

**THE GOVERNMENT**

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No. 120/2011/ND-CP

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence– Freedom – Happiness**

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*Hanoi, December 16, 2011*

**DECREE**

**AMENDING AND SUPPLEMENTING ADMINISTRATIVE PROCEDURES  
PROVIDED IN A NUMBER OF DECREES DETAILING THE COMMERCIAL LAW**

**THE GOVERNMENT**

*Pursuant to the December 25, 2011 Law on Organization of the Government;  
At the proposal of the Minister of Industry and Trade,*

**DECREES:**

**Article 1.** To add the following Clause 14 to Article 3 of the Government’s Decree No. 158/2006/ND-CP of December 28, 2006, detailing the Commercial Law regarding goods purchase and sale through goods exchanges:

“14. Copies are:

- a/ Certified copies (for dossiers sent by post or through the official correspondence channel);
- b/ Photocopies enclosed with the originals for comparison (for directly submitted dossiers);
- c/ Copies scanned from the originals (if administrative procedures allow dossiers to be submitted electronically).”

**Article 2.** To amend and supplement a number of articles of the Government’s Decree No. 72/2006/ND-CP of July 25, 2006, detailing the implementation of the Commercial Law regarding Vietnam-based representative offices and branches of foreign traders

**1. To add the following Article 3a below Article 3**

“Article 3a. Interpretation of terms

Copies of documents in dossiers of application for grant or re-grant of representative office or branch establishment licenses means:

- a/ Certified copies (for dossiers sent by post or through the official correspondence channel);
- b/ Photocopies enclosed with the originals for comparison (for directly submitted dossiers);
- c/ Copies scanned from the originals (if administrative procedures allow dossiers to be submitted electronically).”

**2. To amend Point b, Clause 1; Point c, Clause 2; and Clause 3 of Article 5 as follows:**

a/ The phrase “Copy of the foreign trader’s business registration certificate or a paper of equivalent value certified by a competent authority of the locality where the foreign trader has been established or made its business registration” is replaced with the phrase “Copy of the foreign trader’s business registration certificate or a paper of equivalent value which is consularly legalized under Vietnamese law”;

b/ To amend the phrase “Documents specified at Points b and c, Clause 1; Points b, c and d, Clause 2 of this Article” into “Documents specified at Point c, Clause 1; Points b and d, Clause 2 of this Article”.

**3. To add the following provisions on to-be-submitted dossiers to Articles 5, 10, 12 and 14:**

“The number of dossier sets to be submitted is one (01) set.”

**Article 3.** To amend and supplement a number of articles of the Government’s Decree No. 35/2006/ND-CP of March 31, 2006, detailing the Commercial Law on commercial franchising

**1. To amend Clause 4, Article 4 as follows:**

“4. Provincial-level People’s Committees shall:

a/ Perform the state management of domestic commercial franchising in their localities;

b/ Direct provincial-level Industry and Trade Departments in periodically reporting to the Ministry of Industry and Trade on commercial franchising in their respective localities.”

**2. To add the following Article 17a below Article 17:**

“Article 17a. Cases in which registration of commercial franchising is not required

1. In the following cases, registration of commercial franchising is not required

a/ Domestic commercial franchising;

b/ Vietnam-to-overseas commercial franchising.

2. Cases in which registration of commercial franchising is not required must be reported to provincial-level Industry and Trade Departments.”

**3. To annul Point b, Clause 1, and Clause 2, Article 18**

**4. To amend Clause 4, Article 19 as follows:**

“4. Documents specified in Clauses 2 and 3 of this Article must be consularly legalized under Vietnamese law.”

**Article 4.** To annul a number of articles and clauses of the Government's Decree No. 20/2006/ND-CP of February 20, 2006, detailing the Commercial Law regarding the provision of commercial assessment services

1. To annul Points b and d, Clause 1, Article 4; Clauses 2, 3 and 4, Article 8; Article 9; Articles 10, 11 and 12; Point d, Clause 1, Article 19; and Article 22 of Decree No. 20/2006/ND-CP.

**2. To amend Clause 3, Article 4 as follows:**

“3. Provincial-level People's Committees of localities in which traders have made their business registration shall, within their powers, perform the state management of commercial assessment services.”

**Article 5.** Effect

This Decree takes effect on February 1, 2012.

**Article 6.** Organization of implementation

Ministers, heads of ministerial-level agencies, heads of government- attached agencies, chairpersons of provincial-level People's Committees and related organizations and individuals shall implement this Decree.-

**ON BEHALF OF THE GOVERNMENT  
PRIME MINISTER**

**Nguyen Tan Dung**