount of charges or commission

Agency's type, duration and scope of business, as well as its principles of renewal or revocation

Agent's or Intermediary's name and business title

Agent's or Intermediary's center of operation and address

Agent's or Intermediary's commercial registration number and place of registration

Tax number of Agent or Intermediary

Additional useful information about the agent, agency or intermediation.

4. The following documents must be attached with the agency or intermediation contract registration application:

A copy of the agency contract, duly attested and translated into Arabic by a sworn translator in Syria

A copy of the commercial registration of licensing company/organization.

Article (36)

It is stipulated that the agent or Intermediary applying for registration must be directly affiliated with the Foreign Company/Organization or their accredited Branch. The Ministry, however, shall have the right to approve the registration of an Agent or Intermediary affiliated with a general Agent of the Company/Organization, whose agency appointment covers several countries.

Article (37)

The Registrar shall register the agency/intermediation contract after ensuring that all supportive documents and requirements have been satisfied, thereafter the agency/intermediation contract shall be entered into Foreign Company/Organization agency records against a set fee.

The Registrar shall issue an appropriate agency/intermediation registration certificate and hand it over to the concerned Agent or Intermediary within seven days from the date of applying for registration and submission of the required supportive credentials.

In case the period specified has passed without issuing the registration certificate for reasons judged by the Ministry, the concerned applicant may submit an objection petition to the Minister. It will be up to the Minister to approve or refuse such registration within thirty days from the date of submitting the objection petition.

Article (38)

The Agent or Intermediary or their legally authorized deputy or heirs in the event of death, may apply for registration of amendments or variations in the particulars included in the registration application or respective agency contract within thirty days from the date of amendment.

Agents who stop practicing their agency business or whose agency contract expires shall be obliged to notify the Registrar within a period not exceeding thirty days from the date of stopping their agency practice or expiry of agency contract, requesting cancellation of their registration from the agency records.

Agents ceasing their agency practice shall be obliged to notify the Registrar within thirty days from halting their practice requesting cancellation of their registration.

The Registrar shall note down the occurring change at the modified agency or intermediation certificate after payment of the set fees.

An Agent or Intermediary shall not be allowed to effect the occurring amendments on their agency unless these amendments are registered in the Ministry.

Article (39)

An Agent or his legally authorized deputy or heirs in the event of his death upon revocation of the agency contract or expiry thereof, shall submit an application to the Ministry with supportive documents for cancellation of agency registration from the Agencies/Intermediation register within sixty days from the date of agency revocation or death or expiry.

The Ministry shall cancel the agency based upon occurrence of a cancellation reasons, and shall notify the concerned persons through a registered letter, allowing them a period of maximum sixty days to attend and file any objection to the

cancellation reason thereto. Should they default, they will receive a further notification with another sixty-day period for attending, and in case they default again, the Ministry shall cancel the registration.

The agency contract shall be waived to the Agent's heir if the agency provides to do so.

Article (40)

Third parties may have access to the information and details recorded in the Register in respect of the Agent or Intermediary or their agencies/intermediations, their registration number and date of registration or cancellation against set fees.

Article (41)

The agency or Intermediation contract shall be deemed valid for the mutual benefit of the contracting parties.

Article (42)

Neither of an agency contract parties shall enjoy any benefits given by virtue of enforced laws and regulations to the Agents and Licensors unless such agency contract is duly registered in accordance with the provisions of this Law. Third parties, however, can file lawsuits based upon an unregistered agency, if realistic evidenced to be existing.

A lawsuit brought by an Intermediary against any of the two parties of a contract he/she mediated shall not be filed unless he/she is registered in the Register.

Article (43)

A Commercial Agent must comply with the following:

Provide required spare parts, instruments, materials, accessories in addition to maintenance centers for overhauled products and goods imported or the services provided by his Commercial Agency.

Ensure appropriate maintenance of products, and insure quality and conditions set out by the producers on permanent basis throughout his agency duration.

Honor conditions and status of warranty certificates offered by the Licensor with regard to the products and services of subject agency contract.

Maintain procurement invoices and all other related documents in respect of cost of freight, transport, insurance and customs taxes for at least five years from the date of placing the products for local consumption.

Article (44)

Natural or legal persons shall not be permitted to claim that they are agents or Intermediaries of a Company/Organisation or benefit from assuming such a title through their transactions and correspondences with public bodies, before judicial courts or trading enterprises, unless such persons are duly registered in accordance with the provisions of this Law.

An agent must indicate registration number of his agency in all invoices and correspondences issued in his name for that capacity.

Article (45)

An agency contract shall serve as a regulator of the relationship between the licensing Company/Organisation and the agent. Revocation of such a contract on the part of the Licensor for no fault committed by the respective agent shall give the agent the right, notwithstanding any agreement to the contrary, to file a claim for damages before competent courts and ask for compensations for the forfeited profits.

The Agent or Intermediary registered in accordance with the provisions of this Law shall enjoy protection and care provided under the laws enforced in Syria.

Article (46)

In order to implement the provisions of Article 44 of this Law, both the Licensor and the new agent shall be jointly committed to purchase the goods in the custody of the former agent, covered under the agency contract. Payment for the purchased goods shall be effected at cost price or local market prices, whichever is lower. They shall also be committed to all obligations arising from previous agency contract, especially the provisions of Article 44 of this Law.

Chapter IV: Penalties

Article (47)

In case the FLP or its affiliated Office/Branch initiate or undertake activities in Syria prior to completing the prescribed registration procedures, the persons involved shall be jointly and severally held responsible.

Public or private bodies concluding contracts with a FLP or found to have facilitated its basic practice or any commercial activities in Syria contrary to the provisions of Article 3 of this Law shall be jointly and severally held liable for such action.

Article (48)

The Ministry shall have the right to request the Public Prosecution to initiate legal action in competent courts against any Company/Organization or Agent stipulated in this Law if they have breached its provisions. The court shall have the right to stop the business of such Companies/Organizations in Syria, or suspend the Agent's activities, unless they reconcile the situation in accordance with the provisions of this Law.

Article (49)

Taking into consideration the special provisions set forth under the penal law, persons violating the provisions of Articles 13, 23/1-2, 28/1-2, 33/1-2, and 39/1 of this Law, shall be punishable by payment of a fine of not less than one hundred thousand Syrian Pounds and not in excess of two hundred thousand Syrian Pounds.

Article (50)

Branches/Offices violating Paragraph 3 & 4, Article 21, shall be punishable by payment of a fine amounting to fifty thousand Syrian Pounds.

Article (51)

A Branch/Office violating the provisions of Paragraph 1, Article 27 shall be fined three times the annual fee payable for work permit, and the concerned authority will be requested to cancel the residence permit of the violating person.

Article (52)

A fine of two hundred thousand Syrian Pounds shall be imposed upon any Branch Manager or agent who have been served an order to halt the activities of a FLP or the agency in Syria in accordance with the provisions of this Law, but have nonetheless continued to pursue their activities.

Article (53)

Taking into consideration the provisions of Penal Law, a fine of one hundred thousand Syrian Pounds shall imposed upon any person who provided statements required under the provisions of this Law contrary to the truth.

Article (54)

Over and above the punishments provided for under this Law, the Minister may order to revoke the registration of any FLP having Branches or agencies in Syria through a decision enacted by him on account of any of the following cases:

In case of violation of the laws and regulations concerned with public order or if the FLP or its General Manager are found to have acted in violation of their memorandum of association.

In case they refrain to execute a court ruling of conclusive degree, issued by the Syrian courts of justice.

If such closures or suspensions are required for reasons concerned with public security or national security interests.

Article (55)

Taking into consideration other punishments provided for by any other laws, violators of the provisions of Articles 16 and Paragraph 2 of Article 22 of this Law shall be imposed a fine of not less than three hundred thousand Syrian Pounds and not exceeding six hundred thousand Syrian Pounds. If violators fail to remove the violation, the Minister shall have right to cancel their registration upon the proposal of the directorate.

Article (56)

Registrar shall cancel an agent's or Intermediary's registration in the following cases:

If registration was found to be based upon false information.

If the agency or intermediation agreement was cancelled for any reason.

The Agent or Intermediary shall be notified by registered mail in respect of any of the cancellation decisions mentioned at Paragraph 1 of this Article within a period not to exceed fifteen days from the date of issuance of the cancellation decision.

Article (57)

Without breaching any punishments provided for by other laws, violations listed hereunder shall be punishable by a fine of not less than one hundred thousand Syrian Pounds and not exceeding three hundred thousand Syrian Pounds:

Persons providing the Ministry or any other official authority with untrue information concerned with agency registration, amendment or replacement.

Persons claiming through correspondences or publications related to their commercial businesses or through any other advertising media that they are Agents or Intermediaries without being registered.

Persons failing to register their agencies in accordance with the provisions of this Law.

Violators of the provisions of Articles 34 and 38 of this Law.

Article (58)

Each agreement or concealed contract aiming the evasion of implementing the provisions of this law entirely or partially is considered absolutely invalid and inefficient neither towards contracting parties nor third parties. The signatories of such contract/agreement shall be punishable by a fine of two hundred thousand Syrian Pounds.

Chapter V: General Provisions

Article (59)

Syrian courts shall be the competent jurisdiction courts in respect of any dispute arising from implementation of this Law.

Article (60)

The Court of Civil First Instance shall have the jurisdiction to decide on disputes arising between Branches/Offices and the bodies contracted with in Syria, whether such bodies are natural or legal persons.

In the event of any dispute arising between a Branch/Office belonging to a The Foreign Company/Organization and any public sector bodies contracted therewith, decision in respect of such a dispute shall be the jurisdiction of the administrative court.

Article (61)

The Ministry shall have the right to monitor the work of Branches/Offices, registered in accordance with the provisions of this Law, to ensure their compliance with the required provisions thereof. The Minister may, for purposes of implementing this Law, allow Directorate officials, who enjoy legal regulators status, to have access to the accounts of Branches/Offices, and request whatever they may deem necessary for carrying out their assignment. These shall include the Branch/Office records, books and documents, keeping professional confidentiality requirement in view.

The Ministry may order cancellation of the Branch/Office registration, if they are found to have been created, or initiated their activities in violation of the provisions of this Law. The competent civil courts shall be authorized to give their verdict on such order.

Directorate officials, assigned by the Minister, shall have regulator duty and shall have the right to file reports of violation of the provisions of this law.

Officials referred to in Item 3 of this Article shall have to take the following oath: "I swear by God, the Almighty, to carry out my duty honestly and truthfully."

The above oath shall be taken before the Chief of the Court of Civil First Instance.

Article (62)

Branches, offices, and agencies of foreign companies, organizations and bodies with non-commercial purposes shall be registered in the register after obtaining the required approvals and licenses from the competent authorities in accordance with the provisions of the enforced laws and regulations.

Competent authorities shall have the right to supervise the work of branches, offices, and agencies of foreign companies, organizations and bodies in accordance with the enforceable laws and decisions of these authorities.

Article (63)

Provisions of Legislative Decree No. 51, year 1952, and its amendments shall stand cancelled.

All branches/agencies registered prior to issuance of this Law shall have to reconcile their status in conformity with its provisions within ninety days from enforcement date.

Article (64)

The table of prescribed fees annexed to this Law in relation to levying registration charges, and Branch and FLP's agency readjustment charges, as well as all other charges and fees levied under this Law, shall be implemented.

The prescribed charges and fees may be modified whenever necessary, through a Council of Ministers' decision to this effect.

Article (65)

This Law shall be published in the Official Gazette to be enforced after thirty days from publication date.

Damascus, on 24/12/2008

Corresponding to 26/12/1429 H.

Duties & charges table annexed to the Law of Foreign Companies/Organizations and Agencies

Type of Registration	Charges
<u>A. Branches of Foreign Companies and organizations</u>	
Branch registration	SP 50,000
Representation Office registration	SP 50,000
Regional Office registration	SP 50,000
Temporary Office registration	SP 25,000
Registration of amendments made to Branch	SP 25,000
Registration of amendments made to Representation Office	SP 25,000
Registration of amendments made to Temporary Office	SP 25,000
Registration of banking or finance institution Office	SP 50,000
Section registration	SP 5,000
Section amendment	SP 5,000
Branch, Representation Office, or Temporary Office cancellation	SP 5000
Issuance of a certified copy of maintained documents	SP 1000
Access to Branch/Office registration record	SP 1000
Certified copy	SP 1000
<u>B. Agencies</u>	
Agency registration	SP 10,000
Agency amendment	SP 5000
Agency cancellation	SP 1000
Issuance of a certified copy of agency documents retained by the Directorate	SP 500
Access to agency record	SP 500
Intermediary registration	SP 5000
Intermediary registration amendment	SP 3000
Cancellation of Intermediary registration	SP 1000
Certified copy	SP 500