

## The Communiqué on Execution of Articles of Incorporation at the Commercial Registry Offices Has Been Amended

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Published in Official Gazette dated 20 February 2021 and numbered 31401, the Communiqué Amending the Communiqué on the Execution of Articles of Incorporation at the Commercial Registry Offices ("**Amending Communiqué**") introduced substantial amendments on the Communiqué on the Execution of Articles of Incorporation at the Commercial Registry Offices ("**Communiqué**").

In brief,

- In accordance with the amended article 12 of the Communiqué, the signatures of real person merchants and authorized signatories of the legal person merchants will be obtained electronically from the signature data kept in the databases of public institutions and organizations during the registration of the merchant/representative to the trade registry and will be recorded to Central Registration System (=MERSIS). Thus, signature data kept in databases by public institutions and organizations will be shared electronically with the commercial registry offices, and in this context, in case the electronic signature data is available in the database, there will be no need to physically submit a signature declaration before a commercial registry office. Pursuant to provisional article 1, a physical signature declaration will be submitted to the commercial registry office until the signature data kept in databases of public institutions and organizations are provided electronically by the Ministry of Trade.
- In case the signature record does not exist in the relevant database or if the relevant record cannot be obtained, the signatures of the relevant persons will be notarized physically or given to the commercial registry office by making a written declaration in the presence of authorized personnel in any directorate. In this context, the signature declarations of the authorized signatories in a foreign country will be issued by having their signatures approved by the Turkish Consulate in the relevant country or by the competent authorities in accordance with the applicable jurisdiction. Signature declarations issued by the authorities of foreign countries must be approved by the Turkish consulate or in accordance with the provisions of the Convention Abolishing the Requirement for Legalization for Foreign Public Documents and submitted to the commercial registry office together with a notarized Turkish translation of such document. Through the amendment, as in the former practice, the persons in Turkey may give signature declarations before a notary as well as commercial registry offices. No amendment has been made in the practice of issuing signature declaration in foreign countries.
- It is not necessary to submit a signature declaration again in the event that authorized signatory of legal person merchants, commercial representatives or real person merchants have previous signature data or declaration in the registry file of the same commercial enterprise or company. In the previous practice, in cases where the company title or type was changed, individuals may still have to submit a signature declaration again before the commercial registry office.
- Granted that the authorized signatory is appointed to a branch together with the company or to more than one branch, provided that the company or branches are within the same registry area, an extra signature declaration will not be required, and a copy of the signature declaration given previously will be attached to the file of the branch where the signatory has been appointed. In the previous practice, it was required to submit a separate signature declaration for each branch for which the signatory was appointed in case the signature authority of the company was also authorized for the branch.
- In the practice of incorporation of limited companies, if the signature record cannot be obtained electronically, the physical signature statement can only be issued in the commercial registry office.

Our article on the previous amendments of the Communiqué can be found at this [link](#) and full text of the Amending Communiqué can be found at this [link](#).

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