

LAW ON THE REGISTRATION OF BUSINESS ENTITIES

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I. BASIC PROVISIONS

The Subject of the Law

Article 1.

This Law determines the conditions, subject matter and procedure for the registration in the Register of business entities, as well as the way of operation of the Register of business entities.

Basic Terms

Article 2.

Certain terms used in this Law have the following meaning:

- 1/ 'Register of business entities' is a unique, central, public electronic database about business entities, established for the territory of the Republic of Serbia, in which data is entered and kept, in accordance with the law (hereinafter: Register);
- 2/ 'Business entity' is a legal or natural persons which performs activities of production and/or commerce of goods and/or rendering of services on the market for the purpose of obtaining profits, which is registered in the Register.
- 3/ 'Registrar' is a physical person managing the Register;
- 4/ 'Registration Applicant' is a natural or legal person/entity which has been noted as such on the registration application;
- 5/ 'Registration Application' is the prescribed form in which the Registration Applicant enters the appropriate data for the purpose of registration;
- 6/ 'Registration' is the act of introducing into the Register data referring to the business entity by the Registrar;
- 7/ 'Extract' is a document referring to the data registered in the Register that is issued by the Registrar upon request of an interested party;
- 8/ "Interested Party" is every natural person or legal entity that wants to access data in the Register or receive an extract about that data.

Principles of Registration

Article 3.

The registration of business entities is based on the following principles:

- 1/ **Publicity**, according to which the data from the Register is accessible for the interested persons, without proving legal interest;

2/ Reliability and Bona Fides Principle, according to which third parties relying, in legal undertakings, upon the Register data shall not bear damaging legal consequences arising from incorrect registration of data or omission of registration of data. In the case of contradiction of the data about the business entity contained in the Register with data from other data bases, the data from the Register shall be deemed as relevant for third parties. Only parties acting in good faith can call on the assumption of reliability of the data in the Register.

3/ Independence in resolving, according to which the Registrar is independent in working on cases, within the authorities determined by this law, i.e. other regulation.

4/ Efficiency, according to which the Registrar shall, without delay, register all reported data in the Register.

5/ Accessibility, according to which access to the Register is secured electronically and in other prescribed ways, for the purpose of registration, access of the data in the Register and issuance of extracts from the Register.

6/ Sustainability/cheapness, according to which the procedure of registration, access to the Register and issuance of extracts from the Register is to be performed without delay and at the minimum costs;

7/ Priority, according to which in a case of conflict of interests related to registration of data, the registration application submitted earlier has priority;

8/ Uniqueness of Entering Data when registering foundation, according to which all data from the registration application are registered simultaneously in the registration of foundation;

Business Entities **Article 4.**

The following entities are registered in the Register:

- 1/ Entrepreneurs;
- 2/ Partnerships;
- 3/ Limited Partnerships;
- 4/ Limited Liability Companies;
- 5 / Joint Stock Companies;
- 6/ Cooperatives and Cooperative Unions;
- 7/ Representative Offices of foreign legal entities;
- 7/ Other entities the registration of which is regulated by a separate law.

Subject of Registration
Article 5.

The Register registers foundation, mergers and ceasing of business entities, changes in status and changes of organizational forms of such subjects, data on business entities of importance for legal transactions, data about bankruptcy and other data prescribed by the law.

II. REGISTER

Data Registered in the Register
Article 6.

The Register contains data about business entities, as follows:

- 1/ Name;
- 2/ Head office address;
- 3/ Date and time of foundation;
- 4/ Date and time of changes;
- 5/ Number assigned by the Institute for Statistics of the Republic of Serbia which is at the same time the number under which the economic entity is registered in the Register;
- 6/ Tax identification number;
- 7/ Form of organization;
- 8/ Code and description of the principal activity;
- 9/ numbers of the accounts in the bank.
- 10/ Name, form of organization, head office and statistics number of the founder if the founder is a legal entity, i.e. name and personal number if the founder is a natural person for the business entities from article 4. point 2) – 7) of this law;
- 11/ Name and personal number of the Director and/or members of the Management Board, depending on the form of organization, for the business entities from article 4. point 2) – 7) of this law;
- 12/ Name and personal number of the legal representative and the limits of his authorities, for the the business entities from article 4. point 2) – 7) of this law;
- 13/ Subscribed, paid and invested of the business entity;

The Register also contains the following data about the business entity, if this data exist:

- 1/ Abbreviated name;
- 2/ Name in a foreign language;
- 3/ Abbreviated name in a foreign language;
- 4/ Duration of the business entity if the business entity is founded for a definite period of time;
- 5/ Name and personal number of the procurator;
- 6/ Names and personal numbers of other representatives and limits of their authorities.
- 7/ Branch offices of the business entity

If data related to foreign natural or legal persons is entered in the register, instead of the personal/statistical number, the passport number and state of issuance for the natural person and registration number and name of registered, is entered into the Register.

The Register may, upon request of the business entity, contain also the following data:

- 1/ Telephone number and fax number of the business entity;
- 2/ E-mail address of the business entity;
- 3/ Web site address

The Register contains also:

1) data about liquidation and bankruptcy of business entities in accordance with the law;

2) notes of data significant for legal transactions of the business entity;

3) data about the names reserved in accordance with this law;

4) annual financial statements of the business entities composed in accordance with the law which regulates accounting operations;

Changes of data contained in the Register are also registered.

The register contains other data in accordance with the law.

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Integral Part of the Register

Article 7.

In addition to the data from article 6 of this law, The Register also contains the documents on the basis of which registration has been performed.

If the documents from para. 1. of this law have not been submitted in electronic form, until their transferral into electronic form they represent an integral part of the Register. After their transferral into electronic form and insertion in the Register the original documents are kept permanently, in accordance with the archiving regulations.

Competence for Managing the Register

Article 8.

The Register is held by the Agency for Business Registries (hereinafter referred to as: Agency) through the Registrar.

The position, rights, duties and other issues of importance for the operation of the Agency are determined by a separate law.

The Registrar

Article 9.

The Registrar is appointed by the Managing Board of the Agency with the prior approval of the Government of the Republic of Serbia.

The Registrar is appointed for a period of four years, with the possibility of re-appointment.

The Managing Board of the Agency with the previous approval of the Government of the Republic of Serbia can release of duty the Registrar before the expiration of the term of office for which he has been appointed

- 1) upon his request
- 2) if the Registrar does not performed his duties in accordance with the law.
- 3) For other reasons prescribed by the law

Registrar's Authorities and Responsibilities

Article 10.

- The Registrar has the authority and responsibility to:
- /1/ Secure the legal, systemic and up to date holding of the Register;
 - /2/ Determine more precisely the manner of holding the Register;
 - /3/ Implement registration procedure, issue certificates of submitted registration applications, issue Decrees regarding registration applications;
 - /4/ Secure the timely publication of registered data, as well as the technical conditions in the premises of the Agency, so that the interested persons can access and review the web site of the Register;
 - /5/ Secure accessibility of the Register and issues certified extracts from the Register and copies of documents on the basis of which registration has been effected;
 - /6/ Prescribe the form and content of registration forms and secures their accessibility on the web site of the Register;
 - /7/ Secure accessibility to standard forms of foundation acts at the web site of the Register;
 - /8/ Provide for the transferal of the hard copies of documents into electronic form;
 - /9/ Provide hard copies of all data and documents registered in the Register;
 - /10/ Provide storing and archiving of both hard copies and electronic documents;
 - /11/ undertake all other actions necessary for the undisturbed and correct operation of the Register, in accordance with this Law;

Access to the Register

Article 11.

For the purpose of access and review of the Register, submission of registration applications and requests for issuance of extracts and copies from the Register, the Registrar secures access to the Register through the Agency, as well as an all-day access to the Register through the Internet.

Issuance of Copies, Extracts and Certificates

Article 12.

At the request of the interested person, the Registrar at the latest in the term of two days from the day of receipt of the application, issues:

- 1) The extract of registered data;
- 2) The Copy of the document on the basis of which registration has been effected;
- 3) The Certificate that the Register does not contain the requested data which is, in accordance with this law, the subject matter of registration.

The request from para. 1 of this article is submitted on a prescribed form through the Agency, by post or electronically. The request must contain proof of payment of the fee for the requested service.

Linkages between the Register and other Registries and State Bodies and Organizations

Article 13.

The Agency establishes, in accordance with the law and other regulations, electronic connections of the Register with other registries or data-bases, maintained both in or outside the Republic of Serbia.

The linkages of the Register with the state bodies and organizations are secured by means of telecommunications network or computer media.

The Agency shall cooperate with Governmental bodies and organizations in order to create conditions for issuing an unique identification number for business entities.

Financing of the Register

Article 14.

The operations of the Register shall be financed from the income generated from fees charged for performed services in accordance with this law, as well as from other sources in accordance with the law.

The means generated from the fees from para.1 of this article represent the income of the Agency and shall be used to cover the expenses of current operations and development of the Register.

III. PROCEDURE OF REGISTRATION

Initiating Registration Procedure

Article 15.

The registration procedure is initiated by submitting the Registration Application to the Agency.

Contents of the Registration Application

Article 16.

The Registration Application is submitted on a prescribed form which contains data which are registered. If the form has not been prescribed the registration application is submitted in the form of a request which lists the data to be registered.

The following should be attached to the application:

- 1) documents prescribed by this Law and other laws for specific registration
- 2) Proof of payment of the registration fee.

Language of Registration Application

Article 17.

Registration application shall be submitted in the language and letter which are in official use in the Republic of Serbia.

The registration applicant can register the name or abbreviated name in another foreign language which is in official use of the European Union.

Registration Applicant

Article 18.

The Registration Applicant is:

- 1) The founder of the business entity, or a person authorized by the founder– for registration of foundation,
- 2) The authorized representatives of the business entity - for the registration of data and changes of data from article 6 of this law;
- 3) Persons authorized by law – for the registration of other data determined by law.

Submission of Registration Application through the Agency

Article 19.

A Registration Application is submitted to the Agency directly or by mail in one copy.

If the Registration Application is submitted by mail, the date and time of its submission shall be deemed to be the moment of its receipt by the Agency.

The documentation attached to application from para.1 of this article is submitted as the original i.e. certified transcript or a certified copy unless the law envisages differently.

Electronic Submission of Registration Application
Article 20.

A registration application is submitted electronically in such a way that the registration applicant introduces data into the prescribed form, available on the Agency site, and submits the documents as attachments and then sends the Application to the e-mail address of the Agency.

The registration applicant shall, in the term of five days of the submission of the registration application in electronic form, submit to the Agency the original documents from para.1 of this article.

The date and time of submission of the electronic application, shall be deemed to be the moment of the receipt of the documents from para. 2 of this Article to the Agency.

If the documents has not been submitted in the way and term prescribed by para.2 of this law, it shall be deemed that the registration application has not been submitted.

Certificate Confirming Submission Of Registration Application
Article 21.

The Registrar issues a certificate about the submission of the Registration Application.

The certificate is issued on a form prescribed by the Registrar recording the time of submission of the Registration Application, number (mark) under which the Application is recorded, symbol of the Register, subject of the registration, list of submitted documents and the data regarding level of charged registration fees.

If a Registration Application was sent to the Agency electronically or by mail, the certificate is sent without delay, to the Registration Applicant to the electronic or postal address stated in the application.

Checking the fulfillment of conditions for registration
Article 22.

Upon receipt of the registration application, the Registrar checks:

- 1/ whether he is competent to act upon the registration application;
- 2/ whether the authorized person is indicated as the subscriber of the Registration Application;
- 3/ whether the registration application contains all the data prescribed by this Law
- 4/ whether all the prescribed documents determined by the law are attached to the registration application
- 5/ whether the proof of payment of the fee for registration has been attached to the registration application;
- 6/ whether the data entered in the registration application are identical to the data in the documents attached to the registration application;
- 7/ whether some other business entity has been registered under the same name and that the name has not been reserved in accordance with this law, if the registration application relates to the foundation or change of name.
- 8/ whether an approval prescribed by the law for a certain registration has been attached to the registration application.

The Registrar does not check the accuracy of the data and the authenticity of the documentation contained in the Registration Application.

Decisions upon the Registration Application
Article 23.

In the procedure of registration the Registrar issues a Decree or conclusion.

The Decree grants the request from the registration application.

The Conclusion rejects the request from the registration application.

The Registrar can not reject the registration application if it has been submitted in accordance with this law.

Conclusion by which the registration application is rejected
Article 24.

If the Registrar determines that the conditions from article 22 have not been fulfilled, he issues a Conclusion of rejection of the requested registration within five days from the date of receipt of the registration application, and he publishes it on the same day on the web site of the Agency.

The Conclusion from para 1. of this article contains a reasoning about the reasons for rejecting the registration as well as instructions for legal remedies.

Attached to the Conclusion of rejection which is submitted to the Registration applicant as prescribed by the law, the Registrar shall return to the registration applicant all submitted hard copies of the documents.

If the Registration Applicant removes the defaults determined by the Conclusion of rejection, and submits the corrected Registration application within five days upon receiving the Decree on rejection, he/she maintains the order-related priority rights of the earlier submitted Application, and he/she shall pay half of the fee prescribed for the specific registration.

Decree by which the registration application is granted

Article 25.

If the conditions from article 22 have been fulfilled, the Registrar issues a Decree of granting of the requested registration within five days from the date of receipt of the registration application, and inserts the registration without delay in the Register.

Failing to meet the term for issuing a decision upon the registration application

Article 26.

If the Registrar, in the prescribed term, does not issue a decision upon the registration application, it shall be deemed that the request from the registration application has been granted, and the Registrar shall enter the registration in the Register without delay.

Right of Appeal

Article 27.

The registration applicant can, against the decree from article 25. of this law and conclusion from article 24. of this law, through the Agency, issue an appeal to the Minister competent for economic issues (hereinafter: Minister), in the term of eight days from the day of receipt of the decree or conclusion.

In the complaint, the registration applicant can not cite data that he did not enter into the registration application and documents that he did not submit attached to the registration application.

If the Registrar evaluates that the appeal is founded, he can issue a Decree which will replace the appealed decree, or annul the Conclusion and grant the request from the registration application, in accordance with article 25 of this law.

If the Registrar evaluates that the complaint is unfounded, i.e. if he does not issue the Decree from paragraph 3 of this article, he shall, without delay, and at the latest within five days from the day of receipt of the appeal, submit the appeal to the Minister.

The Minister shall issue a decision upon the appeal in the term of 30 days from the day of its submission.

The Minister may:

- 1) reject the appeal for reasons prescribed by the law;
- 2) issue a decree which will replace the appealed decree, i.e. annul the appealed conclusion and grant the request from the registration application and order the

- Registrar to perform registration in the Register of the data from the registration application;
- 3) Reject the appeal as unfounded.

Administrative Court Proceedings
Article 28.

Against the Decree from article 27. para 6, administrative proceedings can be initiated in the term of 30 days from the day of receipt of the Decree.

Correction of a Technical Mistake
Article 29

If a data from the registration application is erroneously entered in the Register the Registrar shall, upon learning this fact, without delay correct this data in the Register noting the time of correction and text before the correction

Date and time of registration
Article 30

The data from the registration application shall be deemed as registered on the day of issuance of the decree which grants the request from the registration application.

Publication Of Registered Data
Article 31.

Registered data shall be published on the web site of the Agency on the same day of issuance of decree which grants the request from the registration application.

Any change in relation to registered data has the legal effect towards third parties from the next day from the day of publication of its registration, in accordance with para.1 of this article.

IV REGISTRATION APPLICATIONS

1. Foundation Registration Application

Entrepreneur Registration Application
Article 32.

The proof of identity of the entrepreneur (i.d. or passport photocopy) are attached to the registration application of the entrepreneur.

If the entrepreneur does not perform his activities under his own name but under some other name he shall register such other name in accordance with the provisions of this Law

Registration application for the foundation of a Partnership
Article 33.

For the foundation of a Partnership, the following is to be attached to the Registration Application:

- 1) proof of identity of the founders (id or passport photocopy)
- 2) Contract of foundation of the partnership, with certified signatures of the contractual parties;
- 3) If the partner transferred the right of management to a third party, the certified signature of that person;

Registration application for the foundation of a Limited Partnership
Article 34.

For the foundation of a Limited Partnership, the following is to be attached to the Registration Application:

- 1) proof of identity of the founders (id or passport photocopy of a natural person and/or extract from the register in which the legal entity is registered)
- 2) Contract of foundation of the limited partnership, with certified signatures of the founders;
- 3) Certificate of the bank on the payment of the monetary contribution of the limited partner on a temporary account, or his certified statement that he has secured the monetary contribution;
- 4) Agreement between the founders about the value of the contribution in kind of the limited partner, if such agreement is not contained in the contract of foundation;
- 5) A decision on the nomination of representative if a representative was not appointed in the foundation act;
- 6) Certified signature of representative;

Registration Application for the foundation of a Limited Liability Company
Article 35.

For the foundation of a Limited Liability Company, the following is to be attached to the Registration Application:

- 1) proof of identity of the founders (id or passport photocopy of a natural person and/or extract from the register in which the legal entity is registered)
- 2) Act of foundation (Decision or Contract), with certified signatures of the founders;
- 3) Certificate of the bank on the payment of the monetary contribution on a temporary account, or certified statement of the founder that he has secured the monetary contribution;
- 4) Agreement between the founders about the value of the contribution in kind, if such agreement is not contained in the contract of foundation;
- 5) A decision on the nomination of representative if a representative was not appointed in the foundation act
- 6) Certified signature of representative;

Registration Application for the Foundation of a Joint Stock Company

Article 36.

For the foundation of an open Joint Stock Company, the following is to be attached to the Registration Application:

- 1) proof of identity of the founders (id or passport photocopy of a natural person or extract from the register where the legal entity is registered);
- 2) Act of foundation (Decision or Contract), with certified signatures of the founder;
- 3) Report from the bank of subscribed shares;
- 4) Certificate of the bank on the payment of the monetary contribution on a temporary account
- 5) Proof confirming publication with the contents of a public invitation for registration and depositing of shares (a prospect) with the authorization of a prospect by a competent body;
- 6) An estimate by an authorized evaluator of the value of in kind deposit of the founder;
- 7) A decision on the nomination of representative if a representative was not appointed in the foundation act
- 8) Certified signature of representative;

For the foundation of a closed Joint Stock Company, the following is to be attached to the Registration Application:

- 1) proof of identity of the founders (id or passport photocopy of a natural person or extract from the register where the legal entity is registered);
- 2) Act of foundation (Decision or Contract), with certified signatures of the founder;
- 3) Certificate of the bank on the payment of the monetary contribution on a temporary account
- 4) Agreement of the founders on the value of in kind deposit if such agreement is not contained in the foundation act;

- 5) A decision on the nomination of representative if a representative was not appointed in the foundation act
- 6) Certified signature of representative;

Registration Application for the Foundation of a Bank
Article 37.

For the foundation of a Bank, beside the documents prescribed by article 36 of this law, the following is to be attached to the Registration Application:

- 1) Decree of issuance of a permit for operation of the bank and approval to the contract of foundation and statute of the bank, issued by the competent body, i.e. organization;
- 2) Opinion to the decision of appointment of the director or acting director, issued by the competent body, i.e. organization;

The provisions of paragraph 1 of this article are applied in case of registration of savings institutions, savings-crediting organizations and savings-crediting cooperatives.

Registration application for the performance of Activities of Bank Custody and authorised Bank in the registration application of foundation of a bank or amendment of activity of a bank

Article 38.

In the registration application of foundation of a bank which also performs the activities of authorized bank and/or custody bank, beside the documents from article 36 and 37 of this law, the following is to be attached:

- 1) Prior approval for performing activities of authorized bank and/or custody bank issued by the competent body i.e. institution;
- 2) Permission of the Securities Commission for engaging in activities of a authorized bank or a custody bank;
- 3) Business rules of an authorized bank or a custody bank;

For registration of the performance of activities of authorised bank and/or bank custody, the bank shall submit the registration application of amendment of activities along with the documents from para. 1 point 1), 2) and 3) of this article.

***Registration Application for the Foundation of Stock Exchange
And Brokers/Dealers Association***

Article 39.

In the registration application of foundation of a stock exchange, beside the documents from article 35 or 36 of this law, the decree of the Securities Commission about the issuance of the permit for performance of stock exchange activities is to be attached.

In the registration application of foundation of a brokers/dealers association, beside the documents from article 35 or 36 of this law, the decree of the Securities Commission about the issuance of the permit for performance of brokers/dealers activities is to be attached

Registration Application For the foundation of An Insurance Company

Article 40.

In the registration application of foundation of an insurance company or a mutual insurance company, beside the documents from article 36. of this law, the permit for operation issued by the competent body is to be attached.

In the registration application of foundation of an agency for other insurance services, beside the documents from article 35 or 36 of this law, the permit for operation issued by the competent body is to be attached.

Registration application for the foundation of a cooperative and cooperative union

Article 41.

For the foundation of a Cooperative, the following is to be attached to the Registration Application:

- 1) proof of identity of the founders (id or passport photocopy)
- 2) Act of foundation (Decision or Contract);
- 3) Minutes from foundation assembly;
- 4) Statement of the founders that they have secured the investment in accordance with the act of foundation, if such statement is not contained in act of foundation.
- 5) Decision on the nomination of the director of the cooperative, if a director is not appointed by the foundation act;
- 6) Certified signature of representative;

For the foundation of a Cooperative union, the following is to be attached to the Registration Application:

- 1) Contract on foundation of a Cooperative Union;
- 2) Decision on the nomination of person/s authorized as representative/s;
- 3) Certified signature of person/s authorized to act as representative/s;

Article 42 erased

Registration application for the foundation of a public enterprise

Article 43.

For the foundation of a public enterprise, the following is to be attached to the Registration Application:

- 1) Public enterprise foundation act issued by a competent state organ or an organ of the local self-governing unit.
- 2) Statute of the public enterprise
- 3) Certificate of the bank on the payment of the monetary contribution on a temporary account, or statement of the founder that he has secured the monetary contribution in accordance with the foundation act ;
- 4) An estimate by an authorized evaluator of the value of the deposit in kind of the founder;
- 5) Decision on the nomination of a representative of the enterprise if he has not been appointed in the foundation act;
- 6) Certified signature of representative;
- 7) Prescribed approvals and other documents defined by the law that regulate conditions and manners of performing the activity of general interest;

Registration application for the foundation of a branch office

Article 43a.

For the foundation of a branch office, the following is to be attached to the Registration Application:

- 1) Foundation act of the branch office;
- 2) Decision on the nomination of a representative if he has not been appointed in the foundation act of the branch office;
- 3) Certified signature of person/s authorized to act as representative/s;

If the branch office is established by a foreign legal entity, besides the documents from paragraph 1 of this article, the following is to be attached:

- 1) Extract from the register in which the legal entity is registered, with a certified translation;

- 2) Proof of the bank account numbers of the legal entity, if it is not stated in the documents from point 1) of this article;
- 3) Certified statement in which the legal entity undertakes the liability for all the obligations which arise in relation to the operation of the branch office, with a certified translation.

2. Registration Of Other Data Envisaged By Law

Application For Registration Of Annual Financial Reports

Article 44.

The annual financial report is to be attached to the registration application of the annual financial report, which contains the data about the person who certifies such report.

The registration application from para.1 of this article is to be submitted by business entities registered in the Register, in the terms prescribed by the law which regulates accounting operations.

Application for Registration of A Procurator And Its Termination

Article 45.

The following is to be annexed to the Application for registration of a procurator:

- 1) Decision of appointment of a procurator;
- 2) Certified signature of a procurator;

A decision on the termination of a procurator is submitted together with the Application for registering the termination of the procurator.

Application For Registration Of A Prohibition To Perform An Activity

Article 46.

The competent body that has issued a decision on prohibition as well as the interested person submits a certified transcript of that legal decision together with the Application for registration of the prohibition to perform an activity into the Register.

Registration Application of Voluntary Liquidation Procedure

Article 46a.

The following documents are attached to the registration application of initiation of voluntary liquidation procedure:

- 1) Decision of initiation of the liquidation procedure;
- 2) Decision of appointment of the liquidator, if he is not the representative of the company.

The appropriate proof is attached by the competent body to the registration application of other data related to the liquidation procedure.

Registration Application of Bankruptcy Procedure

Article 47.

The appropriate court decision i.e. other act is attached by the competent body to the registration application of bankruptcy procedure

The appropriate court decision i.e. other act is attached by the competent body to the registration application of other data related to the bankruptcy procedure.

Registration Application of other data specified by the law

Article 48.

The documents which determine the data are attached to the registration application of other data specified by the law.

3. Registration Application of changes in business entities

Registration report on change of business name, seat, and main business activity of the business entity

Article 49.

Attached to the registration application on change of business name, seat and main business activity shall be a decision on the respective change, and when the change relates to entrepreneurs, then only the registration application is submitted.

Registration application on change of representative or determination of new representative

Article 50.

Attached to the registration application of change of representative of the business entity shall be:

- 1) decision of the competent body within the economic entity on appointment of a new representative as well as decision on discharge of the previous one;

- 2) certified signature of the new representative.

Attached to the registration application on a new representative shall be:

- 1) decision of the competent body within the economic entity on appointment of the new representative;
- 2) certified signature of the new representative.

Registration application on change of extent/scope of the representatives authorizations

Article 51.

Enclosed to the registration application on change of extent/scope of the representative's authorization powers shall be decision of the competent body within the business entity on the change of authorization powers of the person.

Registration application on accession of new founder, i.e. withdrawal of founder in business entities

Article 52.

Enclosed to the registration application on accession of new founder to the partnership, limited partnership and limited liability company, the amendments to the contract of foundation are attached.

Enclosed to the registration application on withdrawal of founder from the partnership, limited partnership and limited liability company, the amendments to the contract of foundation are attached.

Registration application on increase of the basic capital of a limited liability company

Article 53.

The following documents shall be attached to the registration application on increase of the basic capital of a limited liability company:

- 1) decision of the assembly on increase of the basic capital;
- 2) bank certificate of paid-in monetary investment if the increase is performed in new investments of the founders and/or agreement of the founders on the value of the investment in kind;

Registration application on reduction of the basic capital of a limited liability company

Article 54.

The Decision of the Assembly of decrease of the basic capital shall be attached to the registration application of the decision of reduction of the basic capital of a limited

liability company, for the purpose of its registration and publication for the creditors on the web site of the Agency.

Proof of payment of matured obligations or securing unmatured obligations reported by the creditors in the prescribed term, i.e. certificate of the competent body of the company that no creditors have filed an application in the prescribed term, shall be attached to the registration application of decrease of the basic capital of a limited liability company

A decision of the Assembly of decrease of the basic capital is attached to the registration application of decrease of the basic capital of the limited liability company in the simplified procedure and decrease by transformation into reserves.

Registration application on increase of the basic capital of a joint stock company

Article 55.

The decision of shareholders' assembly or management board on the increase of the basic capital shall be attached to the registration application of the decision of increase of the basic capital of a joint stock company.

The certificate issued by the Central Register, Depository and Clearing of Securities about the value of the total amount of successful issuance of shares on the basis of which the increase is performed is attached to the registration application for the increase of capital performed in accordance with the decision from paragraph 1. of this article.

The decision of shareholders' assembly on issuance of convertible and participative bonds is attached to the application for the registration of such decision.

Registration application on reduction of the basic capital of a joint stock company

Article 56.

The Decision of the Shareholders' Assembly of decrease of the basic capital shall be attached *to* the registration application of the decision of reduction of the basic capital of a joint stock company, for the purpose of its registration and publication for the creditors on the web site of the Agency.

A Certificate of the Central Register, Depository and Clearing of Securities about the value of the decrease of capital, shall be attached to the registration application of decrease of the basic capital in accordance with the decision from paragraph 1. of this article.

A decision of the Shareholders' Assembly of decrease of the basic capital is attached to the registration application of decrease of the basic capital in the simplified procedure and decrease by transformation into reserves.

concerns, holdings, business groups or other organizational forms

Registration application of concerns, holdings or other forms of linked companies

Article 57.

The following documents are attached to the registration application of a concern, holding or other form of linked company:

- 1) documents which are submitted for the foundation of the appropriate legal form if a new business entity is formed as a controlling company;
- 2) contract of linking, if the controlling function is transferred to one of the existing business entities;

The following documents are attached to the registration application of the contract about the special relations between the controlling and dependent company and transfer of profits:

- 1) decision of the Assembly of the controlling and all dependent companies adopting the contract;
- 2) about the special relations between the controlling and dependent company or transfer of profits.

Proof of termination of the agreement is attached to the registration application of termination of the agreement from paragraph 1. point 2) and paragraph 2. of this article.

Registration application on merger

Article 58.

The draft contract, which is submitted if one or more participants of this status change is a joint stock company, is attached to the registration application of the draft contract of merger, for registration and publishing of this draft.

The following documents are attached to the registration application on merger:

- 1) decision of the Assembly of the business entity participating in the merger, adopting the draft merger contract and stating that the informing of the shareholders of the business entity and the creditors about the draft contract has been performed in accordance with the law, with certified signatures of the representatives on the decision;
- 2) merger contract;
- 3) amendments to the foundation act of the business entity to which the merger is performed, if such amendments are not contained in the merger contract;
- 4) financial statement – final account not exceeding 8 months for each of the business entity participating in the status change;

It is possible to replace the decision of the Assembly of the business entity- acquirer with a decision of the management board containing the statement that the legal preconditions for merger without decision of the assembly have been met.

Simultaneously with the registration application for merger, the registration application for erasing the merged business entity is submitted.

If the capital of the business entity-acquirer is increased by the merger, simultaneously with the registration application for merger, the registration application for increase of capital of the business entity – acquirer is submitted.

If, due to the merger, the number of shareholders increases above the legal limit prescribed for a certain legal form, simultaneously with the registration application for merger, the registration application for change of legal form in accordance with this law is submitted.

Registration application on merger by formation of a new company

Article 59.

The draft contract, which is submitted if one or more participants of this status change is a joint stock company, is attached to the registration application of the draft contract of merger by formation of a new company, for registration and publishing of this draft.

The following documents shall be attached to the registration application of merger by formation of a new company:

- 1) decision of the Assembly of the business entity participating in the merger by formation of a new company, adopting the draft contract on merger by formation of a new company stating that the informing of the shareholders of the business entity and the creditors about the draft contract has been performed in accordance with the law, with certified signatures of the representatives on the decision;
- 2) contract of merger by formation of a new company;
- 3) financial statement – final account not exceeding 8 months for each of the business entity participating in the status change;
- 4) documents which are submitted for the foundation of the appropriate legal form, while the contract of merger from point 2) of this article represents the foundation act.

Simultaneously with the registration application for merger by formation of a new company, the registration application for erasing the business entity which is being merged is submitted.

Registration application on division by acquisition

Article 60.

The draft contract, which is submitted if one or more participants of this status change is a joint stock company, is attached to the registration application of the draft contract of division by acquisition, for registration and publishing of this draft.

The following documents shall be attached to the registration application on division by acquisition:

- 1) decision of the Assembly of the business entity participating in the division by acquisition, adopting the draft contract on division by acquisition stating that the informing of the shareholders of the business entity and the creditors about the draft contract has been performed in accordance with the law, with certified signatures of the representatives on the decision;
- 2) contract of division by acquisition which contains the division of means, rights and liabilities of the business entity which is being divided between the acquiring business entities;
- 3) amendments to the foundation act of the acquiring business entities;
- 4) financial statement – final account not exceeding 8 months for each of the business entity participating in the status change;

It is possible to replace the decision of the Assembly of the business entity- acquirer with a decision of the management board containing the statement that the legal preconditions for merger without decision of the assembly have been met.

Simultaneously with the registration application for merger, the registration application for erasing the divided and merged business entity is submitted.

If the capital of the business entity-acquirer is increased by the merger, simultaneously with the registration application for merger, the registration application for increase of capital of the business entity – acquirer is submitted.

If, due to the merger, the number of shareholders increases above the legal limit prescribed for a certain legal form, simultaneously with the registration application for merger, the registration application for change of legal form in accordance with this law is submitted.

Registration application on division by formation of a new company

Члан 60а.

The draft contract, which is submitted if one or more participants of this status change is a joint stock company, is attached to the registration application of the draft contract of division by formation of a new company, for registration and publishing of this draft.

The following documents shall be attached to the registration application on division by formation of a new company:

- 1) decision of the Assembly of the business entity which ceases by division, adopting the draft contract on division by formation of a new company stating that the informing of the shareholders of the business entity and the creditors about the draft contract has been performed in accordance with the law, with certified signatures of the representatives on the decision;
- 2) contract of division by formation of a new company which contains the division of means, rights and liabilities of the business entity which is being divided between the business entities that are being formed;
- 3) financial statement – final account not exceeding 8 months for the business entity which is being divided;
- 4) documents which are submitted for the foundation of the appropriate legal form, while the contract of division by formation of a new company from point 2) of this article represents the foundation act of the business entities formed by division.

Simultaneously with the registration application for merger, the registration application for erasing the divided and merged business entity is submitted.

Registration Application of separation by acquisition and separation by formation of a new company

Article 606.

The provisions of this law on division by acquisition, except the provision on erasal of the company which is being divided, shall apply as appropriate to separation by acquisition.

The provisions of this law on division by formation of a new company, except the provision on erasal of the company which is being divided, shall apply as appropriate to separation by formation of a new company.

Simultaneously with the registration application of separation by acquisition and separation by formation of a new company, the registration application of decrease of the basic capital of the company from which the separation is made shall be submitted.

Registration application on status changes of socially owned companies

Article 61.

The following documents shall be attached to the registration application on status changes of socially owned companies (division, separation, merger) in accordance with regulations which determine the position of business entities and privatization:

- 1) act which is the basis of the status change of the socially owned company (decision of the competent body of the company, contract, act of the competent body and other);
- 2) proof of value of the socially owned capital of the company

- 3) proof that the socially owned capital has been divided into shares of certain nominal value
- 4) statute of the company
- 5) decision of appointment of the representative of the company if he is being changed
- 6) authorized signature of the persons authorized to represent the company if representative is being changed
- 7) other documents in accordance with the law

Registration application on changes of ownership of social, i.e. state capital

Article 62.

The following documents shall be attached to the registration application on changes of socially i.e. state owned capital :

- 1) act on verification of the valuation of the capital of the company which is issued by the organization competent for privatization
- 2) act on the change of form of company
- 3) contract of sale of socially owned, i.e. state capital
- 4) certificate from the competent register for securities
- 5) statute of the company
- 6) decision of appointment of the representative of the company
- 7) authorized signature of the representative
- 8) other documents in accordance with the law

The following documents shall be attached to the registration application on the increase of basic capital in accordance with the contract of sale of socially owned, i.e. state capital in the privatization procedure:

- 1) decision of the assembly of the company of increase of the basic capital issued in accordance with the contract of sale of socially owned, i.e. state capital
- 2) proof of effected increase of basic capital (certificate from the bank of payment of monetary capital and/or estimate of the value of non-pecuniary deposit of the founder.

Registration application on payment of the subscribed monetary part of the basic capital

Article 63.

Enclosed to the registration report on payment of the subscribed monetary part of either a joint stock or a limited liability company shall be a bank confirmation of effected payment.

Registration application on change of type/form of company

Article 64.

Enclosed to the registration application on change of type/form of a company shall be a respective decision of the authorized body within the company on the subject change.

Provisions of this Law pertaining to registration of foundation of a company shall apply mutatis mutandis to the report mentioned under para.1 of this article.

The provisions of this law on the registration application of foundation of the appropriate legal form of the business entity, shall apply as appropriate to the registration application from paragraph 1 of this article.

Registration application on other changes

Article 65.

Any other changes of data from article 6 of this Law shall also be registered in the Register.

The valid documents based on which the changes have been effected shall also be enclosed to the registration application.

Along with the registration of changes of data from article 6. of this Law, all other changes in documentation enclosed to the registration report on economic entity (company) shall also be submitted to the Register in a revised form.

Term for submission of changes

Article 66.

The business entity shall report to the changes from article 49-65 of this law to the Register in the term of 15 days from the day of their occurrence if a special law which regulates the foundation and operation of business entities does not determine otherwise.

V. INACTIVE STATUS OF BUSINESS ENTITIES

Transferral into status of inactive entity

Article 67.

A business entity which does not submit to the Register, two years in a row, the annual financial report from article 44 of this law, is transferred by the Registrar into the status of inactive entity and is identified with the sign "INACTIVE".

Another entity may be registered under the name under which the inactive entity is registered in the Register.

Cancellation of inactive status

Article 68.

The inactive status of the business entity is, at the request of the business entity, cancelled if:

- 1) he pays the fee prescribed for the registration of foundation
- 2) changes its name, if another business entity has been registered under that name

After the expiration of the term of 12 months from the day of transferal into status of inactive entity, the business entity shall be erased from the Register.

VI. DELETION FROM THE REGISTER

Procedure Upon Final Court Decision Nullifying The Registration And Deletion From The Register

Article 69.

A claim may be filed requesting the annulment of the registration including registration of foundation if:

- 1) registration application contains false data
- 2) registration was effected on the basis of a false document, issued in an illegal procedure, or document with false data
- 3) if there exist other reasons defined by the law,

The claim from the preceding paragraph may be submitted by anyone having a legal interest in establishing that the registration was null.

The claim should be submitted within 30 days counting from the date when the person submitting the claim learnt of the reasons of nullity, but it cannot be submitted after the expiry of three years from the date of the registration.

Upon the registration application of the person from para.2 of this article, accompanied by proof of filing of the claim, the Registrar shall, without delay register the existence of a claim from paragraph 1 of this article.

When a court decision establishes the nullity of the registration, the court will have an obligation to forward to the Agency that decision within a deadline of 15 days. On the basis of that decision, the Agency will delete the null registration.

If the legal decision establishes the nullity of registration of foundation, the Agency will make a note on the nullity of foundation and will inform about it without delay the business entity and the body in charge of opening of the liquidation procedure or the bankruptcy procedure.

Deleting By Official Duty Upon Completion Of Liquidation Or Bankruptcy

Article 70.

The following documents shall be attached to the registration application for deletion from the Register which is submitted by the liquidator in the term of 15 days from the day of completion of the liquidation procedure:

- 1) Financial report composed on the day of completion of the liquidation procedure, and
- 2) Report about the execution of the liquidation procedure.

The final decree of completion of the bankruptcy procedure shall be attached to the registration application for deletion from the Register which is submitted by the bankruptcy liquidator in the term of 15 days from the day of completion of the bankruptcy procedure:

Deletion Of Entrepreneurs From The Record

Article 71.

The deletion of the registration of the entrepreneur shall be performed on the basis of:

- 1) registration application submitted by the entrepreneur
- 2) registration application submitted by the heirs of the entrepreneur or competent state body, in the case of death of the entrepreneur, in which case the death certificate is supplied.

Enabling access to deleted data and data about deleted business entities

Article 72.

Deleted data about the business entity remains in the evidence of the Register, with the sign "DATA DELETED", stating the reasons for deletion and time of deletion.

The deletion of the business entity is performed so that the business entity is transferred in the Register in the status of deleted entity with the sign: "DELETED" stating the reasons for deletion and time of deletion. All up to then registered data about the deleted entity remain permanently evidenced in the Register and accessible to all interested persons.

VII. RESERVATION OF A NAME

Application For Reservation Of A Name

Article 73.

Any interested person may submit to the Agency an Application with the aim of reserving a certain name.

That Application must contain the name and address of the person/entity submitting the Application, and the name for which a reservation is sought.

Evidence of payment of relevant registration fee shall be submitted attached to the application.

Procedure Upon Application

Article 74.

If the Registrar establishes that the name from the Application has not been reserved or registered in the Register, and that evidence of payment of relevant registration fee has been submitted attached to the application he will record and reserve a name for the exclusive use by the Applicant for a period of 60 days from the date of application and he shall enter this data in the Register. The period of reservation of name can be renewed under the same conditions, with the proof of new payment of the fee for reservation in the same amount.

In the event of non-existence of the conditions to carry out the reservation of name the Agency shall advise the applicant accordingly within one working day from the application.

In the case from para.2 of this article the paid fee for the reservation of name shall be not refundable.

Certificate Of Reservation Of Name

Article 75.

The Certificate of reservation of a name shall be issued by the Agency to the applicant at the latest the next day from the day of submission of the application.

Conceding A Reserved Name

Article 76.

A reserved name can be transferred to another legal or physical person/entity by sending to the Registrar the information on the transfer, containing the name and the address of the transferee.

In the case from para 1. of this article, the term of article 74. para 1. of this law does not start again.

VIII. REGISTRATION FEES

Level of Fees

Article 77.

For the registration of the data in the Register and other services rendered by the Agency in the procedure of operating the Register, the registration applicant, i.e. interested person pays a fee.

The fee from para 1. of this article can be determined in the maximum value of:

- 1) for the registration of entrepreneurs – 540 dinars;
- 2) for the registration of a partnership – 2400 dinars
- 3) for the registration of a limited liability company – 3600 dinars
- 4) for the registration of a joint stock company – 10200 dinars
- 5) for the registration of other forms from article 4 of this law – 3000 dinars
- 6) for timely registration of changes for entrepreneurs – 300 dinars per change, and a maximum of 480 dinars per application
- 7) for timely registration of changes for other business entities – 1560 dinars per change, and a maximum of 2400 dinars per application
- 8) for delayed registration of changes for entrepreneurs – 2880 dinars per change, and a maximum of 4200 dinars per application
- 9) for delayed registration of changes for other business entities – 5040 dinars per change, and a maximum of 9600 dinars per application
- 10) for registration of change of status i.e. form of registration – 5100 dinars. If changes to other data is requested with the registration application for change of status, i.e. legal form, in addition to the fee for the change of status i.e. legal form, the applicant will also pay the fee from points 6), 7), 8) or 9) of this paragraph;
- 11) for the reservation of name – 1560 dinars
- 12) for application for deletion from the Register – 420 dinars
- 13) for the registration of annual financial reports for entrepreneurs – 312 dinars

- 14) for the registration of annual financial reports for other business entities – 864 dinars
- 15) for the issuance of excerpts from the register – 1560 dinars
- 16) for the issuance of certificates that a certain entity is not registered in Register – 720 dinars
- 17) for the issuance of copies of any document in the Register – 50 dinars per page
- 18) for publishing on the web site of the Agency of data of significance for legal transaction 420 dinars. This fee is not to be paid in the case of publishing data for which the registration fee has already been charged in accordance with point 1)-17) of this paragraph.

The level of fees for registration and services from para.2 of this article as well as the level of fees for other services rendered by the Agency are determined by the Director of the Agency with the prior approval of the Government of the Republic of Serbia.

IX. PENALTIES

Criminal Act **Article 78**

Any person submitting to the Register a false data, or submits a false or falsified document, with the intent to use such data or document in the registration procedure as real, shall be punished with imprisonment from 3 months to 5 years.

Economic Misdemeanour **Article 79.**

If the business entity from article 4. point 2-7 of this law, fails to timely register changes of data, which according to this law he has to register, shall be punished for an economic misdemeanour with a monetary penalty of up to 200.000,00 dinars.

The responsible person in the business entity from para.1 of this article shall be also punished with a monetary penalty in the amount of 70.000 dinars

Misdemeanour **Article 80.**

Any entrepreneur performing his activities under a name different from his own and failing to register such name with the Register in accordance with the obligations provided for in Article 32 para.2 of this Law shall be fined for such violation in the amount of up to 80.000 dinars.

X. TRANSITORY AND FINAL PROVISIONS

Transitory Provisions

Article 81.

The business entities for which a separate law provides that they acquire legal personality by registration in the register – from the day of coming into effect of this law, acquire their legal personality by registration in the register, except in the case from article 83. of this law.

Article 82.

The business entites from article 4 of this law which until the coming into effect of this law, have been registered in the appropriate register, shall apply, on the prescribed form to the register the registration application for their transferal into the Register, at the latest until 15 June 2005, except the entrepreneurs who shall submit the application for re-registration at the latest until 15 June 2006.

The business entities which submit the registration application of change of data before the expiring of the term from para. 1 of this article, shall previously submit the registration application from para. 1 of this article.

Article 83.

The procedures for registration of business entities from article 4 of this law, initiated up to the date of coming into effect of this law, shall be completed in accordance with the regulations under which they have been initiated.

The business entites from para 1. of this article shall at the latest in the term of 15 days from the day of finality of the decree of registration in the appropriate register, submit to the Register the registration application for their transferal into the Register.

Article 84.

For the registration application from article 82 paragraph 1. and 83 of this law, there is no registration fee.

If the business entities do not act in accordance with articles 82 and 83 of this law, the Registrar transfers them into “inactive” status in accordance with this law.

Article 85.

Commercial Courts in Serbia which maintained Court Register shall submit to the Agency not later than 31 December 2005 their documentation related to business entities as follows: Register files, set of documents, controler book of ref. numbers of Register files of Register subjects and set of documents and files of records.

The competent bodies of local self government which hold entrepreneurs register, shall submit to the agency not later than 15 March 2005, their evidence on registered entrepreneurs.

Article 86.

Until 1 November 2005, the term for issuing the decree and conclusion from article 24 and 25 of this law shall be 10 days from the day of submission of the registration application.

Article 87.

The obligation to register the annual financial reports according to this law shall start from 1 January 2006.

Final Provisions

Article 88.

As from the date of this Law coming into force the Law on Registration with the Court Register (Official Gazette FRY no. 80/94) as well as the Decree on Registration in Court shall not be applied from 31 December 2004 to the registration of business entities.

The provisions of the Law on Entrepreneurs (Official Gazette SRS no. 54/89 I 9/90 and Official Gazzette RS 90/91, 31/93, 39/93, 53/93, 67/93, 48/94, 53/95 and 35/02) which relates to the registration of entrepreneurs in the appropriate register cease to be valid from 1 March 2005.

Article 89.

From the day of effectiveness of this law the competence of the commercial courts for the registration and operation of the register of business entities ceases.

Article 90.

This Law shall come into effect on 31 December 2004, except the provisions which relate to the registration of entrepreneurs which come into effect on the 31 December 2006.