Deregistration, closing down and winding up of an enterprise

The procedure and rules for deregistration, closing down and winding up of an enterprise vary according to the form of incorporation.

Note that liquidation as a result of bankruptcy/insolvency is regulated by separate rules.

**Sole proprietorships**

Deregistration of a sole proprietorship can be done by notifying the Brønnøysund Register Centre using the Coordinated Register Notification form on Altinn. Remember to sign the form. The reason is that you and your enterprise are one and the same. Any claim against the enterprise is a claim against you, including after deregistration of the enterprise.

**NOTE!** If the proprietor is subject to liquidation proceedings, the trustee must confirm that the sole proprietorship can be deregistered (either on the form or in a separate enclosure).

If an owner of a sole proprietorship, only registered in the Central Coordinating Register for Legal Entities dies, notification of deregistration can be sent by next of kin, the trustee or another official body/public servant. If the sole proprietorship is also registered in the Register of Business Enterprises, such notification can only be sent by the person mentioned in the certificate of probate or the certificate of undivided possession of the estate (remember to enclose the certificate in question).

**Limited companies, cooperative societies, foundations and partnerships**

In the case of enterprises registered in the Register of Business Enterprises, including limited companies (AS), public limited companies (ASA), cooperative societies (SA), foundations, partnerships (ANS/DA) and inter-municipal companies (IKS), dissolution and winding up take place in two steps.

- **Step 1:** Notification of the decision to dissolve the enterprise
- **Step 2:** Notification that you wish to deregister the enterprise

During the period between the two steps, creditors shall be given an opportunity to file their claims, and winding-up accounts must be prepared.

**Step 1: Decision to dissolve**

- A resolution to dissolve a limited company must be adopted by the general assembly. Such a resolution requires the support of at least two thirds of the votes cast and of the share capital represented at the general assembly.
- The decision to dissolve a cooperative society is made by the annual meeting and requires the same majority as amendment of the articles of association. More stringent rules can be stipulated in the articles of association.
- The decision to dissolve a partnership is made by the partnership meeting.
- When it has been decided to dissolve the enterprise, the general assembly/partnership meeting must elect a board of liquidators (voluntary for ANS/DA) that takes the place of the board and general manager. The board of liquidators is not elected for a specific term, but its members can be dismissed by giving three months’ notice.
- The Register of Business Enterprises must be notified immediately of any decision to dissolve an enterprise.
Step 2: Notification of deregistration

- The decision to dissolve the enterprise will be announced by the Brønnøysund Register Centre in accordance with certain rules, so that any creditors can file their claims. The deadline by which creditors must file their claims is six weeks. The deadline runs from the date on which the announcement is published on the Brønnøysund Register Centre's official announcement pages on the Internet.
- When dissolution of an enterprise has been notified, it cannot be deregistered until the deadline for filing creditor claims has expired and the winding-up accounts have been approved by the enterprise's supreme body. For limited companies, the winding-up accounts must be audited.

A copy of the minutes of the general assembly/partnership meeting must be enclosed with both these notifications. First, you must submit the minutes of the meeting that resolved to dissolve the enterprise. Next, you must provide documentation that the general assembly/partnership meeting has approved the winding-up accounts (audited winding-up accounts for limited companies).

Other forms of incorporation
Most other forms of incorporation can be deregistered without prior notice to creditors by simply submitting the Coordinated Register Notification form to the Brønnøysund Register Centre and enclosing the minutes/decision of the competent person/body. Note that when you are deregistering and reregistering a new enterprise at the same time, you must submit two notifications via Altinn. See also the Brønnøysund Register Centre's website for more information about notification of deregistration, dissolution, buying and selling of entities (enterprises).

Dissolution and deregistration of a Norwegian-registered foreign enterprise (NUF)
A NUF registered in the Central Coordinating Register for Legal Entities and/or in the Register of Business Enterprises is deregistered by submitting a simplified deregistration notification or Coordinated Registration Notification form (Part 1) to the Brønnøysund Register Centre. Enclose minutes from a competent body (e.g. general assembly, board or other decision-making body) showing the resolution to dissolve/deregister the enterprise, or a confirmation of deregistration of the enterprise's head office in its home country. For a NUF only registered in the Central Coordinating Register for Legal Entities, the notification must be signed by the enterprise's contact person/representative in Norway.

For a NUF registered in the Register of Business Enterprises, the notification must be signed by the person authorised to sign for the enterprise in Norway (pursuant to information registered in the Register of Business Enterprises).

Advance assessment

Remember that before the company is dissolved, a tax return and request for advance assessment of tax must be submitted. Businesses assessed as partnerships (e.g. ANS, DA etc.) are exempt from this obligation.

Once any tax liabilities have been settled, a final set of annual accounts must be prepared and sent to the Register of Company Accounts in Brønnøysund before deregistration of the enterprise is notified.

Dissolving and deregistration for all forms of incorporations are notified by using the Coordinated register notification form on Altinn.
The following is a list of applicable legal provisions relating to this topic (only available in Norwegian).

<table>
<thead>
<tr>
<th>Title of legal act</th>
<th>Relevant section(s)</th>
<th>Topics</th>
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</thead>
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<tr>
<td><strong>The Limited Liability Companies Act – provisions on dissolution and winding up</strong></td>
<td>Sections 16-1 to 16-19</td>
<td>Resolution on dissolution, Committee of liquidators, Notification to the Register of Business Enterprises, Notice to creditors, The position of the company during the winding-up proceedings, Winding-up balance sheet, Meeting the company’s obligations, Conversion of the company’s assets into cash, Distribution to shareholders, Final dissolution, Supplementary distribution, Liability for unsecured obligations, Reversal of resolution on dissolution, The district court’s assumption of responsibility for the winding up, Dissolution and winding up following an order from the district court, Processing of dissolution cases pursuant to Section 16-15, The district court’s ruling, Winding up of the company, Dissolution by judgment</td>
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<tr>
<td><strong>The Public Limited Liability Act’s provisions on dissolution of companies (ANS, DA, KS etc.)</strong></td>
<td>Sections 2-37 to 2-42</td>
<td>Dissolution and winding up</td>
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<tr>
<td><strong>The Cooperative Societies’ Act – provisions on dissolution and winding up</strong></td>
<td>Sections 127 to 144</td>
<td>Resolution on dissolution, Liquidation committee, winding-up accounts, Conversion of assets and rights to cash, Notice to creditors, The position of the enterprise during the winding-up proceedings, Liability for coverage of outstanding debt, Distribution to unit holders and supplementary distribution, Final dissolution, Winding up</td>
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<tr>
<td><strong>The Tax Assessment Act – obligation to apply for pre-assessment of tax</strong></td>
<td>Section 4-7(8)</td>
<td>Concerning the obligation to apply for pre-assessment of tax</td>
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