

Welcome to the thirty-ninth edition of our newsletters. In this edition, we will present to readers the most prominent legal amendments that occurred to the provisions of the Jordanian Companies Law No. (22) of 1997.

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## SECTION A: A GLIMPSE INTO JORDANIAN LEGISLATION

In this edition, the most prominent legal amendments that occurred to the provisions of the Jordanian Companies Law No. (22) of 1997

In this issue of the newsletter, we will present to readers the most prominent legal amendments that occurred to the provisions of the Jordanian Companies Law No. 22 of 1997, by means of the new Jordanian Companies Law No. (20) of 2023, as follows:

### Introduction

The technological developments that the world has been witnessing for many years and the availability of means of communication, in addition to the freedom of movement of capital inside and outside the country, has directly affected the form and quality of commercial relations and the projects that result from them, in such a way that it has become a framework that achieves a distinct legal existence for commercial projects. Therefore, it has become necessary to find a template that guarantees that projects have an independent financial legal liability, provides them with the appropriate

financing tools, enables them to carry out their activities and determines the number of members that express them. Thus, the concept of commercial companies emerged, which today are considered mechanisms that contribute mainly to organizing and framing the world of finance and business. Those companies are considered a tool for the capitalist system in countries with a liberal system to attract savings and direct it towards investment. They have also become part of the economic fabric of countries, as they are the ideal legal vessel for attracting capital and investing it in the largest projects due to them possessing legal characteristics that are not usually available to natural persons.

On this basis, we find that the vast majority of countries are keen and are investing on creating a suitable environment to encourage such economic occurrences, by providing all legal and economic guarantees for the progress and development of these projects in order to promote the domestic and foreign investment sector. In addition to keeping pace with technological development in a way that requires consistent amendments to the provisions of relevant legislation. Jordan's role has been demonstrated by issuing the Jordanian



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Companies Law No. (22) of 1997 concerned with companies and their types and regulating all the provisions within it.

4 Based on all of the above and on the importance of constantly staying informed of the latest legal developments, (specifically the issuance and/or amendment of laws and regulations because they might grant new privileges and/or because they might impose legal obligations on the recipients of its provisions), we would like to inform you that a new law has been issued amending the Jordanian Companies Law. This law is the Jordanian Companies Law No. (20) of 2023), which in turn amended a number of provisions from the Jordanian Companies Law. No. (22) of 1997. We will discuss the most prominent of those amendments in this newsletter.

#### First: Venture Capital Company

In light of the amendment to the Jordanian Companies Law, the Jordanian legislator decided to have Chapter Five of the aforementioned law address (by organizing all provisions) matters related to venture capital companies, which in turn are considered one of the most important means for supporting economic growth. In light

of the current economic transformations and the development that the world is witnessing in various sectors and the global technological revolution, the role and importance of small and medium enterprises has emerged in reviving national economies and embodying new ideas. However, on the other hand, they require relatively significant financing as they contain high risks when compared to other types of projects and businesses. This entailed the necessity of finding a new type of company capable of dealing with the risks that these projects may face in a sound and quick manner because of its experience and broad standing and given that it specializes in the field of finance.

Accordingly, this type of company is based on providing financing for investments that have a risk rate higher than the conventional average in exchange for a high financial return in the event of the project's success. The financing provided by said type of company is not limited only to traditional financing based on bringing in the necessary capital to finance projects, but it extends beyond that because it provides non-financial assistance such as administration and facilitation.

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Countries have used different names in their legislations regarding the name of this type of company, but the Jordanian legislator has regulated its provisions under the name “venture capital companies”. Jordan’s experience with this type of company is considered relatively recent as the Venture Capital Companies Regulation No. (143) was issued in 2018, which in turn was considered an important turning point that completed a package of legislation related to venture capital companies. However, the Jordanian legislator, in light of the latest amendment to the Jordanian Companies Law, decided to address all the detailed provisions for venture capital companies in the primary legislation related to companies (the Jordanian Companies Law). This is done in order to complete the legislative framework in a manner that encourages the investment environment.

### Second: Registration of Companies Operating In Free Zones

Under the old Companies Law, companies operating in free zones were registered with the Free Zones Corporation and in the registries prepared for this purpose. However, in light of

the amendment to the Companies Law, these companies are now registered with the Companies Control Department through the comprehensive investment service located in the Ministry of Investment.

### Third: The Effects of The Insolvency of an Insurance Company And/Or of Any of Its Partners

The Jordanian legislator stipulates that if a joint partnership company declares its insolvency and enters into insolvency procedures in accordance with the provisions of the Insolvency Law, this will entail that the joint liability partners are considered insolvent in a manner that their funds are included in the insolvency legal liability. In the event that the joint partnership company is subject to liquidation procedures, then the debts of its creditors will be given priority rights over the debts of the partners in the company.

On the other hand, if one of the joint liability partners declares their insolvency, then the debts of the company’s creditors are classified according to the classifications stated in the Insolvency Law.



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#### Fourth: Adopting Electronic Means For The Purposes Of Announcements And Reporting

In light of the latest amendment to the Jordanian Companies Law, the website of the Company Control Department has become one of the means that fulfills the purpose of announcing and distributing information. The Jordanian legislator has in many places replaced the means of announcement in local newspapers with announcement on the department's website, with an example announcing the registration of any company and about any amendment to the registered company's data.

#### Fifth: Cancellation Of The Joint-Liability Company If It Ceases To Carry Out Its Business

The cessation of a joint partnership company from carrying out its business for a certain period of time may lead to its definite cancellation in accordance with the recent amendment made to the Jordanian Companies Law. In the event that a joint partnership company stops carrying out its business, the General Companies Controller

grants the company a grace period to resume its work. Should the period lapse without work being resumed, this will result in it being registered in a special register; however, should a period of one-year pass since its registration in this register, the company will be automatically deleted.

In all cases, the liability of the partners remains for the company's debts in the event that the joint partnership company is ceased or cancelled.

#### Sixth: Settling Half of the share capital of the Limited Liability Company

The Jordanian Companies Law required, for the issuance of the company registration certificate, that the partners initially provide at least (50%) of the company's capital. However, with the recent amendment, this is no longer the case. The Controller is now allowed to issue the registration certificate before the partners provide at least half of the company's capital. The legislator has granted the partners a period of (60) days from the registration date of the company to provide this portion of the company's capital.



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## Seventh: Internal Regulations of the Public Shareholding Company

7 Under the previous Companies Law, it fell under the responsibility of the public shareholding company to provide the General Companies Controller with a copy of its internal regulations. It required the approval of the Minister of Industry, Trade, and Supply for the internal regulations to come in force. However, with the recent amendment, the Jordanian legislator has lifted this obligation from the public shareholding company. Despite still being committed to prepare internal regulations in accordance with the provisions of the Jordanian Companies Law, the company is no longer obliged to provide them to the Controller and obtain the approval of the Minister. Instead, the company retains them in the company's records and is obligated to provide them to the Controller only upon the Controller's request.

## Eighth: Imposing a Financial Penalty on the Public Shareholding Company Due to Delay in Providing the General Controller with the General Assembly Meeting Minutes

The amended Companies Law imposes a financial penalty on a public shareholding company if it delays fulfilling its legal obligation to provide the General Companies Controller with a signed copy of the minutes of meeting for the general assembly meeting, within (10) days from the date of the meeting. The imposition of this penalty is a new provision introduced by the amended Companies Law. The previous law did not specify imposing such a penalty in case of delay by the public shareholding company in fulfilling its legal obligation to provide the Controller with a signed copy of the minutes of meeting for the general assembly meeting. However, the Jordanian legislator did not specify in article 181 the amount of the fine for each day of delay, leaving its regulation to the provisions of the Companies Law Regulation.

## Ninth: Invitation to the General Assembly Meeting of Public Shareholding Companies

Under the Companies Law prior to the amendment, it was the responsibility of the board of directors of a public shareholding company to issue invitations for the general assembly meeting at least (21) days before the scheduled meeting date. However, the

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legislator amended this period to become (14) days.

#### **Tenth: Distribution of Profits in the Public Shareholding Company**

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The Jordanian legislator has granted the board of directors in public shareholding companies the authority to distribute company profits every three months, based on a delegation of powers issued by the general assembly. This delegation must specify the years it covers, and it is conditional upon the existence of a report from the company's "legal accountant" confirming the fulfillment of the conditions and restrictions imposed by the Companies Law on a public shareholding company in this regard, such as refraining from distributing the mandatory reserve for the company.

#### **Eleventh: Appointment of a General Manager in a Private Joint Stock Company**

According to the amended Companies Law for the year 2023, it is now the responsibility of the board of directors of a private shareholding company to appoint a general manager for the company and to determine

his/her powers in the appointment decision. Previously, private shareholding companies were not obligated to appoint a general manager; the previous law only required the appointment of a chairman and vice-chairman of the board in addition to appointing a secretary.

#### **Twelfth: Extension of the Deadline Granted to a Private Joint Stock Company in Case of Failure to Reach a Required Decision in Consecutive Meetings**

Under the old law, the Companies General Controller used to grant a private shareholding company a period of one month to rectify its situation if the general assembly failed to make a required decision. Otherwise, the company would be referred to the relevant court for appropriate measures. However, under the amended Companies Law, the Jordanian legislator extended the deadline granted to a private shareholding company to make the appropriate decision, with it now becoming three months instead of one month under the old law.



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## Thirteenth: Replacement of Bankruptcy with Insolvency

The Jordanian Insolvency Law No. (21) of the year 2018 has repealed the provisions related to bankruptcy and its protective reconciliation, replacing them with regulated insolvency provisions within the aforementioned law. The Jordanian legislator in the amended Companies Law has intentionally replaced the term "bankruptcy" with "insolvency" wherever it appeared. This amendment aligns with the enforcement of the provisions of the Insolvency Law, which abolished bankruptcy provisions and unifies the legislative provisions.

### Conclusion

In conclusion, these were the most prominent amendments to the Jordanian Companies Law No. (22) of the year 1997 that we have currently chosen to highlight. In our subsequent publications, we will delve more into those specific provisions that were affected by the Jordanian legislator's modifications to the Companies Law. This is to ensure that investors and company owners remain informed and

knowledgeable about the significant legal developments related to the Companies Law and other laws and regulations governing the investment environment, serving the interests of those involved.

### SECTION B: START UPS & SMES

#### In this edition, a Good Legal Structure for startups in Jordan

Deciding on a suitable legal structure for your business might seem challenging, needless to say hectic, seeing that there are several types of companies to choose from in Jordan, in addition to certain factors that need to be considered, such as the share capital of the company, the number of shareholders in the company and the main objectives of the company [to name a few].

One of the most important factors that needs to be determined before incorporating a company is the "share capital", as it plays a pivotal role in improving a company's financial stability and creditworthiness; consequently, it may as well be a deciding factor in determining what type of legal entity you wish to incorporate for your business. Another important factor



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10 that needs to be considered before deciding what legal entity to incorporate is its initial number of owners and/or shareholders. For example, a Sole Proprietorship, cannot be owned by more than one owner, whereas, a General Partnership and a Limited Liability Company requires more than one owner/shareholder [unless an exemption by the relevant authorities was granted]. More to the point, certain legal entities are limited by the businesses that they can carry out, accordingly, the objectives of the business may also be a determining factor in deciding the legal entity that you intended to incorporate. For example, financial institutions in Jordan are obligated to incorporate a Public Share Holding Company to be able to carry out their business.

Moving, swiftly on, and by taking the above into consideration, there are three main legal entities that entrepreneurs and/or startups in Jordan usually prefer, and those are as follows; [1] Sole proprietorship, [2] General Partnership and [3] Limited Liability Company ["LLC"].

Firstly, a Sole Proprietorship, is a legal entity that is owned and operated by a single individual, meaning that the owner and the

business are treated as one entity [same legal capacity] and there is no legal distinction between both of them, for instance, when entering into a contractual relationship, the owner of the Sole Proprietorship, will have to execute the agreements in their personal capacity and using his/her name, ergo the owner will be held personally liable in case an issue arises against the business.

A General Partnership company is another common legal entity among entrepreneurs and startups, which is mainly based on a contractual arrangement between a minimum of two and up to twenty individuals, by which they agree to share legal and financial liabilities, responsibilities, profits and assets of a business owned jointly by them. Accordingly, partners in this type of company agree to be responsible in their personal capacity for any potential liability; that means that a partner may be sued for the debts of the business. In other words, liabilities are not limited, whereby partners' responsibility for the business debts and confinement of their personal assets is prospective.



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11 Moving swiftly on, a Limited Liability Company ["LLC"] is the most popular type for entrepreneurs and/or startups among the abovementioned legal entities. This type is seen as a hybrid between the Sole Proprietorship and the General Partnership. One of the most important features for a limited liability company is that it creates a corporate veil. This veil enables shareholders to limit their liability to the value of their shares and prevents it from extending beyond that, hence, shareholders are shielded from the acts of the company. Consequently, this means that the company with all its financial resources is considered responsible for all debts and dues, and the partners are seen responsible only for debts and profits according to their shares in the company's capital. However, one of the main disadvantages of an LLC is that its bylaws are based on a fixed template provided by the

Ministry of Industry, Trade and Supply, which restricts entrepreneurs and/or startups from tailoring their own bylaws as compared to a Private shareholding Company.

In conclusion, although there are many types of companies that may be suitable for registration, we have narrowed down the types of companies to three main legal entities that are usually registered by entrepreneurs and/or startups. Nonetheless, it has been clearly highlighted throughout this article that entrepreneurs and business owners must be aware of how vital it is to determine the appropriate legal entity that is more suitable in its structure and that best suits their business, and which will help to take them to the shores of success.



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If you would like to discuss further any aspects of this Newsletter, please feel free to get in touch with one of our lawyers, using the contact details in the Contributors section below.

If you feel that other persons would be interested to read this Newsletter, please feel free to share this Newsletter.

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Warm regards,

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## ABOUT HAMMOURI & PARTNERS ATTORNEYS AT-LAW

Hammouri & Partners Attorneys at-Law, is a Jordanian multi-practice law firm, founded over two decades ago (established in 1994) by the late Professor Mohammad Hammouri. Professor Hammouri was a renowned Jordanian attorney and an arbitrator, a former Minister of Culture and National Heritage and a former Minister of Higher Education, who wrote a plethora of books, primarily on constitutional rights. Professor Mohammad Hammouri also founded the first School of Law in the Hashemite Kingdom of Jordan at The University of Jordan, in which he was its first dean. Today, the firm is managed by Dr. Tariq Hammouri, a distinguished academic and attorney and a former Minister of Industry, Trade and Supply. Dr. Tariq Hammouri is both an experienced attorney and an arbitrator, an expert in the Corporate sector, Commercial Transactions, Financial Markets, Banking Law and International Trade. He is an Associate Professor at the School of Law, University of Jordan and (formerly) the Dean of the School of Law. Dr. Hammouri is also an officially appointed member of the International Center for Settlement of Investment Disputes (ICSID) Panel of Arbitrators upon designation by the Government of the Hashemite Kingdom of Jordan, for the period of 2020 to 2026.

Hammouri & Partners team consists of more than 30 attorneys and a number of other professionals working in the firm's specialized departments, providing professional legal services at a local, regional and international level. It should be noted that Hammouri & Partners are in the midst of establishing a new office for the firm in the city of Baghdad in the Republic of Iraq to provide legal services through it in a direct manner. This office is anticipated to be operational by the end of September 2023.

The firm's legal services cover numerous areas of practice, including the following: Corporate and Commercial Law (whether that is corporate set-up or drafting of all types of commercial agreements), Intellectual Property Law, Banking and Finance Law (the Firm advises local and international banks regarding all Banking Transactions and Regulatory Compliance). Additionally, the Firm's Litigation and Arbitration department have the capabilities and competence to represent parties in the most complex and novel legal matters, as it encompasses expertise in several areas of law, whether it is before courts or arbitral tribunals. Hammouri & Partners Attorneys at-Law was one of the first firms in Jordan to establish a specialized International department to cater for the needs and requirements of international clients on an array of tasks with an international element, such as those regarding bilateral and international trade negotiations, projects, contracts and others.

In addition to what has previously been stated, Hammouri & Partners provides legal advice and consultation to various industries such as those of Construction & Infrastructure, Manufacturing, Engineering, Trade, Securities and Energy, as some of its clients are major energy, healthcare, information technology and telecoms companies.

Hammouri & Partners Attorneys at-Law provides its broad services throughout Jordan as well as worldwide, through established collaborations with reputable law firms in the MENA region, Europe, the United Kingdom and the USA. Hammouri & Partners has earned regional and international acclaim by the most reputable legal directories. Chambers and Partners Global, International Financial Law Review (IFLR 1000) and the Legal 500, all highlight Hammouri & Partners as a leading law firm in the Jordanian legal services industry.



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