

LAW
No. 9723, dated 3.5.2007

ON BUSINESS REGISTRATION

(as amended by laws: No. 9916, dated 12.5.2008, No. 92/2012, dated 27.9.2012, No. 8/2015, dated 19.02.2015, No. 131/2015, dated 26.11.2015, No. 30/2019, dated 17.6.2019; No. 7/2022, dated 27.1.2022

Pursuant to Articles 78 and 83 point 1 of the Constitution, upon the proposal of the Council of Ministers,

PARLIAMENT
OF THE REPUBLIC OF ALBANIA

DECIDED:

CHAPTER I
GENERAL PROVISIONS

Article 1

Subject matter of the law

(as amended with the law no. 131/2015, date 26.11.2015)

This law regulates the manner of administration of the commercial register, specifies the entities that are registered, and the registration procedures.

Article 2

Definitions

(as amended point 3 and added points 12, 13, 14, 15 and 16 with the law no. 8/2015, date 19.02.2015)

In this law, the following terms have the following meanings:

“Ministria” is the ministry responsible for trade matters.

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3. “Regjistri” is the commercial register, in which the entities are registered, according to this law.

4. “Initial registration” is the registration for the first time in the register.

5. “Other registration” is any change, addition or deletion of data in the register.

6. “Registration” is the initial registration and any other registration, including the deregistration of the entity from the register.

7. “Data” are the facts, acts and information that are registered, notified or deposited in the register.

8. “Identification data for the legal person” are the form, name, number and place of registration, and the seat.

9. “Accompanying documents” are documents which prove the data that are registered.

10. “Application” is the request addressed to the National Business Center for performing actions in the register, according to this law.

11. “Applicant” is the entity to which the data that are registered, notified or deposited in the register belong, or other persons who, according to this law, have the right to request the performance of actions in the register.

12. “Subject” are commercial entities and other entities, which, without having the status of a trader, have the obligation of registration, according to this law.

13. “Commercial entity” is the natural person, within the meaning of the Civil Code,

who has the status of a trader, in accordance with the provisions of the legislation in force, commercial companies and branches of foreign companies.

14. “Electronic means” is any means by which the initial sending of information and its receipt by the recipient specified by means of electronic devices for the processing (including digital compression) and storage of data can be enabled, entirely transmitted, conveyed or received through cables, radio waves, optical means or other electromagnetic means.

15. “Electronic counter” is the electronic portal of the NBC, accessible through the official website opened by the NBC, where the provision of remote public services is enabled, by communicating directly with the central system of the NBC through electronic means.

16. “Activity” is the independent economic, professional or commercial activity, exercised continuously by entities.

CHAPTER II ESTABLISHMENT, ORGANISATION AND FUNCTIONING OF THE NATIONAL BUSINESS CENTRE

(repealed with the law no. 131/2015, date 26.11.2015)

CHAPTER III TRADE REGISTER

SECTION I THE TRADE REGISTER AND THE EFFECTS OF REGISTRATION AND PUBLICATION

Article 18

Definition of the trade register

(amended points 1 and 2 with the law no. 8/2015, date 19.02.2015)

1. The register is a unique database, divided into separate electronic files for each subject that has the obligation of registration, according to the provisions of this law.

2. The register is kept in electronic format. All data, applications, and accompanying documents, submitted in paper or electronic format, according to this law, shall be registered by the NBC in electronic format in the subject’s file in the register. All data, applications, and accompanying documents:

a) submitted by applicants in electronic format, according to this law, are stored and archived by the NBC only in electronic format;

b) submitted in paper format, according to this law, are converted and stored by the NBC in electronic format. The NBC has no obligation to keep and archive applications and accompanying documents submitted in paper format.

3. The registration, processing, and storage of data, notified and deposited in the register, are carried out through a computerized system.

4. An integral part of the commercial register are also the documents deposited in its annexes, according to this law.

Article 19

Data that are registered

The register must contain data relating to the establishment, activity, and deregistration of subjects, any change in the status and organization of the subject, data relating to pertain to it regarding representation, as well as other data, as provided by law.

Article 20

Method of registration

(amended point 2 and Repealed point 3 with the law no. 8/2015, date 19.02.2015)

1. The initial registration and any other registration is made by application at any service desk of the National Business Center throughout the territory of the Republic of Albania, regardless of the place where the activity is carried out, the residence, or the registered office of the applicant.

2. The minister, upon the proposal of the head of the National Business Center, approves the application forms, the content of their sections, and the list of accompanying documents for each registration, according to the requirements of the applicable legislation.

3. Repealed.

Article 21

Effects of registration and publication

1. Any data, registered and published in the commercial register, according to the provisions of this law, shall be considered as acknowledged and may be asserted against third parties from the date of publication, pursuant to Article 61 of this law.

2. In any case, data registered and published in the commercial register cannot be asserted against third parties, for transactions carried out with the commercial entity within fifteen days from the date of publication, when the third party proves that it was impossible for them to become aware of it, by exercising all due diligence.

3. The entity may not assert against third parties data that have been registered and/or published inaccurately in the commercial register. Nevertheless, the third party may assert against the entity the registered and published data, even if these data are inaccurate, except in cases where the entity proves that the third party was aware of the inaccuracy of the published data or of other unpublished data.

4. The third party may assert against the entity data that have not yet been published when, despite non-publication, the third party had knowledge of such data, except in cases where, according to the law, non-publication produces no effect.

5. Entries in the commercial register are always considered recognized and constitute a public document for public authorities, in accordance with the applicable legislation.

SECTION II

OBLIGATION TO REGISTER, RULES OF DESIGNATION, AUTHORIZED PERSONS AND FORM OF ACCOMPANYING DOCUMENTS

Article 22

Obligation to register

(as amended with the law no. 8/2015, date 19.02.2015, added point 4/1 with the law no. 30/2019, date 17.6.2019)

1. The entities required to register are:

- a) commercial entities;
- b) simple partnerships, pursuant to the provisions of the Civil Code;
- c) natural persons, within the meaning of the Civil Code, who do not have the status of a trader, who carry out economic activity or an independent profession;
- c) representative offices of Albanian companies and of foreign companies;
- d) savings and loan associations and unions;
- d) mutual co-operation companies;
- e) any other entity, which by law is required to register with the NBC.

2. Except where a special law provides otherwise, natural persons, within the meaning of the Civil Code, as determined by a joint order of the minister and the Minister of Finance, who act as employers or are self-employed in specific fields or who conduct an activity with a small volume of turnover, are not required to register in the register.

3. Entities, except where otherwise provided by special laws, shall apply for initial registration as follows:

a) natural persons, simple partnerships, and branches or representative offices, before the effective date of commencement of activity;

b) legal persons, within 30 calendar days from the date of establishment, but, in any case, before the effective date of commencement of activity.

4. The application for changing the headquarters and opening other places of activity shall be made within 30 calendar days from the date of the respective decision, but, in any case, before the effective commencement of activity at that location.

4/1. The application for the change of partner and/or partnership structure of the legal person shall be made within 30 calendar days from the date of the factual event of the change of the partner and/or partnership structure, except in cases provided by law.

5. For other mandatory registrations, except where this law provides otherwise, the application shall be made within 30 calendar days from the date of the factual event and/or the drafting of the act required to be registered.

Article 23

Naming rules

(added point 4 with the law no. 8/2015, date 19.02.2015)

1. The registration in the commercial register of entities with identical or similar names, with names in the definite form or with the respective abbreviations of states, cities, geographical regions, international or religious organizations, or institutions of central or local government, without distinctive additions, or with names that are contrary to public order or morality or to the obligatory provisions of the law, is prohibited.

2. The registration of the name is carried out on the basis of the principle of priority of the application submission.

3. The Council of Ministers, upon the proposal of the minister, approves the rules for names and trade designations.

4. The name of commercial entities is registered together with the required suffixes, according to the legislation in force for traders and commercial companies.

Article 24

Reservation of the name

(added point 6 with the law no. 8/2015, date 19.02.2015)

1. Every individual, by paying the respective fee, has the right to reserve with the commercial register, on his own behalf or on behalf of third parties, one or more specified names for registration.

2. The NBC issues a certificate for the reservation of the name within one day from the submission of the application.

3. Names that are contrary to the provisions of Article 23 of this law cannot be reserved.

4. The reservation of the name, during the validity period provided in this law, prevents third parties from reserving identical or similar names, or from registering entities with the same or similar names.

5. The reservation of the name is valid for a period of 30 days, starting from the date of reservation. The reservation period of the name cannot be extended. The new reservation by

the same person of the same previously reserved name is considered a new reservation and is carried out according to the general rules for the reservation of the name, as provided by this law.

6. The preliminary verification of whether a name can be registered or not, as well as the preliminary reservation of the name, does not constitute a condition for the initial registration or for the change of the registered name.

Article 25

The transfer of the reserved name

During the validity period, the reserved name may be freely transferred to third parties, against the payment of the relevant fee, through the submission of the relevant form to the NBC. In this case, the NBC makes the respective note on the certificate of name reservation.

Article 26

Authorized persons to perform the registration

(first sentence of point 3 and point 7 amended by Law No. 8/2015, dated 19.02.2015, point 3 amended) by Law No. 30/2019, dated 17.6.2019)

1. The application for initial registration and other registrations of natural persons is made by the person to be registered themselves or by any person authorized by them.

2. The application for the initial registration of simple partnerships is made by all members or by any person authorized by them. The application for other registrations is made by the persons responsible for representing the partnership in relations with third parties or by any person authorized by them.

3. The application for the initial registration of commercial companies is made jointly by all founders or by the company's administrator when authorized, or by any person authorized by them. The application for other registrations is made by the persons responsible for representing the company in relations with third parties or any person authorized by them. The application for the registration of legal actions relating to participations, shares, or stocks may also be made by the member, partner, or shareholder to whom they belong, or by any person authorized by them.

4. The application for the initial registration and other registrations of branches and representative offices of foreign companies is made by the legal representative of the branch or representative office, by the legal representative of the foreign company, or by any person authorized by any of the persons mentioned above.

5. The application for the initial registration and other registrations of savings and credit associations and unions is made by the chairperson of the management board or by any person authorized by them.

6. The application for the initial registration and other registrations of mutual aid and cooperation companies is made by the chairperson of the administrative council or by any person authorized by them.

7. For other entities that have the obligation to register, according to letter “e”, of point 1, of Article 22, of this law, the application for initial registration shall be made by the persons specified, in accordance with the relevant laws, or by any person authorized by them.

8. Other persons who are granted this right by a special law are authorized to apply for registration.

Article 27

Application and form of accompanying documents

(amended wording in point 2 by Law no. 92/2012, dated 27.9.2012, point 2 amended by Law no. 8/2015, date 19.02.2015)

1. The registration is carried out upon the submission of the relevant application, to which are attached the accompanying documents that verify the data being registered.

2. The accompanying documents must be submitted in original or in copies not certified as true to the original and must be drafted in accordance with the formalities specified by the relevant legislation or the provisions of this law. The accompanying documents may also be submitted in electronic format, according to the provisions of Chapter VI. The submission of the accompanying document at the service counters in an uncertified copy or in electronic format is made under the full responsibility of the person submitting it, who, through the act of submission, confirms the conformity of the copy or the electronic document with the original.

3. The accompanying documents must not contain unauthorized corrections or deletions, according to the relevant legal provisions, and their content must be clear, legible, and permit the capture of an electronic image of the document.

4. The accompanying documents must be in the Albanian language. Together with the accompanying document in Albanian, the applicant may also submit a certified translation in a foreign language. Private acts and official documents of foreign jurisdictions must be accompanied by a certified translation into Albanian and must be legalized according to the laws in force and international agreements ratified by the Republic of Albania.

5. In case of inconsistency between the accompanying document in the Albanian language and the one in a foreign language, the latter cannot be invoked against third parties. Nevertheless, third parties may invoke against the subject the data contained in the document in a foreign language, except in cases where the subject proves that the third party was aware of the content of the document in the Albanian language.

SECTION III INITIAL REGISTRATION

Article 28

Method of application for initial registration

Natural persons are registered by submitting an application for initial registration, completed with all the mandatory data pursuant to this law, as well as a copy of the identification document.

Simple partnerships are registered by submitting the application for initial registration, completed with all mandatory data, pursuant to this law, the relevant contract according to the provisions of the Civil Code, and copies of the identification documents of the members. In cases where the parties have not entered into a written contract, the registration of the simple partnership may be carried out by submitting only the application, completed with all mandatory data, copies of the identification documents, and by signing a special declaration for the acknowledgment, acceptance, and implementation of the applicable legal provisions regarding the organization and functioning of the simple partnership.

Commercial companies are registered in the commercial register by submitting the application for initial registration, completed with all the mandatory data pursuant to this law, the statute and the incorporation act if they have been drafted as two separate documents, the acts of appointment of the company's bodies, if not included in the above-mentioned acts, as well as other acts necessary for the establishment, according to the applicable legislation.

General partnerships, limited partnerships, and limited liability companies may be registered, also, by submitting only the application for initial registration, completed with all the mandatory data pursuant to this law, the identification documents of the members or partners, and by signing the special declaration for the acknowledgment, acceptance, and implementation of the applicable legal provisions for the organization and

functioning of the type of company being registered. In this case, the application for initial registration and the above-mentioned declaration, signed as appropriate by the partners, members, or by persons authorized to act on their behalf and on their account, substitutes the incorporation act and statute of the company.

5. Branches and representative offices of foreign companies are registered by submitting the application for initial registration, completed with all mandatory data pursuant to this law as well as:

a) the act of incorporation and the statute of the foreign company, when these are two separate documents or, in their absence, the equivalent act of establishment, according to foreign legislation, as well as their full text with subsequent amendments;

b) the documentation certifying the registration of the foreign company in the foreign jurisdiction;

c) documentation certifying the current status of the foreign company, issued within a period of no more than 90 days from the date of application, with registration and representation data, including information on whether it is in the process of liquidation or bankruptcy;

c) the balance sheet of the foreign company for the last financial year, kept in accordance with the standards required in the foreign state, if the foreign company has conducted activity for more than one year;

d) the decision or other acts of the relevant body of the foreign company, according to foreign legislation, for the opening of the branch or representative office. The acts of this point are replaced by the application for registration in the case where the person requesting registration is simultaneously the body responsible for acting alone, on behalf of the foreign company.

6. Savings and credit associations and unions, as well as mutual cooperation companies, are registered by depositing with the commercial register the application for initial registration, completed with all the mandatory data according to this law, the statute and the act of establishment, in case they have been drafted as two separate documents, as well as any other document required under the applicable legislation.

Article 29

Foreign entities

In cases of registration of legal persons or simple partnerships with a partner, shareholder, or member who is a foreign legal person, in addition to the documents required according to the type of entity, the application for initial registration must also be accompanied by the documents specified in letters “a”, “b”, “c”, and “d” of point 5 of Article 28 of this law, for the foreign legal person.

Article 30

Mandatory data for natural persons

For the initial registration of natural persons, the following data are mandatory:

a) identification data;

b) place of business activity;

c) field of activity, if specified; (c) specimen signature of the natural person.

Article 31

Mandatory data for simple partnerships

For the initial registration of simple partnerships, the following data are mandatory:

a) duration, if specified;

- b) field of activity, if specified;
- c) place of business activity;
- (c) identification data of the members;
- d) the value and type of members' contributions;
- (dh) identification data of the persons responsible for the administration and representation of the partnership in relations with third parties, their representative powers, and the terms of their appointment;
- e) the specimen signatures of the persons representing the partnership before third parties.

Article 32

Mandatory data for commercial companies

For the initial registration of commercial companies, the following data are mandatory:

- a) name;
- b) form;
- c) date of establishment;
- (c) identification data of the founders;
- d) registered office;
- (dh) subject matter, if specified;
- e) duration, if specified;
- (e) identification data of the persons responsible for the administration and representation of the partnership in relations with third parties, their representative powers, as well as the terms of their appointment.

third parties.

- f) the specimen signatures of the persons representing the partnership before third parties

Article 33

Additional data for general partnerships

For the initial registration of the general partnership, in addition to what is provided in Article 32 of this law, notification of the type and value of the contributions of all partners, as well as their participation in the capital, is also mandatory.

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Article 34

Additional data for limited partnerships

For the initial registration of the limited partnership, in addition to what is provided in Article 32 of this law, notification of the amount or value of the contributions of all partners, the share in this amount or in this value of each partner, “general” or “limited”, as well as the overall share of “general” partners and the share of each “limited” partner in the distribution of profits and the amount remaining after the liquidation of the partnership is mandatory.

Article 35

(as amended by the law no. 8/2015, date 19.02.2015)

For the initial registration of a limited liability company, in addition to what is provided in Article 32 of this law, notification of the overall value of the subscribed capital, the division of

the capital into a number of shares equal to the number of partners, the value and type of contribution of each partner, the portion that each partner's share holds in the capital, as well as information on whether the subscribed contributions to the capital have been paid or not, is also mandatory.

Article 36

Additional data for joint stock companies

For the initial registration of a joint stock company, in addition to what is provided in Article 32 of this law, the following data are also mandatory:

- a) the value of the subscribed share capital and the paid-up portion;
- b) the number and form of the subscribed shares;
- c) the nominal value of each share;
- c) the number of shares subscribed by each shareholder;
- d) the value and type of the contribution of each shareholder, as well as the portion paid by each; d) special conditions that restrict the transfer of shares (if any);
- e) if there are different categories of shares, the data in letters "c" and "d" of this Article shall be notified for each category of shares, as well as the rights attached to them;
- e) procedures for the conversion of the form of shares, if provided for in the statute;
- f) the total value or an estimate of the specific costs borne by the company for the incorporation procedures;
- g) the privileges granted to persons who have participated in the incorporation of the company or in specific transactions related to the commencement of economic activity (if any);
- g) the identification data of the members of the supervisory board and the statutory auditor, as well as the term of their appointment;
- h) the number of members of the management bodies;
- i) the procedures for the appointment of members of the management bodies, if they differ from the legal provisions.

Joint stock companies with a public offering, before initial registration, must also register the identification data of the founders, the draft statute, as well as make subsequent notifications, in accordance with the relevant legal provisions.

The data specified in letters "d", "dh", "e", "ë", "f", "g", and "i" of point 1 of this article may be notified by reference in the application to the relevant article of the statute or the act of incorporation or to the accompanying documents deposited.

Article 37

Data for branches and representative offices of foreign companies

For the initial registration of branches and representative offices of foreign companies, the following data are mandatory:

- a) the data specified in letters "a", "b", "c", "d", "dh", "e", and "ë" of Article 32 of this law for foreign companies, including the number and place of registration;
- b) the capital of the foreign company;
- c) the name of the branch or representative office, if it is different from that of the foreign company;
- c) the duration of the branch or representative office, if this is specified;
- d) the field of activity of the branch or representative office, if this is specified;

- dh) the seat of the branch or representative office;
 - e) the identification data of the persons responsible for the administration and representation of the branch or representative office in relations with third parties, their representative powers, and the terms of their appointment;
 - ë) the signature specimens of the persons representing the branch or the representative office
- representation in relations with third parties.

Article 38

The data for savings and credit associations and unions

For the registration of savings and credit associations and unions, in addition to what is provided for in Article 32 of this law, it is also mandatory, in the case of commercial companies, to notify the type and value of contributions of each member in the capital of the company, the fact whether the subscribed capital is paid in, as well as the paid-up portion, the identification data of the members of the supervisory body, the statutory auditor, and the term of their appointment.

Article 39

The data for mutual cooperation companies

For the registration of mutual cooperation companies, in addition to what is provided in Article 32 of this law, in the case of commercial companies, the type and value of each member's contributions to the company's capital, the fact whether the subscribed capital is paid in as well as the paid-up portion, the definition of the activity territory, and the identification data of the members of the supervisory body, the statutory auditor, as well as the term of their appointment, must also be notified.

Article 40

Other subjects

(amended by the law no. 8/2015, date 19.02.2015)

If a subject has the obligation to register, according to letter “e” of point 1 of Article 22 of this law, then the method of application for initial registration and the mandatory data to be registered by these subjects, pursuant to Section IV of this law, are determined by the special law.

Article 41

Payment of capital

Proof of the payment of the initial capital does not constitute a condition for the initial registration in the commercial register of limited liability companies, except in cases where special laws provide otherwise.

Article 42

Consequences of the initial registration

1. Subjects that are registered as legal persons acquire legal personality upon registration in the commercial register, except in cases where special laws provide otherwise.

2. Registration in the commercial register for natural persons, branches and representative offices of foreign companies, simple partnerships according to the Civil Code, and other entities that, according to the applicable legislation, do not acquire legal personality

through this registration, has only a declaratory effect.

SECTION IV OTHER REGISTRATIONS

Article 43

Other mandatory registrations

(as amended letter "a" e of point 3 and removed word in the letter "ç" with the law no. 8/2015, date 19.02.2015)

1. Every entity that carries out the initial registration also bears the obligation to register any change in the notified data and in the accompanying documents deposited in the register, pursuant to Section III.

2. In the case of an amendment to the founding act, the statute, or an amendment to the simple partnership agreement (when in written form), the full text reflecting the subsequent amendments shall also be deposited. For branches and representative offices of foreign companies, the statute and the founding act of the foreign company or the equivalent incorporation document, according to foreign legislation, with the full text reflecting the amendments made, shall be deposited.

3. In addition to what is provided in point 1 of this Article, the entity must register and deposit the relevant acts, as follows:

a) the annual financial statements, the activity progress report, and the audit report, maintained in accordance with legal requirements, in cases where the maintenance of these documents is mandatory;

b) the appointment and dismissal of the certified public accountant, in cases where the appointment is mandatory, the professional license number, as well as their identification data;

c) the appointment of liquidators, as well as their identification data;

c) acts of dissolution, closure or distribution, acts of transformation, merger, division, opening of administration, liquidation or reorganization proceedings, as well as other intermediary acts provided for by the legislation in force. For the branches and representative offices of foreign companies, the acts of transformation, merger, division, opening and closure of liquidation or bankruptcy proceedings of the foreign company shall also be registered;

d) other places of business activity, different from the registered office;

dh) documents that prove the placement of pledges or other guarantees for participations in the capital of the entity;

e) any other mandatory registration according to the legal provisions in force.

4. Regardless of the above, the joint stock company is not required to notify every transfer of shares. The company, together with the annual financial statements and the audit report, notifies the complete list of registered shareholders with their identification data for registered shares, as well as the total number of all its shares.

Article 44

Other voluntary registrations

(as amended letter "ç" with the law no. 8/2015, date 19.02.2015)

Entities may register any other data, different from the data specified in Article 43 of this law, which are related to their activity. These additional data include, but are not limited to:

a) the name or other distinctive signs of the activity (if different from the registered name of the entity);

b) any transfer of registered shares for joint stock companies which, in addition to the authorized persons, may also be registered upon the application of any interested shareholder;

c) website, e-mail, telephone and fax;

- c) decisions of the governing bodies of the entity, such as decisions to suspend activity or other decisions different from those required to be registered;
- d) other data related to the activity of the entity.

Article 45

Registrations by court decision

(as amended by the law no. 8/2015, date 19.02.2015)

1. The NBC registers in the register and publishes, ex officio or at the request of any interested person, court decisions regarding the registered data or the activity of the entity.

2. The request for registrations by interested persons must be accompanied by the relevant decision. The registration is carried out within one day from the date the relevant decision is notified to the NBC or from the date of submission of the request by the interested party.

Article 46

Registration of financial statements

(as amended by the law no. 8/2015, date 19.02.2015)

1. Entities that have the obligation to prepare documents, pursuant to letter “a”, point 3, of Article 43 of this law, and that have not previously deposited them, in accordance with the deadline provided for in point 5, of Article 22 of this law, are required in any case to deposit these documents no later than 7 months from the closing date of each financial year.

2. If an entity does not fulfill the obligation under this article, then the NBC, in addition to applying the sanction provided for in point 3, of Article 74 of this law, acts in accordance with the provisions of letter “e”, of Article 54 of this law.

Article 47

Removal of passive status

(repealed with the law no. 8/2015, date 19.02.2015)

SECTION V DEREGISTRA TION

Article 48

Deregistration of the entity

1. Entities are deregistered from the commercial register in the cases provided for by the applicable legislation, for the dissolution and invalidity of legal persons, the dissolution of a simple partnership, in cases of termination of activity by a natural person, as well as in any other case provided for by the applicable legislation.

2. Deregistration is carried out:

- a) voluntarily by the entity;
- b) on the basis of a final court decision;
- c) according to the provisions of special laws.

Article 49

Voluntary deregistration

(amended paragraph i first and amended word in paragraph e second with the law no. 8/2015, date 19.02.2015)

For natural persons and other entities, in cases where the law does not provide for

liquidation procedures in relation to them, voluntary deregistration is carried out through an application for deregistration.

Voluntary deregistration for legal persons, branches and representative offices of foreign companies, for general partnerships and for other entities, for which the law provides the liquidation procedure, is carried out through an application for deregistration and the submission of the relevant acts, certifying the completion and closure of the liquidation procedures, according to the applicable legislation. Deregistration is not carried out if the intermediate acts of the liquidation process, according to the applicable legislation, have not been notified and submitted to the commercial register. These acts are deposited in the form required by this law and/or by other legal provisions in force.

Article 50

Deregistration in case of death

In the event of the death of a natural person, deregistration may be carried out at the request of any interested party and upon submission of the relevant documents. Furthermore, any interested party may request the deregistration of the natural person from the commercial register by submitting the court decision by which a person has been declared dead.

Article 51

Deregistration by court decision

(amended by the law no. 8/2015, date 19.02.2015)

The entity may be deregistered on the basis of a final court decision which determines that the entity is dissolved, terminated, or can no longer carry out its activity.

The NBC primarily deregisters the entity on the basis of the relevant court decision, by which the deregistration of the entity is decided following the conduct of liquidation procedures through judicial proceedings, in cases where the law provides for liquidation procedures for these entities, or following the conduct of insolvency proceedings or other procedures that may be required according to the law.

Article 52

The data of deregistered entities

The data of deregistered entities are kept in the commercial register, with the note "deregistered", as well as the number and date of the court decision or the decision of another public authority, according to special laws, which decided the deregistration from the commercial register, or in the case of voluntary deregistration, the data of the act and the application through which the deregistration was carried out. These data are preserved by the NBC in electronic format and are always accessible to the public.

The name of the entity will be considered taken and cannot be registered by any other entity for a period of 6 months from the date of deregistration.

Article 53

The consequences of deregistration

The deregistration of legal persons from the commercial register results in the loss of legal personality of the entities, except in cases where otherwise provided by special laws.

The deregistration from the commercial register of natural persons, branches and representative offices of foreign companies, simple partnerships according to the Civil Code, as well as other entities which, according to the legislation in force, do not acquire legal

personality through registration, has only a declaratory effect.

The deregistered entities remain liable for outstanding obligations to third parties and to public authorities, in accordance with the legislation in force.

CHAPTER IV DECISION-MAKING AND PUBLICATION

SECTION I REVIEW AND DECISION-MAKING

Article 54

Review of the application

(as amended letter "ë" and added word in point 2 with the law no. 8/2015, date 19.02.2015)

1. The NBC assists the applicant in completing the application and verifies:
 - a) the identity of the signatory and whether they are authorised to make the registration;
 - b) the completion of all required compulsory data, as well as the accompanying documents;
 - c) the submission, in the required form, of the accompanying documentation, which verifies the data being registered;
 - c) whether the data stated in the registration form are not obviously inconsistent with the data contained in the documents accompanying the form;
 - d) whether the submitted documentation does not contain unverified corrections or deletions, according to the relevant provisions, as well as when its content is not clear, is illegible, or prevents the capture of the electronic image;
 - d) whether the chosen name can be registered;
 - e) the payment of the relevant registration fee;
 - e) whether the applicant has settled the imposed administrative sanctions and has completed the required registrations according to Article 46.
2. The NBC cannot examine the accuracy of the data or the authenticity of the documents attached to the application for registration or the compliance of their content with the requirements of the applicable law.
3. The NBC issues a written confirmation, according to an approved format, for every application submitted.
4. The confirmation is issued according to the approved format and must indicate the time of submission, the sequential number of the application submission, the subject matter of the application, the list of submitted documents, and the amount of the fee paid.
5. The NBC reviews registration applications in the order in which they are submitted.
6. The NBC is obliged to accept every application submitted according to this law and the accompanying documents, even if the application is incomplete or the supporting documents are inaccurate. In any case, the NBC responds in writing.

Article 55

Acceptance of registration

1. The NBC, after carrying out the relevant verifications in accordance with Article 54 of this law and ascertaining the fulfillment of the conditions for registration, carries out the registration in the register and issues the certificate of registration within one day from the date of submission of the application.
2. The NBC cannot refuse the registration if the application has been submitted in

accordance with the provisions of this law.

Article 56

Suspension of the application

(as amended paragraph i first with the law no. 8/2015, date 19.02.2015)

In cases where, after the verifications provided for in Article 54 of this law, it results that the conditions for registration have not been fulfilled, the relevant registration fees have not been paid, there are unpaid administrative sanctions or the required registrations have not been carried out pursuant to Article 46, the NBC suspends the application and notifies the applicant in writing of the exact reason for the suspension, granting a deadline of 21 calendar days to fulfill or remedy the elements that hinder the registration. Notification of the reason for suspension is made through a standard NBC form.

If the applicant fulfills or rectifies the elements that hinder the registration within the deadline set out in point 1 of this Article, the NBC is obliged to carry out the registration within a period of 1 day from the date of completion or rectification of the documentation. In this case, the registration bears the date of submission of the initial application.

Article 57

Refusal of registration

Registration is refused only in cases where:

- a) the application does not comply with the conditions set out in this law and the applicant does not fulfill or rectify the elements that hinder the registration within the deadline;
- b) the data requested to be registered are different from the registerable data according to the provisions of this law.

2. The refusal is communicated to the applicant in writing, according to the standard form, in which the reason for this refusal is also provided.

Resubmission of the application after refusal is treated as a new application.

Article 58

Tacit approval

1. In the event that the NBC, within the one-day deadline, according to the above articles, does not perform the registration, does not notify the suspension of the application, or does not notify the refusal, then the registration application is considered immediately accepted.

2. The NBC is obliged to publish the registered data.

SECTION II

SIMULTANEOUS REGISTRATION, UNIQUE IDENTIFICATION NUMBER, PUBLICATION AND ISSUANCE OF CERTIFICATES

Article 59

Simultaneous registration

(amended the wording in point 1 and added points 3 and 4) with Law No. 8/2015, dated 19.02.2015)

1. The registration of entities in the commercial register also constitutes their simultaneous registration with the tax administration, both central and local, in the social and health insurance scheme, and with the labor inspectorate.

2. The entities, for the purposes of registration and obtaining the initial registration certificate, also declare the mandatory data, according to tax legislation, social and health

insurance legislation and that of statistics, according to the respective forms. social and health insurance legislation and that of statistics, according to the respective forms.

3. Except in cases where the law expressly conditions the commencement of the respective activity upon obtaining a permit, license, or authorization, the entity provided by the NBC with the initial registration certificate has the right to immediately commence its activity.

4. Except in cases where the law expressly conditions the commencement of the respective activity upon obtaining a permit, license, or authorization, no public authority may prevent the entity from commencing its activity immediately after it has been provided by the NBC with the initial registration certificate, nor may it penalize the entity, in any form, because of requirements to perform in advance any declarations, registrations, certifications, or any other action that may be required according to administrative practice or the legal framework. The public authority that prevents the commencement of the entity's activity, according to this article, shall be liable under the law for non-contractual damage caused by the public administration.

Article 60

The unique identification number of the entity

With registration in the register, entities are assigned an identification number, which is electronically generated by the NBC and is unique for each registered entity.

The unique identification number of the entity is valid for the identification of entities, for the purposes of registration in the register, for the purposes of registration as a taxable person with the central and local tax authorities, for the social and health insurance scheme, for labor relations inspection authorities, as well as for any other statistical or identifying purpose.

The unique identification number of the entity is assigned only once, at the moment of initial registration, and is unchangeable, and it is not assigned to other entities even after deregistration.

Registered entities are required to indicate the unique identification number of the entity in all their correspondence.

Article 61

Electronic publication

Every piece of data registered in the register by the NBC is published in the Official Registration Notices Bulletin, which is maintained by the NBC in electronic format and published on its official website.

The NBC carries out publication in the bulletin within one day from the date of registration. For each publication, the date on which the published data was registered is clearly indicated.

The NBC publishes in the bulletin, on each working day, all registrations carried out during the previous day.

Publication in the Official Registration Notices Bulletin constitutes the official publication of registrations carried out within the meaning of Article 21 of this law.

By decision of the minister, other supplementary publications for the notification of registrations may be provided. In any case, these publications do not affect the effects of publication pursuant to points 1 to 3 of this Article.

Article 62

Initial registration certificates

The NBC, within the time limit specified in this law for initial registration, issues the

registered entity the registration certificate, which contains the name, form, unique identification number, date of initial registration, and the headquarters or address of the main place of business activity.

In the event that the registered entity carries out its activity in more than one location, the NBC issues a registration certificate for each place of business activity. These certificates, in addition to the respective address, also contain the name, form, date of initial registration, and the unique identification number of the entity.

In cases where the entity changes its name, form, headquarters, or places of business activity, the NBC replaces the previously issued certificates with a new certificate for each place of business activity. These certificates, in addition to the respective address, also contain the name, form, date of initial registration, and the unique identification number of the entity.

The registration certificate is issued as one original copy for each place of business activity. In the event of loss or damage to the registration certificate, it is replaced with a duplicate issued by the NBC.

The entity is required to display the relevant certificate at each place of business activity.

Article 63

Certificates for registrations

After the registration, according to the provisions of this law, the NBC issues the entity a registration certificate, which clearly specifies the action performed and the date of this registration.

Article 64

Format and content

The Minister, upon the proposal of the head of the NBC, approves the format and content of the certificates, attestations, and the Official Registration Bulletin of Notifications, according to this law.

Article 65

Correction of errors

1. Inaccuracies, typographical errors, or other obvious errors of this kind, made during registrations, which are clearly evident from the deposited documentation and do not affect the validity of the registration, may be corrected by the NBC ex officio or upon the request of interested parties.

2. The modification of inaccurate data, other than those specified in point 1 of this article, is carried out through a new application or on the basis of a court decision.

3. The correction of inaccuracies or errors is published, according to the provisions of Article 61 of this law.

the law.

4. The application for correction of errors is carried out free of charge.

CHAPTER V PUBLIC ACCESS AND EXTRACTS

Article 66

Searches in the database

(as amended by the law no. 8/2015, date 19.02.2015)

Any interested person may, pursuant to this law, carry out free of charge, at any service counter, searches in the electronic database for any registered data, except for the residential address of individuals.

Article 67

Registry extracts

(as amended point 1 with the law no. 8/2015, date 19.02.2015)

1. The NBC confirms the data registered by entities, pursuant to this law, through the issuance of extracts in written or electronic form, according to this law. Any person, upon payment of the respective fee, has the right to obtain without hindrance, in written or electronic form, as desired, extracts for the registered data of any entity, as well as copies of the accompanying documents deposited in the register.

2. Extracts may be issued for certain data of the entities and/or for the history of actions performed by an entity.

3. The data concerning the residential address of individuals, pursuant to point 1 of Article 66 of this law, are accessible by any interested person, only upon a request indicating the identity of the requester.

4. The minister, upon the proposal of the head of the NBC, approves the format of the extracts and the request for their issuance.

Article 68

Certification of extracts and accompanying documents

(amended by the law no. 8/2015, date 19.02.2015)

1. Extracts and copies of accompanying documents in written format are, as a rule, issued by the NBC as a certified copy of the registered data or of the relevant accompanying documents, except in cases where the interested person waives receipt of this certification.

2. Extracts and copies of accompanying documents in electronic format are, as a rule, issued by the NBC as uncertified copies of the registered data or of the relevant accompanying documents, except in cases where the interested person expressly requests to receive this certification.

Article 69

Electronic communication with other public authorities

The NBC, in order to ensure the facilitation of registration procedures and the provision of other additional services, in favor of interested entities, in accordance with the legislation in force, cooperates with other public authorities and enables the interconnection and electronic exchange of data, registered in its electronic database, with registers or electronic databases of other public authorities, both within and outside the territory of the Republic of Albania.

CHAPTER VI

ELECTRONIC COUNTER

(as amended chapter with the law no. 8/2015, date 19.02.2015)

Article 70

Actions at the electronic counter

1. Every individual, after being electronically identified, has the right, in the capacity of

applicant

or of the authorized person, to apply or perform at the electronic counter any registration or other action, according to this law, including administrative appeal procedures, and to obtain from the NBC through this counter all the relevant acts provided for by this law.

2. Every individual, without being required to be electronically identified, has the right to conduct electronic searches in the register at the electronic counter, to obtain extracts, as well as copies of accompanying documents in electronic format or to perform other actions for which identification of the person, payment of a fee through electronic means, is not required according to this law.

Article 70/1

Electronic identification

Actions at the electronic counter of the NBC, for which this law requires electronic identification, are carried out through electronic means that guarantee the authenticity of the origin and the integrity of the content of documents in electronic format, at least through the advanced electronic signature, according to the provisions of the legislation in force on electronic signatures.

Article 70/2

Procedural and technical conditions

The Minister determines the conditions, deadlines, and procedures for the provision of services by the NBC, according to this law, through the electronic counter, the conditions and methods for equipping individuals with the respective rights of electronic access, the procedures for their modification, the conditions for security and preservation of electronic communications, the methods for authentication of electronic documents issued by the NBC, the requirements and applicable technologies for their implementation, according to this chapter, as well as the procedures and public notifications carried out by the NBC in cases of planned maintenance or technical incidents of the electronic counter, as well as for notification of cases of unauthorized interventions.

CHAPTER VII

APPEALS AND ADMINISTRATIVE OFFENCES

Article 71

Administrative appeal

1. Any interested party has the right to appeal administratively against the actions or omissions of the NBC regarding registrations and publications, according to the provisions of this law. The appeal must be made within 30 days from the date the appellant received notification of the acceptance or rejection of the registration, according to this law, or from the date when the registration was published in the Official Registration Notification Bulletin.

2. In cases where this law provides for tacit approval and the NBC does not issue the certificates or does not carry out the relevant publications within the prescribed deadline, the subject has the right to appeal, at any time, administratively, requesting the issuance of the initial registration certificate or the certificate verifying other registrations made, as well as the publication of this data according to the provisions of this law.

3. Any interested person has the right to appeal administratively when the NBC does not issue extracts or certified copies of acts, according to the provisions of this law. The 30-day deadline for filing the appeal begins after 5 days from the date of submission of the request for

the issuance of the extract or the copy of the requested act.

Article 72

The competent authority for the appeal

(as amended point 3 with the law no. 8/2015, date 19.02.2015)

1. The administrative appeal, according to Article 71 of this law, is addressed to the head of the NBC and is submitted, according to the forms and procedures established by the Code of Administrative Procedures, at the central headquarters of the NBC or at any of its service counters.

2. The head of the NBC reviews the appeal, makes a decision, and notifies the interested party within 5 days from the date of submission of the appeal.

3. An appeal may be filed directly with the court against the act or omission of the head of the NBC, according to the legislation governing the resolution of administrative disputes.

Article 73

Non-contractual liability

The NBC, in accordance with the law on the non-contractual liability of public administration, is liable for damages caused by inaction or by actions in violation of the law.

Article 74

Misdemeanours administrative

(amended point 4 and repealed point 5 by Law No. 8/2015, dated 19.02.2015, points 3/1 and 3/2 added by Law No. 30/2019, dated 17.6.2019; amended points 2 and 3 by Law No. 7/2022, dated 27.1.2022)

1. The subject is liable, according to the laws in force, for the veracity of the facts, the data reported, and the accompanying documents submitted to the register.

2. The declaration of false data in the register, when it does not constitute a criminal offence, constitutes an administrative misdemeanour and is punishable by a fine of 60,000 (sixty thousand) ALL.

3. Failure to fulfill the obligation for initial registration and other mandatory registrations within the deadlines provided by this law constitutes an administrative misdemeanour and is punishable by a fine of 60,000 (sixty thousand) ALL.

3/1. Failure to comply with the obligation set out in point 4/1 of Article 22 of this law constitutes an administrative misdemeanour and is punishable by a fine of 50,000 ALL.

3/2. Failure to comply with the obligation set out in point 4 of Article 43 of this law constitutes an administrative misdemeanour and is punishable by a fine of 100,000 ALL.

4. The fine is imposed by the head of the NBC, whose decision may be appealed directly to the administrative court.

5. Repealed.

CHAPTER VIII

TRANSITIONAL AND FINAL PROVISIONS

Article 75

Registration procedures for existing entities

(repealed the sentence e second e of point 7, as point 11 with the law no. 8/2015, date 19.02.2015)

1. The register of commercial companies at the Tirana District Court, the register of

natural person traders at the respective district courts, the register of savings and credit companies and unions, the register of mutual cooperation companies, together with the accompanying documentation, are transferred to the administration of the NBC in physical and electronically within 3 months from the entry into force of this law.

2. The tax authorities, within 3 months from the entry into force of this law, shall provide the NBC with all the data they have on entities registered in the registers provided for in point 1 of this article, insofar as such data is necessary to record the entity's unique identification number.

3. All register data and accompanying documents transferred to the NBC are registered and published, mainly, by the NBC free of charge, according to the provisions of this law.

4. All entities and their respective registrations in these registers are automatically considered re-registered in the commercial register, as of the date of their initial registration.

5. If, during the re-registration process, entities with identical or similar names are identified, the NBC shall publish, in a separate section of its official website, a complete list of these entities, specifying the registration dates of each in the court.

6. Entities that have previously been registered in the registers provided for in point 1 of this article and have not registered with the tax authorities shall be published in a separate section of the NBC's website. If these entities do not notify the commencement of commercial activity within a period of 6 months from the date of this publication, the NBC shall, as a rule, deregister them from the register.

7. Entities that, although they have registered with the tax authorities, have inaccurate or incomplete registrations, shall be published in a separate section of the NBC's website, specifying the inaccurate or incomplete data, as well as the action to be taken or the accompanying document that must be deposited.

8. The relevant courts shall continue to accept requests for the performance of registration actions up to the date when registrations start to be carried out by the NBC, according to the deadlines provided for in point 2 of Article 77 of this law. Registration applications that are in process and unfinished on this date shall be carried out by the relevant courts, in accordance with the procedure applied prior to the entry into force of this law, except in cases where the applicant withdraws the application and decides to submit it to the NBC. All registrations performed and accompanying documentation deposited during this period shall be immediately transferred to the NBC by the relevant court.

9. Appeals against registrations carried out by the courts up to the deadline provided for in point 8 of this Article shall be reviewed according to the procedure provided for by the previous law.

10. The Minister of Justice and the minister responsible for trade are tasked with determining, by joint order, the procedure for the transfer to the NBC of the registers specified in point 1 of this Article.

11. Repealed.

12. The entities that are re-registered, according to this Article, shall be provided by the NBC with registration certificates, in accordance with the provisions of Article 62 of this law, at the moment they apply to carry out an action in the register. Until this moment, the registration certificates held at the tax authorities shall remain valid.

Article 76

Bylaws implementing the law

1. The Council of Ministers is tasked with approving the detailed procedures for the review, approval, suspension, rejection of the application and publication for initial registration, for other registrations and deregistration of entities, as well as the detailed procedure for the correction of errors in registration, in accordance with the applicable legislation.

2. The Council of Ministers is tasked with approving the detailed procedures for the declaration, processing, and exchange of mandatory data, in accordance with the tax, social and health insurance, labor, and statistics legislation, pursuant to Article 59 of this law, as well as for approve the procedure for issuing the unique identification number of the entity.

3. The Minister, upon the proposal of the head of the NBC, determines the form and content of the documents issued by the NBC and the formats of the responses for each transaction performed.

4. The Minister is tasked with approving the detailed procedures for the protection and security of the electronic database of the register.

5. The Council of Ministers and the ministers responsible pursuant to this law shall fulfill this obligation to issue the bylaws within a period of 2 months from the entry into force of this law.

Article 77

Commencement of effects

(repealed with the law no. 8/2015, date 19.02.2015)

Article 78

Amendments and repeals

1. In every law or bylaw in force, where the term court is mentioned, for the purposes of the registration of entities under this law, it shall be replaced with the NBC.

2. Law no. 7667, dated 28.1.1993 “Për regjistrin tregtar dhe formalitetet, që duhen respektuar nga shoqëritë tregtare”, as well as any other provision that is in conflict with this law, is repealed.

Final and transitional provisions

(established by Law no. 8/2015, dated 19.02.2015)

Any legal or bylaw provision that conflicts with the provisions of Article 59 of Law no. 9723, dated 3.5.2007, “Për Qendrën Kombëtare të Regjistrimit”, as amended by Article 30 of this law, is repealed.

Ongoing procedures

(established by Law no. 131/2015, dated 26.11.2015)

Procedures, according to Law no. 9723, dated 3.5.2007, and Law no. 10 081, dated 23.2.2009, which, on the date of the dissolution of the National Registration Center and the National Licensing Center, pursuant to this law, have not yet been completed, shall continue to be carried out by the NRC, without any additional obligations imposed on the respective subjects who have applied for these procedures.

Article 79

Entry into force

This law enters into force 15 days after its publication in the Official Gazette.

Promulgated by Decree no. 5319, dated 21.5.2007 of the President of the Republic of Albania, Alfred Moisiu