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Pursuant to Art. 44 of the Law on the Procedure of Registration with the Serbian Business Registers Agency (RS Official Gazette No 99/11 and 83/14), and Art. 17(4) and Art. 24 of the Law on the Government (RS Official Gazette No 55/05, 71/05 – corr., 101/07, 65/08, 16/11, 68/12 – CC, 72/12, 7/14 – CC and 44/14),

the Minister of Economy hereby issues the following

RULEBOOK

on the content of the Business Entities Register and documents required for registration

Scope

Article 1

This Rulebook shall govern the content of the Business Entities Register (hereinafter referred to as: the Register) and documents required for registration.

Registered entities

Article 2

The Register shall be kept as a unique, central and electronic database of registered sole proprietors, companies, cooperatives and cooperative federations, public enterprises, domestic and foreign company branches and foreign company representative offices, as well as other organization forms, kept in accordance with the law (hereinafter: registered entities).

Scope of Registration

Article 3

The register shall contain registrations of entries, changes and strike-offs of data, documents and annotations concerning the registered entities.

Documents shall be published in the Register in accordance with the law.

Registered Data

Article 4

The Register shall contain data on registered entities prescribed by law, specifically:

- 1) business name;
- 2) registered address;
- 3) date of establishment;
- 4) date of registration, change or strike-off of data or documents;
- 5) company code assigned by the Statistical Office of Serbia, which is at the same time also the registration number;
- 6) tax identification number (PIB);
- 7) registration numbers assigned by the Pension and Disability Insurance Fund (PIO) and Health Insurance Fund of Serbia;
- 8) term, if the sole proprietor or company are established for a limited period of time;
- 9) legal form, i.e. form of organization or designation of the sole proprietor;
- 10) core activity code;
- 11) data on the person authorized to represent and restrictions of their powers;
- 12) (registered) share capital;
- 13) shareholder's share and contribution;
- 14) appraisal of the value of non-cash capital contributions or certificate of the authorized body of the registered entity on the appraisal of the value of the non-cash capital contribution;
- 15) memorandum of association;
- 16) articles of association.

In addition to data listed under paragraph 1 of this Article, depending on the type of registered entity, the Register shall also contain data on:

- 1) shareholders and founders of the registered entity;
- 2) cooperative members, role of cooperative members, type of cooperative and data on whether the cooperative is established, i.e. funded by member contributions or membership fees;
- 3) director and members of the board of directors or executive board;
- 4) chairperson and members of the supervisory board;
- 5) chairperson and members of the board of directors.

In addition to data under para. 1 of this Article, the Register may also contain data on:

- 1) short business name;
- 2) business name translated into a foreign language;
- 3) short business name in a foreign language;
- 4) termination of activity of sole proprietor;
- 5) procurists;
- 6) data on the manager and restrictions of his powers;
- 7) branch office;
- 8) detached place of business of sole proprietor;
- 9) obligation to notarize the memorandum of association;
- 10) liquidation, compulsory liquidation and bankruptcy;
- 11) annotations;
- 12) reserved business names;
- 13) calls, announcements and publication of documents;
- 14) mailing address;
- 15) e-mail address;
- 16) bank account numbers.

Any changes or strike-off of registered data shall also be registered in the Register.

The Register shall also contain other data pursuant to the law.

Integral Part of the Register

Article 5

In addition to data and documents set forth in Article 4 of this Rulebook, the Register shall also contain registration supporting documents.

Personal Data

Article 6

For Serbian nationals, personal data subject to registration shall be the personal name and unique personal identification number, supported by a copy of ID card.

For foreign nationals, personal data subject to registration shall be the personal name, travel document number and country of issue and/or foreigner's personal number and/or foreigner's ID card number and country of issue pursuant to regulations governing the requirements for the entry, transit and residence of foreigners in the Republic of Serbia, supported by a copy of the travel document and/or Serbian ID card for foreigners or foreign ID card.

Data on domestic legal registered entities shall be the business name, registered office and company registration number, supported by an extract from the relevant register if the legal entity is not registered with the register kept by the Serbian Business Registers Agency.

Data on foreign legal registered entities shall be business name, registered office and company registration number in the domicile register and country in which that entity is registered, supported by extracts from the relevant register with certified translation into Serbian by a court interpreter.

Registration of a Sole Proprietor

Article 7

The Single application form for the registration of the incorporation of business entities and other entities and for registration in the integrated taxpayers' register (hereinafter referred to as: SARBE) shall be supported by a document to prove the identity of the sole proprietor pursuant to Artt. 6, paras 1 and 2 of this Rulebook.

Registration of a General Partnership

Article 8

The SARBE of the general partnership shall be supported by the following documents:

- 1) general partnership deed along with the notarized signatures of the partners;
- 2) document on the identity of the partners pursuant to Art. 6 hereof;
- 3) decision on the appointment of the authorized representative, unless they have been appointed in the partnership deed;
- 4) bank certificate on payment of a cash capital contribution and/or agreement of the partners on the appraisal of the value of the non-cash capital contribution or appraisal of the value thereof if such a payment/contribution was made to the company prior to its incorporation.

Registration of a Limited Partnership

Article 9

The SARBE of the limited partnership shall be supported by:

- 1) limited partnership deed along with the notarized signatures of the partners;
- 2) document on the identity of the limited partners pursuant to Art. 6 hereof;
- 3) decision on the appointment of the authorized representative, unless they have been appointed in the limited partnership deed;
- 4) bank certificate on payment of cash capital contributions and/or agreement of the partners on the appraisal of the value of the non-cash capital contributions, or appraisal of the value thereof, if such a payment/contribution was made to the company prior to its incorporation.

Registration of a Limited Liability Company

Article 10

The SARBE of a limited liability company shall be supported by:

- 1) memorandum of association of the company with notarized signatures of the company shareholders;
- 2) document on the identity of the company shareholders pursuant to Art. 6 of this Rulebook;
- 3) decision on the appointment of the authorized representative unless the latter has been appointed in the memorandum of association;
- 4) decision on the appointment of the chairman and members of the supervisory board unless the chairman and members of the supervisory board have been appointed in the memorandum of association.
- 5) bank certificate on payment of a cash contribution and/or agreement of the partners on the appraisal of the value of the non-cash capital contributions or appraisal of the value thereof if such a payment/contribution was made to the company prior to its incorporation.

Registration of a Joint Stock Company

Article 11

The SARBE of a joint stock company shall be supported by:

- 1) a memorandum of association of the company with notarized signatures of the company shareholders;
- 2) articles of association signed by the company shareholders;
- 3) certificate issued by the credit institution that shares have been paid up in cash or appraisal of the non-cash capital contribution by a licensed appraiser or agreement of the members on the value thereof pursuant to the law;
- 4) decision on the appointment of the company managers, unless they have been appointed in the articles of association;

5) decision on the appointment of the members of the supervisory board, in the case of companies with a two tier system, unless they have been appointed in the articles of association;

6) decision on the appointment of the members of the executive board, in the case of companies with a two tier system, unless they have been appointed in the articles of association;

7) decision on the appointment of the company's authorized representative, unless the latter have been appointed in the articles of association;

Registration of a Bank

Article 12

In addition to the documents set forth in Article 11 of this Rulebook, the SARBE of a bank shall be supported by:

1) a decision of the National Bank of Serbia (hereinafter: the NBS) issuing an operating license;

2) a decision of the NBS approving the bank's articles of association;

3) a decision of the NBS approving the appointment of the bank's governing bodies.

Registration of an Investment Fund Management Company

Article 13

In addition to the documents set forth in Article 11 of this Rulebook, the SARBE of an investment fund management company shall be supported by:

1) a decision of the Securities Commission issuing an operating license;

2) a decision of the Securities Commission approving the elected members of the governing body and director.

Registration of a Broker-Dealer Company or Stock Exchange

Article 14

In addition to documents set forth in Article 11 of this Rulebook, the SARBE of a broker-dealer company or stock exchange shall be supported by:

- 1) a decision of the Securities Commission on issuing an operating license for broker-dealer and stock exchange activities;
- 2) a decision of the Securities Commission on the prior approval of the elected members of the company governing body.

Registration of an Insurance Company

Article 15

In addition to the documents set forth in Article 11 of this Rulebook, the SARBE of an insurance company shall be supported by:

- 1) a decision of the National Bank (hereinafter: NBS) issuing an operating license;
- 2) a decision of the NBS on the prior approval of the elected members of the company's governing body.

Registration of a Public Enterprise

Article 16

The SARBE of a public enterprise shall be supported by:

- 1) a memorandum of association signed by the authorized person;
- 2) articles of association signed by the authorized person;
- 3) bank certificate on the payment of the cash capital contribution in accordance with the memorandum of association;
- 4) appraisal of the value of the non-cash contribution by an authorized appraiser;
- 5) decision on the appointment of the manager, unless the latter has been appointed in the memorandum of association;
- 6) decision on the appointment of the chairman and members of the supervisory board, unless they have been appointed in the memorandum of association.

Registration of a Cooperative or Cooperative Federation

Article 17

The SARBE of a cooperative shall be supported by:

- 1) a memorandum of association with notarized signatures of cooperative members;
- 2) identity documents of the cooperative members pursuant to Article 6, paras 1 and 2 of this Rulebook;
- 3) minutes from the founding general meeting;
- 4) cooperative rules;
- 5) a register of cooperative members (only for cooperatives with membership fees);
- 6) a bank certificate of payment of the cash capital contribution and/or agreement of the cooperative's members on the appraisal of the value of the non-cash contribution or appraisal of the value thereof, if payments/contributions are made to the cooperative;
- 7) a decision on the appointment of a chairman and members of the board of directors, if this body is envisaged in the memorandum of association;
- 8) a decision on the appointment of the chairman and members of the supervisory board if this body is envisaged in the memorandum of association.

The SARBE of a cooperative federation shall be supported by:

- 1) a decision on the establishment of a cooperative federation;
- 2) cooperative federation's rules;
- 3) a decision on the appointment of the federation's president or other authorized representative, unless they are appointed in the memorandum of association;
- 4) a decision on the appointment of a chairman and members of the board of directors, if this body is envisaged in the memorandum of association;
- 5) decision on the appointment of the chairman and members of the supervisory board if this body is envisaged in the memorandum of association.

Registration of a Domestic Legal Entity's Branch

Article 18

An application for registration (hereinafter: application) of a branch office of a domestic legal entity shall be supported by:

- 1) a decision of the relevant legal entity's body on the establishment of a branch;
- 2) a decision on the appointment of a representative of the branch, if the branch representative is not the same person as the representative of the domestic legal entity establishing a branch.

Registration of a Foreign Company Branch

Article 19

The SARBE of a foreign company branch shall be supported by:

- 1) a decision of the authorized company body on the establishment of a branch;
- 2) a copy of entry in the register in which the foreign company is registered, pursuant to Art. 6, para 4. hereof;
- 3) proof of bank account numbers through which the foreign company effects its business transactions;
- 4) a statement by the foreign company's authorized person to the effect that the company shall assume responsibility for all liabilities arising in connection with the activity of the branch, notarized by the competent notarization authority, with a translation thereof by a certified court interpreter.

Registration of a Foreign Company Representative Office

Article 20

The SARBE of a foreign company representative office shall be supported by:

- 1) a decision on the establishment of a representative office;
- 2) a copy of entry in the register in which the foreign company is registered, pursuant to Art. 6, para. 4 hereof;
- 3) proof of bank account numbers through which the foreign company effects its business transactions;
- 4) a statement of the foreign company's authorized person to the effect that the company shall assume the responsibility for all liabilities arising in connection with the activity of the representative office, notarized by the competent notarization authority, with a translation thereof by a certified court interpreter.

Registration of Data on Sole Proprietors

Article 21

The sole proprietor shall submit an application for the registration of the start of business, or of changes of the term for which the sole proprietor is registered, of the business name, of registered office, of activity, or for the suspension and continuation of the sole proprietor's activity, or for the registration/strike-off/change of detached place of business.

An application for change of a sole proprietor's identity shall be supported by documents constituting grounds for the change that occurred.

Registration of a Foreman, Revocation of Authority and Dismissal of a Foreman

Article 22

For the registration of a foreman an application shall be submitted along with a written power of attorney delegating the authority to the foreman.

For the registration of the revocation of the foreman's authority, an application shall be submitted along with the revocation of the foreman's authority.

For the registration of the dismissal of the foreman, an application shall be submitted along with a written notice of dismissal of the foreman.

Registration of a Sole Proprietor's Procuracy

Article 23

An application for the registration of a sole proprietor's procuracy shall be supported by a written power of attorney by means of which the sole proprietor shall issue a procuracy.

Registration of Change of Business Name

Article 24

An application for the registration of a change of business name shall be supported by a decision of the authorized body of the registered entity on the change of the business name.

Registration of Change of Registered Office

Article 25

An application for registration of change of registered office shall be supported by a decision of the authorized body of the registered entity on the change of registered office.

Registration of Mailing Address and E-mail Address

Article 26

For the registration of a mailing address or a change thereof, the applicant shall submit an application for registration of mailing address.

For the registration of an e-mail address or a change thereof, the applicant shall submit an application for registration of e-mail address.

Registration of Change of Core Activity

Article 27

The application for registration of a change of the core activity shall be supported by a decision of the authorized body of the registered entity on the change of the core activity.

Registration of Change of Term of Registered Entity

Article 28

The application for registration of change of term of a registered entity shall be supported by a decision of the company's authorized body on the change of term of the registered entity.

Registration of Amendments to the Memorandum and Articles of Association, and of the Obligation to Notarize the Memorandum of Association

Article 29

The application for the registration of amendments to the company's memorandum of association shall be supported by:

- 1) a decision by the company's authorized body on amendments to the memorandum of association;
- 2) the consolidated text of amendments to the memorandum of association, signed by the company's authorized representative.

The application for the registration of amendments to the company's articles of association shall be supported by:

- 1) a decision by the company's authorized body on amendments to the articles of association;
- 2) the consolidated text of the amendments to the articles of association, signed by the company's authorized representative.

The application for the registration of the obligation to notarize the memorandum of association or the termination of the obligation to notarize the memorandum of association shall be supported by the documents set forth in paragraph 1 of this Article.

Registration of a Cooperative's Rules and Cooperative Federation's Rules

Article 30

The application for the registration of amendments to a cooperative's rules or a cooperative federation's rules shall be supported by the following documents:

- 1) amendments to cooperative rules or cooperative federation rules;
- 2) consolidated text of cooperative rules or cooperative federation rules.

Publication of the Register of Cooperative Members and Conclusion of the Cooperative Auditor

Article 31

The application for the publication of the register of cooperative members shall be supported by the register of cooperative members in paper or electronic format.

The application for the publication of the conclusion of a cooperative's auditor shall be supported by the conclusion and explanatory notes from the final report of the cooperative's auditor.

Application for Registration, Change, Strike-Off, Resignation or Dismissal of Authorized Representative/Attorney-in-fact (Procurist)

Article 32

The application for the registration or change of authorized representative/attorney-in-fact (procurist) of the entity shall be supported by a decision of the authorized body of the registered entity on the appointment and/or dismissal of the authorized representative and the issuing and/or revocation of a procurist.

The application for the registration of the resignation of the director and representative or dismissal of the procurist, for the purpose of strike-off, shall be supported by the notice of resignation of the representative or notice of dismissal of the procurist.

Along with the application for the registration of the revocation of the authority of the general or limited partner authorized to represent, the applicant shall submit the notice of revocation of authority.

Registration of Change of Scope of the Authorized Representative's and Procurist's Authorities

Article 33

An application for change of the authorized representative's scope of authority shall be supported by a decision of the authorized body of the registered entity on the change of the scope of authority of the authorized representative.

Registration or Change of Director, Chairman and Members of the Executive Board, Board of Directors or Supervisory Board

Article 34

An application for the registration or change of director shall be supported by a decision of the authorized body of the registered entity on the appointment or dismissal of the director.

An application for the registration of and/or change of the chairman or member of the executive board, board of directors or supervisory board shall be supported by a decision of the authorized body of the registered entity on the appointment and/or revocation of the chairman and member of the executive board, board of directors or supervisory board.

An application for strike-off or change of the persons referred to in para. 1 and 2 of this Article due to their resignation, shall be supported by the notice of resignation of the respective persons.

Registration or Change of Company Shareholder

Article 35

An application for the registration or change of shareholder in a general partnership, limited partnership and limited liability company shall be supported by:

- 1) a share transfer contract with notarized signatures of the company shareholders or act constituting the grounds for the share transfer or other legal act, document or deed constituting grounds for registration or change;
- 2) an identity document for the new company shareholder, pursuant to Article 6 of this Rulebook.

Application for Registration of Change of Data on Registered Persons

Article 36

An application for change of data on registered persons shall be supported by proof of the grounds for the change of data.

Application for Publication of Company Call or Offer

Article 37

An application for the publication of the company call inviting its shareholders to settle their obligation to pay their contributions in cash or in kind shall be supported by a copy of the company call.

An application for the publication of an invitation to the general meeting shall be supported by a copy of the invitation to the shareholders.

An application for the publication of the company offer for the acquisition of own shares shall be supported by the company's offer for the acquisition of shares.

An application for the publication of other documents by the registered entity relevant for business transactions shall be supported by statutory documents.

Application for Registration of Annotations on Exercising the Right to Compulsory Buy-Out

Article 38

An application for data entry on the decision, i.e. notice to company shareholders about the compulsory buy-out of shares, shall be supported by the decision of the company's general meeting, i.e. notice to company shareholders about the compulsory buy-out of shares.

Publication of Minutes from the General Meeting

Article 39

An application for the publication of minutes from the general meeting shall be supported by the minutes from the general meeting.

Registration of a Decision on the Restriction or Cancellation of Preferential Subscription Rights and Withdrawal of Shares

Article 40

An application for the registration of a decision of the company's general meeting on the restriction or cancellation of preferential subscription rights shall be supported by company's general meeting decision on the restriction or cancellation of preferential subscription rights. The application for the registration of a decision on the withdrawal of shares from the regulated market, i.e. multilateral trading platform, shall be supported by a decision of the company's general meeting.

Registration of Financial Statements of the Founders of a Foreign Company Branch

Article 41

An application for the registration of financial statements of the founders of a foreign company branch shall be supported by the financial statements of the branch founders, drafted, audited and disclosed based on the right of the state based on which the founder has that obligation

Registration of Increase of the Capital of a Limited Liability Company

Article 42

An application for registration of increase of the capital of a limited liability company shall be supported by a decision of the company general meeting on capital increase.

In addition to a decision of the company's general meeting on the capital increase, the application for the concurrent registration of an increase in the capital and the paid cash portion of the capital shall also be supported by a bank confirmation of payment.

In addition to the decision of the company's general meeting on the capital increase, the application for the concurrent registration of an increase of subscribed and paid up non-cash portion of the capital shall also be accompanied by an agreement of the shareholders on the appraisal of the value of the non-cash portion of the capital or an appraisal thereof carried out pursuant to the law.

An increase in the capital as a result of the conversion of claims of a creditor who is not a company shareholder into capital, shall be supported by a deed of accession of a new shareholder with notarized signatures of all shareholders and the creditor acceding the company as a new shareholder.

An application for the registration of cash and non-cash capital contributions shall be supported, respectively, by a confirmation of payment by the bank or an agreement of the shareholders on the value of the non-cash capital contribution or an appraisal of the non-cash contribution carried out pursuant to the law.

An application for the registration of a non-cash contribution in the form of a title deed shall be supported by a formal document effecting the transfer of the title deed in the form prescribed by the law.

Registration of Capital Reduction of a Limited Liability Company

Article 43

An application for the registration and publication of a decision on capital reduction of a limited liability company arising from the obligation to protect creditors in accordance with the law, shall be supported by the decision of the company general meeting on capital reduction.

An application for registration of a limited liability company's capital reduction for the purpose of enforcing the decision referred to in paragraph 1 of this Article shall be supported by a statement of the company's authorized body that all creditors' claims have been secured or settled and proof that the creditors did not file legal action with the court of jurisdiction within the prescribed term or proof that the court dismissed the creditor's application for settlement.

An application for registration of the capital reduction of a limited liability company due to reduction of capital without change of net assets, shall be supported by a decision of the company's general meeting on capital reduction.

Registration of Increase of the Capital of a Joint Stock Company

Article 44

An application for the registration of a decision on increasing the registered capital of a joint stock company shall be supported by a decision of the company's authorized body on capital increase.

An application for the registration of an increase in registered capital of a joint stock company as a result of the enforcement of decision under paragraph 1 of this Article shall be supported by a document of the Central Securities Depository and Clearing House (hereinafter: CSDCH) on the subscription of shares.

Registration of Reduction of the Share Capital of a Joint Stock Company

Article 45

An application for the registration and publication of the decision on the reduction of the share capital of a joint stock company shall be supported by a decision of the company's authorized body on the reduction of share capital.

An application for the registration of the reduction of the share capital of a joint stock company, for the purpose of enforcing the decision referred to in para. 1 of this Article, shall be supported by a document of the Central Securities Depository and Clearing House (CSDCH) on the reduction of the number of shares.

Registration of Cash and Non-Cash Capital Contributions Paid

Article 46

An application for registration of a payment of subscribed cash capital contributions to a limited liability company shall be supported by a bank certificate of payment.

An application for registration of a payment of subscribed cash capital contributions to a joint stock company shall be supported by a CSDCH certificate on the subscription of shares.

An application for registration of a subscribed non-cash capital contribution made to a limited liability company shall be supported by a shareholder agreement on the appraisal of the value of the non-cash capital contribution or an appraisal of the value of the non-cash contribution made in accordance with the law.

An application for registration of a subscribed non-cash capital contributions made to a joint stock company shall be supported by an appraisal of the value of the non-cash capital contribution or shareholder agreement on the appraisal thereof, along with a CSDCH certificate on the subscription of shares.

Registration of Change of Legal Form

Article 47

The application for the publication of the draft decision on the change of legal form on the SBRA's website shall be supported by a draft decision on the change of legal form.

The application for change of the company's legal form shall be supported by:

- 1) a decision of the company's authorized body on the change of the company's legal form;
- 2) amendments to the company's memorandum of association with notarized signatures of company shareholders or of their authorized proxy;
- 3) consolidated text of amendments to the memorandum of association, signed by the company's legal representative or other authorized body.
- 4) company's articles of association, if the company is changing its legal form to a joint stock company;
- 5) a decision on the appointment of the members of the company's managing body, unless these are appointed in the amendments to the memorandum of association.

If the company is changing its legal form to a joint stock company, in addition to the documents listed in para. 2 of this Article, the application shall be accompanied by a CSDCH certificate on the subscription of shares to the issuing account of the issuer.

If a joint-stock company is changing its legal form, in addition to the documents listed in para. 2 of this Article, the application shall be accompanied by a CSDCH certificate that a request was submitted for the delisting of shares and an integrated listing of shareholders from the CSDCH register.

Registration of the Change of the Form of Organization of a Public Enterprise

Article 48

An application for the registration of change of the form of organization of a public enterprise shall be supported by:

- 1) a decision on the change of the form of organization which constitutes a new memorandum of association;
- 2) an agreement on the state's share in the ownership of the assets used by the public enterprise;
- 3) government's act on the state's share in the ownership of the assets used by the public enterprise along with a draft agreement on the state's share in the ownership of the assets used by the public enterprise.

Registration of Status Changes

Article 49

An application for the publication of a draft agreement on the status change and draft division plan on the Agency's website shall be supported by a draft agreement on status change and a draft plan for the division of the company.

If the joint stock company's share capital is increased as a result of the status change, the application referred to in paragraph 1 of this Article shall be submitted concurrently with an application for the registration of the decision on increase of registered capital.

Along with the application referred to under paragraph 1 of this Article, the applicant shall submit copy of the notice to company shareholders about the time and place where they can access the company's documents and acts that will be published pursuant to the law.

An application for the registration of a status change shall be supported by:

- 1) a decision of the general meetings of the companies that are parties to the status change approving the status change, except for the decision of the acquiring company in a simplified-merger involving a merger of a subsidiary company with the parent company;
- 2) an agreement on status change and division plan of the company, notarized by the relevant notarization authority;

3) amendments to the memorandum of association, and articles of association in the case of a joint stock company, as well as their consolidated texts signed by the legal representative, if the company that is a party to a status change continues to exist;

4) documents required for the registration of the incorporation of company into one of the envisaged legal forms, if a new company is established as a result of the status change;

5) financial statements of companies participating in the status change with the auditor's opinion, auditor's report on the implemented status change, report on the status change by the board of directors and also by the executive board for companies with a two-tier system or statement of the company's authorized representative to the effect that shareholders have agreed that no financial statements, reports by the auditor, board of directors or executive board are required;

6) a CSDCH document on the subscription of shares to the issuing account of the issuer if the share capital is increased as a result of the status change, or a CSDCH document on the reduction of the value of shares or their number if the share capital of the joint-stock company is reduced as a result of the status change;

7) a confirmation by the CSDCH that a request for the delisting of shares of the joint-stock company has been submitted in case the company is deleted as a result of the status change.

If the company's registered capital is reduced as a result of the status change, the applicant shall submit an application for the registration of a reduction of the company's share capital concurrently with the application for the registration of a status change.

If the company ceases to exist as a result of a status change, the applicant shall submit an application for the strike-off of that company from the Register concurrently with the application for the registration of a status change.

Registration of Change of Ownership of Public i.e. State Capital

Article 50

An application for registration of change of ownership of public/state capital shall be supported by:

- 1) contract of sale of public/state capital;
- 2) act on the change of legal form of the entity undergoing privatization, if its legal form has changed as a result of the sale of public/state capital;
- 3) decision of the agency responsible for privatization confirming that the company has transferred its shares free of charge to its employees in the privatization procedure, with the list of shareholders as an integral part thereof;

- 4) notarized amendments to the memorandum of association and the consolidated text thereof and/or articles of association of the entity undergoing privatization, depending on the change of legal form;
- 5) resolution on the appointment of the company's authorized representative, in case of change of authorized representative;
- 6) other documents pursuant to the law.

Registration of Capital Increase Resulting from the Fulfilment of Obligations under the Contract of Sale of Public/State Capital

Article 51

In accordance with the obligation stipulated in the contract of sale of public/state capital, the application for registration of increase of registered capital in the process of privatization shall be supported by:

- 1) a decision of the company's general meeting on capital increase, adopted in accordance with the contract of sale of public/state capital;
- 2) proof that the capital has been increased (bank certificate confirming payment of cash capital contributions and/or a report on the appraisal of in-kind capital contributions) or a CSDCH document on the subscription of shares if the share capital of the joint-stock company is increased;
- 3) act of the agency responsible for privatization confirming compliance with the obligations under the contract of sale of public/state capital in the privatization procedure.

Registration of the Contract on Control and Management

Article 52

An application for registration of the contract on control and management shall be supported by a copy of the contract on control and management along with the decision of the relevant company body authorizing this contract.

An application for registration of the expiry of the contract on control and management shall be supported by proof of expiry the contract on control and management.

Annotations

Article 53

An application for the registration or strike-off of annotations concerning facts of relevance for business transactions shall be accompanied by documents establishing the ground for such registration or strike-off.

Registration of Cooperative Members

Article 54

An application for registration of a cooperative member shall be supported by:

- 1) a decision of the authorized body on the admission of a new member to the cooperative;
- 2) statement of accession;
- 3) document proving the identity of the cooperative member pursuant to Art. 6, paras 1 and 2 of this Rulebook;
- 4) copy of valid cooperative rules corroborating the authority of the cooperative body that makes decisions on granting membership status to cooperative members, if the applicable cooperative rules are not registered.

An application for strike-off of cooperative members due to withdrawal from membership shall be supported by:

- 1) statement of withdrawal from membership;
- 2) proof that the cooperative has received the statement of withdrawal;

The application for strike-off of cooperative members due to expulsion shall be supported by:

- 1) a reasoned decision on the authorized body on the expulsion of a cooperative member;
- 2) copy of applicable cooperative rules corroborating the authority of the cooperative body that makes decisions to terminate membership status of cooperative members, if the applicable cooperative rules are not registered.

An application for the strike-off of a cooperative member due to death shall be supported by a death certificate from the death records.

An application for the registration of a change in the membership of a cooperative federation shall be supported by documents prescribed by the cooperative federation rules.

Registration of Strike-off of Sole Proprietors

Article 55

For the strike-off of a sole proprietor at personal request, the sole proprietor shall submit an application for strike-off supported by certificates of the competent tax authority on the termination of the sole proprietor's obligation to pay taxes pursuant to the law, as well as a certificate of the competent tax authority on the strike-off of the sole proprietor from the VAT register if the latter was subject to VAT.

For the strike-off of a sole proprietor from the Register by virtue of law, a document shall be submitted to corroborate the occurrence of the fact that led to the termination of activity.

**Strike-off of Sole Trader and Continuation of Activity in the Form of a
Company**
Article 56

Along with an application for strike-off of a sole proprietor from the Register due to the continuation of entrepreneurial activity in the form of a business company, the applicant shall concurrently submit an application for the registration of a company.

Registration of Liquidation Proceedings
Article 57

The registration of the instigation of liquidation proceedings and the publication of the announcement shall be supported by:

- 1) a decision on instigating liquidation proceedings;
- 2) a decision on the appointment of a liquidation manager, if that person is not a registered company representative.

Registration of Compulsory Liquidation of a General and Limited Partnership
Article 58

The application for the instigation of compulsory liquidation proceedings shall be supported by:

- 1) a final and enforceable judgment upholding the creditor's claim;
- 2) proof that the creditor requested payment of their claim;
- 3) proof that the debtor did not settle the creditor's claim.

Registration of Initial Liquidation Report and/or Annual Liquidation Report
Article 59

The application for the registration of the initial liquidation report and/or the annual liquidation report shall be supported by the initial and/or annual liquidation report.

Registration of Suspension of Liquidation Proceedings

Article 60

The application for the suspension of the liquidation proceedings shall be supported by:

- 1) a decision on the suspension of liquidation proceedings;
- 2) a decision on the appointment of a legal representative.

Strike-Off of a Legal Entity After Liquidation

Article 61

The application for strike-off from the Register after the finalization of the liquidation proceedings shall be supported by:

- 1) a company resolution on the finalization of liquidation proceedings;
- 2) a final liquidation report;
- 3) a statement that the company has fully settled its obligations on account of reported claims and that there are no other proceedings pending against the company;
- 4) a resolution on the division of the company liquidation estate;
- 5) a company resolution appointing the person to whom business books and documents are entrusted for custody or statement of the liquidation manager on the name and address of that person;
- 6) a certificate by the tax authority on the expiry of the obligation to pay public revenues;
- 7) a certificate by the tax authority that the legal entity has been deleted from the VAT register, if the entity was subject to VAT;
- 8) certificate by the CSDCH that a request was submitted for the strike-off of shares, in case of an application for strike-off of a joint-stock company.

Strike-off of a Foreign Company's Branch or Representative Office

Article 62

An application for the strike-off of a foreign company's branch/representative office shall be supported either by a decision of the authorized body of the founder on the termination of the branch/representative office, or by a document constituting legal grounds for the strike-off of the branch/representative office, along with a certificate issued by the tax authority to the effect that the entity is no longer registered as a taxpayer and a certificate by the tax authority corroborating that the branch/representative office has been deleted from the VAT register if the latter was subject to VAT.

Registration of Other Data Changes

Article 63

Other data changes shall be registered in the Register, pursuant to Artt. 4 and 6 of this Rulebook.

The application for registration of changes referred to in paragraph 1 of this Article shall be supported by documents on the basis of which these changes were effected, pursuant to the law.

Consent, License or Other Competent Authority's Act

Article 64

If a consent, license or other competent authority's act is required for registration under a separate law, these shall be submitted along with the application for registration and the documents prescribed by this Rulebook.

Registration Fee

Article 65

The applications under Artt. 7-68 of this Rulebook shall be accompanied by proof of payment of the prescribed registration fee, in accordance with the law.

Expiry of Rules

Article 66

The Rulebook on the content of the Business Entities Register and documents required for registration (RS Official Gazette No 6/12) shall be repealed on the date of entry into force of this Rulebook.

Final Provisions

Article 67

This Rulebook shall enter into force on the eighth day as of the date of publication in the Official Gazette of the Republic of Serbia.

No. 110-00-62/2016-09

Belgrade, 20 April 2016

The Minister,

Željko Sertić, sgd.