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**-unofficial translation -**

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Pursuant to Article IV. B. 7.a) (IV) of the Bosnia and Herzegovina Constitution, I hereby promulgate

**DECREE**  
**ENACTING THE LAW ON REGISTRATION OF BUSINESS ENTITIES IN THE**  
**FEDERATION OF BOSNIA AND HERZEGOVINA**

The Law on Registration of Business Entities in the Federation of Bosnia and Herzegovina passed by the Parliamentary Assembly of the Federation of Bosnia and Herzegovina at the session of the House of Representatives of 28 March 2005 and the session of House of Peoples of 30 March 2005 is hereby enacted.

Number 01 - 138/05  
18 April 2005  
Sarajevo

President  
of the Federation of BiH  
**Niko Lozancic**

**LAW**  
**ON REGISTRATION OF BUSINESS ENTITIES IN FEDERATION**  
**OF BOSNIA AND HERZEGOVINA**

**I – GENERAL PROVISIONS**

**Article 1**  
**Scope**

This law, pursuant to the Framework Law on Registration of Business Entities in Bosnia and Herzegovina (Official Gazette of BiH, number 42/04 -hereinafter: the Framework Law) regulates the rules of a civil proceeding - based on which the competent court acts and decides in the matter of the registration of business entities into the Court register in the Federation of Bosnia and Herzegovina (hereinafter: Federation).

**Article 2**  
Urgency of the procedure

The procedure of incorporation in the Register of Business Entities in the Federation shall be urgent, uniform and applicable to all business entities established in the territory of Bosnia and Herzegovina for both domestic and foreign legal and physical persons.

**Meaning of particular terms used in this Law**

**Article 3**

Terms used in this law have following meaning:

- 1) **Register** – data base that contains data and documents of subjects of entry that are obliged to register in compliance with the provisions of this law, and comprises the Main Book of Registry and the Compendium of Documents;
- 2) **Registration Court** – any court competent for registration matters and designated as such by separate law of the Federation;
- 3) **Competent Registration Court** – a court competent for the registration of the subject of entry based on the seat of the subject of entry;

- Main Book of the Register** – the public part of the Register that contains data on
- 4) the subjects of entry defined by this law that are being kept in both electronic and printed form. The Main Book of the Register in its printed form is administered by the competent registration court according to a business entity's seat;
  - 5) **Compendium of Documents of Register** - the part of the Register that contains documents based on which data on the subjects of registration were entered in the Main Book of Register along with other evidence submitted and created during the procedure of entry into the register and the decisions made during the registration procedure;

- 6) **Subject of Entry** – a business entity, that is a legal person whose registration is obligatory according to this law. It is a business company or the enterprise established with the purpose of performing economic activity, public enterprise, a cooperative or cooperative association and other legal persons being established in accordance with laws of the Federation with purpose of creating profit. Subjects of entry, in terms of this Law, are also the subjects which establishment is determined by a specific law of the Federation;
- 7) **Registration Number of the Subject of Entry** (hereinafter: RNS) –the registration identification number that is being allocated to the subject of entry during the procedure of entry into the Register by Competent Registration Court. The RNS is unique, unchangeable and unrepeatable;
- 8) **Entry into the Register** – is any entry of one or more items of data significant for legal recording into the Main Book of Register;
- 9) **Removal from the Register** – is any entry that is termination of the subject of the entry, or cessation of the validity of a particular item of data entered into the Main Book of Register related to an individual subject of the entry;
- 10) **Participant in the registration procedure** – is the person who initiated the registration procedure, the person whose rights and legal interests are decided on during the procedure, and the competent authority. The proposing party in terms of this law is a subject of entry, or other person authorized by the foundation document through a general or special power of attorney to initiate the incorporation into the Court Register. The opponent of the proposing party is the subject of entry whose request stated in an application is decided upon;
- 11) **The Applicant** – is the participant in the registration procedure who initiated a registration procedure or any other persons authorized by a general or special power of attorney or on other legal grounds to file an application for registration into the Court Register;
- 12) **Excerpt from the Register** – is a certified document issued at a request of an interested party in a regulated manner, and contains the required data that exist in the Register for any of the subjects of entry, valid in a specific moment, that is a specific time period.

#### **Article 4**

##### **Principles of registration**

(1) Registration of business entities is based on the following principles:

- 1) **obligatority** – all business entities defined as such by this and special laws of the Federation are obliged, prior to commencement of intended economic activity, to register at the Competent Registration Court;
- 2) **legality** – the registration procedure is determined by the Framework Law and this Law ;

- 3) **officiality** – a competent Registration Court shall not refuse completed and timely submitted application, and is obliged to proceed in line of its official duty;
- 4) **formality** – registration forms have obligatory written form and their content is determined by law;
- 5) **priority** – a Competent Registration Court is obliged to process the applications in the order of their timely submission;
- 6) **constitutionality** – at the moment of the entry into the Register, facts related to a subject of entry become legal facts, that is, at the moment of the entry into the register certain rights are being constituted as well as the effect of the registration on third parties;
- 7) **uniformity** – the procedure of the registration of business entities shall be determined in a uniform way;
- 8) **public** – anyone can, without proving legal interest, get insight into the content of the Main Book of the Registry and public data from the Compendium of Documents of the Register, and require to be provided with an excerpt or a copy of public data from Compendium of Documents of the Register, and only the law shall regulate when it is necessary to prove legal interest to get insight or to get an excerpt from the Compendium of Documents of the Register.

(2) Every registration court shall ensure the exercise of rights of access to data in the Main Book of Registry that is kept in electronic form, regardless of whether registration of the subject of entry was completed by that particular court.

## **Article 5**

### **Subjects of registration**

(1) Entities, subjects to registration, are all subjects defined as business entities by this law and other laws of the Federation.

1. Entities set forth in the paragraph 1 of this Article are: all types of business associations and their affiliates, public enterprises, institution with public authority, public corporations, business associations, cooperatives, cooperative unions and other subjects determined by special law.

## **Article 6**

### **Subsequent application of the law**

(1) The provisions of this law shall be subsequently applied to the entities that are not founded as business entities, namely, not founded for profit making through their business activities, i.e. legal persons or institutions whose registration in the Court Register is regulated by separate law.

(2) Provisions of this law shall apply to the registration into the Court Registry of the business entities whose registration is stipulated by the Canton law.

## Article 7

### Object of registration

(1) Data entered in the Register are the establishment, merging and termination of a subject of entry, the establishment and termination of a part of a subject of entry, all status changes including changes of the form of organization of a subject of entry, data about a subject of entry that are relevant for legal traffic and their changes, data about bankruptcy and liquidation procedures, data on initiated procedure for the removal of a subject of entry as well as other data determined by this law and other laws of the Federation.

(2) Apart from the data under the paragraph 1 of this Article, the ban on performing activities based on a final and binding decision issued by a competent authority, provisional measures or encumbrances on decisions issued pursuant to other regulations are the subject of entry into the Register.

## II – REGISTRATION PROCEDURE

### Article 8

#### Jurisdiction for administrating Register

1. The Register shall be administered by the courts defined by law that also details the structure and jurisdiction of the courts in the Federation (hereinafter: Registration Court).
2. A Subject of entry can be entered in the Register only by the competent registration court in the Federation.
3. Only the competent registration court shall have access to the Main Book of the Register and shall be entitled to make entries and changes to the data from the Main Book for subjects of entry to be registered into the Register.
4. An Application for registration of the subject of entry can be submitted to any registration court, irrelevant of the location of the seat of subject of entry. If the application for registration is submitted to a non – competent registration court, that court shall without delay, *ex officio* , forward the application along with documents in printed form submitted as enclosures to the application for registration.
5. A Competent registration court shall proceed upon the received application in the way set forth in paragraph 4 of this Article.
6. A Competent registration court shall maintain and administer the Main Book of Register and Compendium of Documents in printed form in a timely and updated manner, as well as to provide appropriate conditions for keeping of the said books.
7. In case that there are within the subject of entry such subjects (subsidiary or a part of subject of entry) with the seats under jurisdiction of a different registration court, all subjects shall be administered only in the Register of a competent registration court where the registration was done.

8. A Competent registration court shall notify on registration of a subsidiary and a part of subject of entry, set forth under the paragraph 7 of this Article, the registration court in the area of their seats, as well as the authorities under Article 76 of this Law.

#### **Article 9**

##### **Jurisdiction in case of change of seat**

1. In the case of a change of the legal entity's seat that leads to a change in a court jurisdiction, the electronic data and documents referring to the economic entity that changed its seat shall be submitted *ex officio* and without delay to the registration court competent pursuant to change of the seat;
2. If a subject of entry relocates its seat in the territory under jurisdiction of other court, the register court in the territory of new seat shall be competent court to decide on registration;
3. In case of a subject of entry's change of status that leads to the change of seat upon registration of a changed status, the entry of the new subject in the register shall be made by the competent court pursuant to the new seat.

#### **Article 10**

##### **Contents of Register**

1. A Register consists of the Main Book of the Register and Compendium of Documents. A Competent registration court shall administer the Main Book of the Register and Compendium of Documents for every individual subject of entry.
2. The Main Book of the Register is a book of data that is being kept in both printed and electronic form. The Main Book of the Register in a printed form shall be administered in the competent registration court. The Main Book in an electronic form shall be available to all registration courts in Bosnia and Herzegovina.
3. A Competent registration court shall ensure that the final entry in the Main Book of the Register is available to all registration courts as well as to all electronic databases in Bosnia and Herzegovina immediately after the subject of entry is entered into the Register.
4. At the moment of submission of the registration application, available data are limited to the moment of submission of the application, as well as the subject of entry that applies for the registration. After completing the registration procedure, that is after the issuance of a decision on business registration, all data contained in the Main Book of the Register are available in printed and electronic form in accordance with items (2) and (3) of this Article.
5. A Compendium of Documents of the Register shall be maintained in printed form, and could be kept in electronic form.
6. A Competent registration court shall be responsible for the validity of data that they entered into the Register.

**Article 11**  
**Costs of registration**

Each participant in the procedure of registration shall cover own costs.

**III – OBLIGATORY DATA REQUIRED IN THE REGISTER**

**Article 12**  
**General and specific data on economic subjects**

A Competent registration court is authorized and should request only the data prescribed by this Law and the Framework Law.

**Article 13**  
**General data**

General data on the subjects of entry that are entered in the Main Book of Register by the competent registration court are as follows:

- 1) firm and seat, that is family and given names of all founders / owners of subject of entry;
- 2) object of entry;
- 3) date of application reception;
- 4) firm and seat, that is the address of the subject of entry;
- 5) abbreviated name and symbol of firm subject of entry;
- 6) RNS;
- 7) form of the subject of entry
- 8) title, number and date of foundation act of the subject of entry;
- 9) full name and position of the authorised representative of subject of entry;
- 10) limitations of empowerment of an authorised representative of subject of entry;
- 11) amount of the agreed (documented) basic capital;
- 12) amount of the capital paid in money;
- 13) value of the capital in assets and rights;
- 14) percentage of participation of individual founders in the capital of the business entity (in money, rights and assets);
- 15) economic activity of the subject of entry with codes of activities according to the valid classification of economic activities.

**Article 14**  
**Special data**

Special data, that is the data mandatory for entry into the register in registration of the parts of subject of entry, entry of affiliated subjects of entry and entry of status changes, namely changes of general and specific data relevant for legal trade refer to the registration of:

- 1) subsidiary or a part of subject of entry;
- 2) subsidiary associations
- 3) merging of two or more subjects of entry
- 4) amalgamation of one or more subjects of entry to the other subject of entry



- 5) division of subject of entry into two or more subjects of entry
- 6) changes of subject of entry form, and
- 7) termination of subject of entry.

**Article 15**  
**Registration of a subsidiary or a part of subject of entry**

(1) Data that shall be mandatory entered into the Register in case of registration of a subsidiary or a part of subject of entry are:

- 1) Firm and seat of a subsidiary or a part of subject of entry;
- 2) Activity of a subsidiary or a part of subject of entry;
- 3) Name, number and date of foundation act of a branch or a part of a subject of entry;
- 4) Family and given name and position of the authorised representative of a branch or a part of a subject of entry.

(2) Branch or a part of a subject of entry is registered in the Main Book of the Register of the founder of a part or subject of entry.

**Article 16**  
**Subsidiary companies**

During the registration of the subsidiary company in the Register, namely, the Main Book of the Register, excerpts and decisions on the business registration of the main company, a competent registration court shall enter a link, by entering RNS of the subsidiary company in the data of the majority company, or by entering RNS of the majority company besides the data of the subsidiary company.

**Article 17**  
**Registration of merging of two or more subjects of entry**

(1) Data that shall be mandatory entered into the main Book of the Register in case of registration of merging of two or more subjects of entry are:

- 1) Firm and seat of the subjects of entry that merge;
- 2) Number and date of the Decision on the registration based on which the merging subjects of entry were registered;
- 3) Name, number and date of the document on merging of the subjects of entry;
- 4) Firm and seat of the new subject of entry created through merging and its new data.

(2) In the Decision on registration of the subjects of entry that cease to exist through merging into a new subject of entry, along with the fact on cessation, the facts on merging and RNS of the new subject are registered.

#### Article 18

### **Registration of amalgamation of one or more subjects of entry with another subject of entry**

(1) Data that shall be mandatory entered into the main Book of the Register in case of amalgamation of one or more subjects of entry to another subject of entry are:

- 1) Firm and seat of the subjects of entry that merge;
- 2) Number and date of Decision on registration based on which the amalgamating subject of entry is registered;
- 3) Name, number and date of the document on amalgamation of the subject of entry;
- 4) Firm and seat of the subject of entry which the subject of entry is amalgamated to and its new data.

(2) In the Decision on registration of the existing subject of entry, the fact on amalgamation and new general data are registered.

#### Article 19

### **Registration of division of subject of entry into two or more subjects of entry**

(1) Data that shall be mandatory entered into the Main Book of the Register in case of division of the subject of entry into two or more subjects of entry are:

- 1) Firm and seat of the subjects of entry that is divided in two or merge;
- 2) Number and date of Decision on registration based on which the amalgamating subject of entry is registered;
- 3) Name, number and date of the document on amalgamation of the subject of entry;
- 4) Firm and seat of the subject of entry which the subject of entry is amalgamated to and its new data.

(2) In the Decision on registration of the existing subject of entry, the fact on amalgamation and new general data shall be registered.

## **Article 20**

### **Registration of change of form of subject of entry**

(1) Data that shall be mandatory entered into the Main Book of the Register in case of registration of change of form of subject of entry are :

- 1) Name, number and date of the document on change of form of the subject of entry;
- 2) New general data in case they are changed.

## **Article 21**

### **Registration of termination -removal of subject of entry**

(1) Data that shall be mandatory entered into the Main Book of the Register in case of registration of a subject of entry termination are:

- 1) Termination date of a subject of entry;
- 2) Reason for termination of a subject of entry;
- (2) Institution of bankruptcy proceedings or liquidation that is entered based on decision of the competent court;
- 3) Upon completion of the bankruptcy or liquidation proceedings, final and binding decision on completion of that proceedings is submitted to competent registration court,;
- (4) Based on final and binding decision from the paragraph (3) of this Article, the competent registration court shall remove a subject of entry from the Court Register.

## **IV – DOCUMENTS REQUIRED FOR ENTRY INTO THE REGISTER**

### **Article 22**

#### **Registration documents**

- (1) For establishment and validation of general and specific data that shall be mandatorily entered into the Register in the procedure of a business entity foundation or changes relevant for legal trade, the Registration Court shall request, depending on object of entry, the submission of the following documents:
  - 1) identity card, passport or an excerpt from the relevant register proving identity of a founder of foreign or domestic physical and legal persons;
  - 2) identity card, passport or relevant report with a competent authority of internal affairs proving identity of the report for domestic and foreign physical person;
  - 3) identity card, passport or relevant written authorization proving the capacity of the person authorized for representation or presentation of a subject of entry and verified signature of that person;

- 4) deed of foundation or deed on modification of general data relevant for legal trade already founded or registered subject of entry that establishes foundation or changes of significant data with verified signatures of the authorized persons;
  - 5) statute of business entity;
  - 6) decision on nomination of the person authorized for representation in internal and foreign trade
  - 7) bank certificate on executed payment to the suspension account of cash deposit establishing the amount of paid capital in cash;
  - 8) evidence on guarantees for the outstanding cash amount of the initial capital with one member
  - 9) excerpt from relevant public register that establishes ownership over the share in objects and rights, that is application for the relevant public register and finding of a certified court expert establishing the value of share in objects and rights;
  - 10) relevant certificate of the Commission for Securities of the Federation of Bosnia and Herzegovina (hereinafter: Commission for securities) and the Register of securities of the Federation of Bosnia and Herzegovina (hereinafter: Register for securities) if required by a separate law;
  - 11) evidence on guarantees for the non -entered part of non -cash share with one - member company;
  - 12) approval from a competent authority as a precondition for registration set forth under Article 46 of this Law
- (2) The provisions of Article 1 items 1), 2) and 3) of this Article shall apply in the foundation of all forms of economic entities as well as in the registration of changes of data proving by these documents, unless this Law exclusively excludes their application.
  - (3) Verified signatures of the persons authorized for representation of a business entity that is subject of entry into the Register are submitted on a printed application form prescribed for a court unless the deed on foundation contains the signature of that person;

#### V- DOCUMENTS REQUIRED FOR REGISTRATION OF PARTICULAR FORMS OF BUSINESS ENTITIES

##### **Article 23 Documents required for entry of stock company**

- (1) The following documents, *inter alia*, shall be attached to an application for entry of a stock company:
  - 1) documents defined under Article 22 paragraph (1) items 1), 2) and 3) of this Law;

- 2) deed on foundation;
  - 3) statute;
  - 4) approval of a competent authority (Commission for Securities, Register for Securities) if required by a separate regulation;
  - 5) documents defined under Article 22 paragraph (1) item 9) Of this Law;
  - 6) bank certificate on payment of initial capital in cash or evidence on cash value of objects and rights entered into a company;
  - 7) decision on nomination of a person authorized to represent, unless such a person is not nominated by the deed on foundation;
  - 8) verified signature of persons authorized for representation;
- (2) In case of a successive foundation of a stock company, a subject of entry shall submit evidence on publishing a tender for subscription and payment of shares or a prospectus with its approval from the competent authority;
  - (3) Along with an application for entry in the Register of a one -member stock company, evidence on guarantees for the outstanding amount of non -cash initial capital or value of non -entered non -cash share shall be submitted.
  - (4) Founders of a stock company shall be entered in the Register.

**Article 24**  
**Documents required for entry of a bank**  
**or other financial organization**

- (1) The following documents, *inter alia*, shall be attached to an application for entry of a bank:
- 1) documents defined under Article 22 paragraph (1) items 1), 2) and 3) of this Law;
  - 2) deed on bank foundation;
  - 3) bank charter;
  - 4) decision issued by the Agency for Banking of the Federation of Bosnia and Herzegovina (hereinafter: Agency for Banking ) on work permit, as well as an approval of the deed on foundation and charter and the documents stipulated by the other laws in the Federation;
  - 5) evidence on paid cash funds on the suspension bank account;

- 6) document on appointment of a bank manager or acting manager;
  - 7) verified signature of persons authorized for representation;
  - 8) evidence proving that the bank founders put n on-cash assets at the bank disposal;
- (2) In case of a subsidiary or part of bank entry into the Register, the provisions of Article 15 of this Law shall be subsequently applied.
- (3) In case of savings banks, savings credit organizations and savings credit unions, the provisions of paragraph (1) of this Article shall be subsequently applied.

#### Article 25

#### **Documents required for entry of stock insurance company foundation**

- (1) The following documents shall be attached to an application for entry of a limited liability insurance company:
- 1) documents defined under Article 22 paragraph (1) items 1), 2) and 3) of this Law;
  - 2) deed on foundation;
  - 3) company statute
  - 4) work permit of the competent authority and other documents stipulated by other laws of the Federation;
  - 5) document on appointment of a manager or acting manager;
  - 6) verified signatures of the person responsible for representation;
  - 7) evidence of cash assets deposited on the suspension accounts;
  - 8) evidence on stakes in objects and rights;
- (2) In case of entry of a subsidiary or a part of limited liability insurance company, the provisions of Article 15 of this Law shall be subsequently applied.
- (3) In case of entry of a limited liability company for mutual insurance, the provisions of paragraph 1 of this Article shall be subsequently applied.

- (4) In case of entry of an agency for other insurance services, the documents required for entry of a stock company with limited liability and a work permit of the competent authority shall be enclosed.

Article 26

**Document required for entry  
of a limited liability company**

(1) The following documents shall be attached to an application for entry of a limited liability company:

- 1) documents defined under Article 22 paragraph (1) items 1), 2) and 3) of this Law;
- 2) deed on foundation;
- 3) bank certificate on executed payment of cash capital, that is an evidence on cash value of objects and rights entered into the company;
- 4) decision on appointment of the person authorized for representation, unless not stated in the deed on foundation;
- 5) verified signature of the person authorized for representation;

(2) Along with the documents set forth under paragraph (1) of this Article, in case of entry in the Register of a one-founder of limited liability company, an evidence on guarantees for the outstanding amount of non-cash initial capital or value of unentered non-cash share is submitted shall be enclosed to an application.

Article 27

**Documents required for entry of company with unlimited solidary  
responsibility and limited partnership**

(1) The following shall be attached to an application for entry of a company with unlimited solidary responsibility and a limited partnership:

- 1) deed on foundation;
- 2) bank certificate on executed payment of cash capital to the suspension account or evidence proving that the objects and rights are put at the company's disposal (in case the cash assets payment and intake of objects and rights are required by a deed on foundation);
- 3) verified signature of the person authorized for representation.

Article 28

**Documents required for entry in the Court Register of public corporation and its privatization**

- (1) In case of entry in the Register of a public corporation, the provisions of the Law regulated the entry of stock company and a company with limited liability, depending on organizational form of a public corporation, shall be subsequently applied.
- (2) Provision of Article 22 paragraph (1) item 1) of this Law shall not be applicable in case of entry of a public corporation foundation.
- (3) In case of entry of the completed privatization, a subject of entry shall within legal time frame report for entry the change of ownership and shall enclose, depending on the organizational form, a written notification on completed privatization of state capital in the corporation by a competent agency for privatization, decision on modified form of a corporation as an integral part of privatization program, contract on increase of capital (additional capitalization) and other documents proving other general data.

Article 29

**Documents required for entry of a corporation with public authorizations**

- (1) With an application for entry of a corporation with public authorizations the following documents shall be submitted:
  - 1) documents defined under Article 22 paragraph (1) items 1), 2) and 3) of this Law;
  - 2) deed on foundation;
  - 3) statute;
  - 4) evidence on assets amount for foundation and start-up of corporation's work or an evidence that objects and rights to be entered in the corporation are placed at disposal of the corporation;
  - 5) document on appointment of a manager or an acting manager, unless appointed and his/her verified signature;
  - 6) document of a competent body on granting corporation the public authorizations;
  - 7) document of a competent body proving that corporation with public authorizations meets the requirements for business operations, if required by law.



Article 30

**Documents required for entry of a business association**

The following documents shall be enclosed to an application for entry of a business association into the Court Register: contract on foundation, evidence of initial capital cash payment, as well as evidence on placing objects and rights at disposal of business association pursuant to contract, decision on appointment of business association 's representative and his/her verified signature.

Article 31

**Documents required for entry of cooperative and cooperative union**

- (1) The following documents shall be attached to an application for entry of a cooperative:
  - 1) deed on foundation;
  - 2) cooperative rule s;
  - 3) evidence on executed payment or on entering of share, that is assets of founder pursuant to a deed on foundation;
  - 4) document on appointment of a manager;
  - 5) verified signature of persons authorized for representation.
- (2) In case of entry of corporativ e union, the provisions of paragraph (1) of this Article shall be subsequently applied.

Article 32

**Documents required for entry in Procura Register**

- (1) The following documents shall be enclosed to an application for entry of a procura in the Court Register :
  - 1) decision on granting procura
  - 2) verified signature of authorized clerk
- (2) To application on entry of procura and scope of authority different than those defined by law, the provisions pertaining to the persons authorized for representation of a business entity shall be subsequently applicable.

## VI- DOCUMENTS REQUIRED FOR ENTRY OF DATA CHANGES RELEVANT FOR LEGAL TRADE

### Article 33

#### **Documents required for entry of data changes relevant for legal trade**

In case of entry of data changes relevant for legal trade, such as: change of firm, change of subject to entry, change of activities of subject of entry, change of the person authorized for representation, change of founder and other changes, a document on data changes or amendments shall be submitted to the Register.

### Article 34

#### **Application for entry of increase of equity in stock company**

(1) The following documents shall be attached to an application for entry of increase of equity in a stock company based on new shares: a decision of the Shareholder General Meeting on equity increase, an evidence on publication of announcement for subscription and payment of shares or other evidence on increase of capital and a report of the certified appraisal on value of share in objects and rights.

(2) Along with application on conditional increase of capital of stock company, a decision of the Shareholder General Meeting of the company on conditional increase of capital shall be submitted. Enclosed to an application for entry of total amount for which the shares were issued in the previous business year based on the decision on conditional increase of capital, a bank report showing subscribed and paid shares or other evidence on increase of capital is enclosed, along with a statement of the manager that shares were issued for the purposes defined by the decision shall be submitted.

(3) The following shall be enclosed to an application for entry into the Register of equity increase based on the authorized capital: a decision of company management, an excerpt from the statute, a decision of the Shareholders General Meeting stating that the management is authorized to make such decisions and a bank certificate on subscribed and paid shares or other evidence on increase of capital.

(4) The following shall be enclosed to an application for entry of increase of capital of a stock company through transformation of reserves and retained profit into equity: a decision of the Shareholder' General Meeting on increase of equity and balance statement that was a base for decision passing.

(5) The following shall be enclosed to an application for entry of convertible and participating bonds issuing: a decision of the Shareholder General Meeting or a decision of management of company on issuance of these bonds with approval of the Shareholder General meeting of such decision passing.

(6) In case of entry of increase of equity in one -member company, the provisions of paragraphs (1) to (4) of this Article shall be subsequently applied.

#### Article 35

##### **Documents required for entry of decrease of equity in stock company**

(1) The following shall be enclosed to an application for entry of decrease of equity in stock company: a decision of the Shareholder General Meeting on equity decrease with an evidence on publication of decision on decrease of equity with a call to creditors to report their claims pursuant to law, an evidence on invitation of shareholders to nominate their shares for mergers or nominal value change pursuant to law, an evidence on annulment of shares or declaration of shares as invalid.

(2) To an application of entry of simplified decrease of equity created by implementation of the decision, the provisions of paragraph (1) of this Article shall be subsequently applied.

#### Article 36

##### **Documents required for entry of increase or decrease of equity with a limited liability company**

(1) The following shall be enclosed to an application for entry of equity increase with a limited liability company: a decision on equity increase and changes of a deed of foundation or company statute passed pursuant to company statute, a bank certificate on payment of capital share or an evidence on intake of new stakes pursuant to that decision, and, if needed, an approval of a competent body for acquiring a considerable or majority capital share.

(2) The following shall be enclosed to an application for equity decrease with a limited liability company: a decision on equity decrease in the company is submitted and an evidence proving that the creditors of a subject of entry are informed on intention to decrease equity.

#### Article 37

##### **Documents required for entry of the outstanding subscribed cash based equity**

With application for entry of payment of the outstanding subscribed cash based equity of a stock company and a limited liability company, a certificate of a bank on executed payment shall be submitted.

Article 38

**Documents required for entry on accession of a new member or  
cessation of membership**

- (1) Enclosed to an application for entry of accession of a new member of a company with unlimited solidary responsibility, the changes of deed of foundation shall be submitted.
- (2) Enclosed to an application for entry of cessation of membership in a company with unlimited solidary responsibility, a document showing a ground for membership cessation and changes of a deed on foundation shall be submitted.

Article 39

**Documents Required for Entry of Changes of Data  
of Importance for Legal Trade**

- (1) The decision on change of firm shall be attached to the application for entry into the court register.
- (2) The decision on change of a seat of the subject of entry shall be attached to the application for entry into the court register of change of the seat.
- (3) The decision on change of activities and approval of the competent authority, if stipulated by special law, shall be attached to the application for entry of change of activities.
- (4) The contract, that is, its changes shall be attached to the application for change of responsibility of the subject of entry referring to commitments of other subjects of entry in legal transactions.
- (5) The decision issued by the competent body relieving of duty one person, that is, decision terminating the right of that person to representation and appointing another person, that is, authorizing her/him for representation as well as the scope of authorities and certified signature of that persons shall be attached to the decision on change of a person authorized to represent the subject of entry.
- (6) The contract, that is, decision on a change of the founder's share shall be attached to the application for entry into the register of change of the founders or increase or decrease of a number of the founders or change of the founder's share.

**VII - DOCUMENTS REQUIRED FOR ENTRY OF STATUS CHANGES AND CHANGES  
OF FORMS OF BUSINESS ENTITIES**

Article 40

**Documents Required For Entry Into  
the Register of Merging of Business Entities**

- (1) The following documents shall be attached to the application for entry into the register of merging of business entities: agreement on merging, findings of expert

witness on value of the property participating in merging with explanation, agreement of the shareholder's meeting and evidence on publication of information on initiation of the procedure.

- (2) The consent of the competent body for merging shall be attached in addition to the documents listed in paragraph 1 of this Article if a public company is involved in merging.
- (3) The evidence of total capital stock shall also be filed if the merging results in increase of the capital stock of the business entity with which the other business entity is merged.
- (4) If 90 % of the capital stock of a subsidiary company is owned by majority company with which the subsidiary company is merged, it shall not be necessary to file the approval of a shareholder's meeting of the subsidiary company with the agreement on merging except if shareholders or members of the company representing at least 1/10 of the capital stock of the company do not require for shareholder's meeting to be convened in order to make decision.

#### Article 41

#### **Documents Required for Entry into Register of Merging of Business Entities**

- (1) The following documents shall be attached to the application for merging of business entities: agreement on merging, approval of shareholder's meetings of business entities referring to the contract on merging and evidence on publication of information on initiation of the procedure.
- (2) In addition to the documents referred to in paragraph 1 of this Article, the approval of the contract on merging issued by the competent body shall also be attached if a public company also participates in merging.

#### Article 42

#### **Documents Required for Entry into the Register of Division of Business Entities**

The decision of the shareholder's meeting on division of a business entity as well as separation balance statement approved by the shareholder's meeting shall be attached to the application for entry of new business entity created after division.

#### Article 43

### **Documents Required for Entry into the Register of Change of Form of Business Entities**

The decision of the shareholder's meeting, that is of another body of the business entity on a change of form shall be attached to the application for entry of change of form of the business entity.

#### Article 44

### **Change of Mandatory Data and Status Changes**

The provisions of this Law regulating entry into the register of foundation of the appropriate form of business entity shall accordingly be applied to the applications, that is, content of documents in addition to the application for entry of status changes and mandatory data on subjects of entry.

#### Article 45

### **Documents Required for Entry into the Register of Data on Liquidation, Bankruptcy, Ban to Perform Activities, that is, Business and Other Facts Stipulated by the Law**

- (1) If the competent court issued the decision on liquidation, that is, opening of bankruptcy procedure, the court competent for the procedure shall forward the decision to the competent registration court. The registration court shall, upon receipt of the decision, ex officio enter the decision. In the main book of the register the note on entry of the data shall be made including the following data: name of the court which issued the decision, number and date of the decision and type of procedure.
- (2) If the competent body issues the decision on ban of performance of a certain activity, that is, business of the subject of entry, that body shall be bound, after decision becomes legally valid, to submit the application for entry into the register of ban of performance of the activity with certified copy of the decision. The court shall ex officio, enter the ban on performance of the activity. In the main book of the register the note on entry of the data from the decision shall be made including the following data: name of the body which issued the decision, number and date of the decision and ban of the concrete activity.
- (3) The note shall be made in the main book of the register in the column assigned for notes.

#### Article 46

### **Approvals Required as a Condition for Entry into the Register**

Unless issuance of agreements, approvals, certificates, authorities or other appropriate documents as the condition for entry in the registration court is regulated by another law those documents must also be attached to the application.

Article 47

**Business Premises of the Subject of Entry**

The entry into the register shall not be conditioned with existence of a document (decision, approval, or certificate) establishing certain technical and other characteristics of business premises, that is, approval for its use, unless otherwise stipulated by the other law of the Federation for certain activities.

VIII- PROCEDURE FOR ENTRY OF DATA INTO THE REGISTER OF APPLICATIONS AND REVIEWING THE APPLICATION FOR ENTRY INTO THE REGISTER

Article 48

**Filing of the Application**

- (1) The founder of the subject of entry shall file the application personally or through its authorized representative, that is, proxy.
- (2) The application for entry into the register may be filed in electronic form if there is a possibility to file it and check electronic signature. The application for entry in the register and registration documents may also be sent by mail. The application sent by mail must be signed by a person authorized to represent the subject of entry.
- (3) The application filed in a manner referred to in paragraph 2 of this Article lays an obligation on the court to act upon the application but the decision on registration shall not be issued until the moment of verification of the identity of the applicant or founder.

Article 49

**Application Form**

- (1) The applicant shall file a filled up and signed application form for registration in the registration court together with the required documents.
- (2) The application shall include request for entry of all mandatory and special data, that is, of their changes.
- (3) In addition to the data referred to in Article 13 of this Law, the registration application shall also include the number of the identity card, that is, of travel document of the applicant, that is, founder of subject of entry and authorized representative of the subject of entry indicating his/her capacity.

## Article 50

### **Procedure Following Reception of Application**

- (1) Upon receipt of the application the court shall verify identity of the applicant, exclusivity of the firm, subject of registration, and payment of fee.
- (2) The electronic form application shall, immediately after its receipt, be forwarded to the tax authority, and if required, to competent customs authority according to the seat of the subject of entry, to get tax identification number and customs number.
- (3) In addition to the application, the applicant shall file required documents regulated in Article 22 of the Law, either the original document or certified copy.

## Article 51

### **Identity of the Applicant**

- (1) The applicant shall prove his/her identity by identification card, that is, valid travel document and appropriate application with the competent internal affairs bodies. In the moment of reception of the application the court shall establish the identity of the applicant.
- (2) The applicant shall file the application form as a valid and authentic statement. In case of difference between the established personal data and those given in the application the Court may require additional checks.

## Article 52

### **Principle of Exclusivity of a Firm**

- (1) Two or more business entities performing same or similar activity cannot be entered under the same or similar firm.
- (2) If the filed firm is absolutely identical to the registered firm the court shall advise the applicant about existence of identical firm, representing an obstacle for registration. The application shall be received and the court shall decide accordingly.
- (3) If the filed firm is identical, that is, if it completely corresponds to the existing already registered firm, the court shall require, by conclusion, from the applicant to change the applied firm within the deadline not exceeding 15 days and to harmonize documents attached to the application. Otherwise, the court shall refuse the application.
- (4) Prior to filing of the application the court shall provide an opportunity, upon the request of a person interested in foundation and registration of the business entity, to check exclusivity of the selected firm, that is, the firm which the business entity intends to file for registration.



#### Article 53

### **Procedure Applied by the Registration Court Following the Reception of Application**

- (1) While reviewing the application the court shall review whether both formal and material conditions for entry are met.
- (2) Formal conditions shall be: that the application was filed by the authorized person, that the application was filed on prescribed form, that all the required originals, or certified copies, of the documents are attached, that all the documents were issued in a prescribed procedure, that is, that they include the prescribed content and that all the other formal conditions stipulated by this Law and other regulations are met.
- (3) Material conditions shall be: that the request for entry of certain data is harmonized with this Law and other regulations regulating an obligation to enter those data, as well as, with the provisions of bylaws stipulating data, that is, changes entered into the register.

#### Article 54

### **Reviewing Application**

- (1) The competent registration court shall, without delay, and at latest within three days following the reception of the application, check whether the required registration documents are attached to the application and whether those documents are in the line with the other regulations of the Federation regulating foundation, organization and business operations of some business entities.
- (2) If the application includes the request not meeting legally stipulated conditions or if the document attached to the application does not include all the data which are to be entered into the register or if in respect to the content they do not correspond to the content prescribed by the law, the court shall invite the applicant and instruct him, in a form of conclusion, to make necessary changes within the deadline not exceeding 30 days.
- (3) If the applicant does not act in a manner and within the set deadline referred to in paragraph 2 of this Article the court shall refuse the application.

## Article 55

### **Reviewing Documents**

- (1) If the competent registration court questions a uthenticity of the data proving the fact which is to be entered or legality of a procedure pursuant to which the document was adopted or legality of legal action to be entered, the registration court shall hold a hearing to which it shall summon the applic ant and possibly a person who might be familiar with the disputable circumstances and render a decision.
- (2) If the competent registration court questions existence of some fact on which it depends whether the request for entry in the register is harmonized with this and other laws and if the court itself is not authorized to establish that fact it shall instruct the applicant to obtain from the competent authority or other institution the relevant document within reasonable period of time.
- (3) If the other cour t is competent to establish the fact referred to in paragraph 2 of this Article, competent registration court shall inform the applicant and competent authority, that is, institution referred to in paragraph 2 of this Article, to initiate the proceedings b efore that court and to inform the registration court accordingly. When the registration court receives the information that the proceedings are initiated, the entry procedure shall be suspended until issuance of legally valid decision terminating that pro cedure.

## Article 56

### **Mistakes in Writing**

Observation of obvious mistakes in writing which might be positively verified and established based on the filed registration applications shall not operate to delay further registration procedure but an official note on mistakes shall be made which shall also be signed by the applicant when he/she receives the decision on registration in order to confirm entry of the correct data into the register.

## IX- DECISIONS OF THE COMPETENT REGISTRATION COURT

## Article 57

### **Decisions of the Competent Registration Court**

- (1) During the procedure for entry into the register, the registration court shall decide in a form of decision or conclusion. Decision shall be rendered upon the request for entry of foundation and all changes of importance for legal transactions to be entered into the register. The conclusion shall be rendered on the matters referring to course of the procedure.
- (2) The competent registration court may refuse the application only in the cases stipulated by this law.

- (3) A single judge shall decide on entry into the register and in the second instance it shall decide three member panel.
- (4) In the procedure for entry into the register restitution of the previous situation shall not be allowed and as well as the rest of procedure.
- (5) There shall be no revision or retrial against legally valid decision on entry into the court register.
- (6) During the entry procedure, the provisions of the law regulating civil procedure shall accordingly be applied to the matters not stipulated by this Law.

#### Article 58

#### **Rendering Decisions**

- (1) As a rule, the competent registration court shall render decision on the request for entry into the register without hearing.
- (2) Notwithstanding the provisions referred to in paragraph 1 of this Article the court may schedule a hearing if it deems necessary in order to review or establish the facts.
- (3) The registration court may hear the participant in the procedure and other person outside of a hearing if it deems it necessary for entry of the correct data into the register.

#### Article 59

#### **Form and Content of a Decision on Registration**

- (1) The decision on entry into the register shall include: name and seal of the competent registration court, name and surname of a judge, date of issuance of a decision and mandatory data regulated in Article 13 to 21 of this Law.
- (2) The decision on registration shall be issued on a form including basic public data on subject of entry.
- (3) The decision on registration shall, in addition to RNS, include tax identification number. The decision shall include customs number for business entities registering to perform foreign trade operations pursuant to Article 75 of this Law, if the number is obtained.
- (4) The decision on registration shall be valid for the territory of Bosnia and Herzegovina regardless of the place of registration.

- (5) The decision refusing the request or rejecting the application of the applicant, or in a case if the decision is issued on opposite proposals of the participants shall have to include an introduction, operative part and reasoning.

#### Article 60

#### **Conclusion**

The conclusion shall include: name of a court, name of a judge, date of rendering of a conclusion, firm, that is, name of the subject of entry and subject of application, instruction given to the subject of entry to eliminate the observed shortcomings within the set deadline, that is, to correct or obtain certain documents from the competent authority or institution, as well as legal consequences of failure to act upon the conclusion.

#### Article 61

#### **Corrections of the Decision**

- (1) In case of difference between the data entered into the register and data entered into the decision on registration, the competent registration court shall, ex officio or upon the request of the subject of entry, forward to the subject of entry the corrected copy of the decision indicating that this decision shall replace the previous one.
- (2) The competent court shall, ex officio or upon request of the subject of entry, correct by a decision obvious mistakes in the decision on registration and data entered into the register. Correction shall be entered instead of the existing data and the court shall render new decision replacing the corrected one.
- (3) In cases referred to in paragraphs 1 and 2 of this Article the subjects of entry shall not bear additional costs.

#### Article 62

#### **Withdrawal of the Application**

- (1) The applicant may withdraw the application for entry into the register until issuance of legally valid decision.
- (2) When the applicant withdraws the application for entry into the register the court shall discontinue the procedure by decision.

## X- REMEDIES

### Article 63

#### **Appeal**

- (1) An interested person may file the appeal against the decision on entry into the register within eight days after the receipt of the decision.
- (2) The subject of entry as well as a person having legal interest shall be entitled to file an appeal.
- (3) A person considering that his/her rights and legal interests are violated and who has not received a copy of the decision may file an appeal within 15 days from the day when he/she learned about the entry and at latest within 60 days from the day of announcement of entry.
- (4) An appeal against the conclusion shall not be allowed.

### Article 64

#### **Appeals Procedure**

- (1) In case of an appeal the competent registration court may decide differently if it establishes that the appeal is grounded and that there is no need for additional procedure and if it shall not violate the rights of the other persons based on the disputed decision.
- (2) The competent registration court may reject untimely, incomplete or inadmissible appeal.
- (3) If the competent registration court does not act pursuant to the provisions of paragraph 1 and 2 of this Article, it shall be bound to forward the case file to the second instance court for decision -making within eight days from the day of receipt of the decision.

### Article 65

#### **Second Instance Decisions on Appeals**

Deciding on appeals the second instance court shall:

- 1) reject an appeal as untimely, incomplete and inadmissible if it is not done by the registration court;
- 2) refuse an appeal as ill-founded and confirm the decision of the first instance court;
- 3) allow the appeal and cancel the decision of the registration court;
- 4) modify the decision of the registration court.

Article 66

**Reasons for Modification of the Decision of the Registration Court**

- (1) The second instance court shall modify the decision of the registration court if:
  - 1) the registration court evaluated erroneously the documents and if the decision of the court is based exclusively on these documents;
  - 2) the registration court based on the established facts drew wrong conclusion on existence of some other facts on which the decision is founded;
  - 3) the state of facts is correctly established but the registration court applied substantive law erroneously.
- (2) Based on the decision referred to in paragraph 1 of this Article regulating entry or refusing the request for entry into the court register, the registration court shall, ex officio, make the entry into the register or remove the entry.

**XI- PROCEDURE FOR ENTRY OF DATA OF IMPORTANCE FOR LEGAL TRANSACTIONS AND ITS CHANGES**

Article 67

**Change of Data in the Register**

- (1) The registered business entities shall apply with the competent registration court all changes of data of importance within 30 days from the day when the changes occurred.
- (2) Every change of mandatory data shall be entered next to the existing data, which is changed on the day when the change was made.
- (3) In case of change of the data of importance for legal transactions or termination of the subject of entry the new data shall be entered next to the existing ones. The register shall include the data that the subject of entry is the subject to bankruptcy or liquidation.
- (4) In case of a change of the data on the facts to be entered in the note of the main book of the register, in the main book of the register the current situation, that is, status shall only be kept.

## XII- REMOVAL FROM THE REGISTER

### Article 68

#### **Removal from the Register**

- (1) The competent registration court shall be in charge of removal from the register.
- (2) A person having legal interest may file the request with the competent court for removal of ill-founded final entry.
- (3) The request referred to in paragraph 2 of this Article may be filed within 15 days from the day of learning about the entry and at latest within 90 days from the day of its publication in the Official Gazette of the Federation of BiH.

### Article 69

#### **Reasons for Removal**

The competent registration court shall remove ill-founded entry upon request of the person having legal interest or ex officio if it is established:

- 1) that the entry is made without filing of the prescribed document;
- 2) that after issuance of the decision on registration other conditions for registration of business entities are adopted and if the business entity failed to harmonize these conditions within set deadline and
- 3) in other cases in which the entry according to the law was inadmissible or it has become inadmissible subsequently.

### Article 70

#### **Court Procedure following the Removal Request**

- (1) The competent registration court shall, ex officio, or upon the request of the interested person inform the subject of entry on initiated removal procedure or submitted removal request together with the invitation for the business entity to present its opinion on the request and/or forward necessary documents within the set deadline.
- (2) In case referred to in paragraph 1 of this Article the competent registration court shall schedule hearing for determination of decisive facts. The subject of entry and an applicant who submitted the request shall be invited to the hearing.
- (3) Following consideration of the decisive facts the registration court shall render the decision on removal of the final registration or discontinuance of the procedure, that is, refusal of the request for removal.
- (4) The ill-founded entry shall be removed, when the decision on removal issued in this procedure becomes legally valid, and the authorities referred to in Article 76 of this Law shall be informed.

Article 71

**Removal of the Subject of Entry Upon the Request of Special Category of the Entities which Submitted the Request**

- (1) The special category of the entities which submitted the request shall be:
  - 1) internal affairs bodies,
  - 2) Customs Administration,
  - 3) Tax Administration,
  - 4) Financial Police,
- (2) the entities which submitted the request referred to in paragraph 1 of this Article may initiate the removal procedure of the subject of entry from the register for the following reasons:
  - 1) if fake documents or if fake information are used for entry into the register;
  - 2) if fake documents are false or if fake information are used for extension of registration;
  - 3) if the subject of entry is or was used for organized crime

Article 72

**Court Procedure upon the Removal Request of the Special Categories of the Entities which Submitted the Request**

- (1) The removal procedure following the request for removal filed by special categories of the applicants shall be an urgent procedure.
- (2) The competent registration court shall, within eight days, after receipt of the request for removal from the register, inform the subject of entry about the filed request, schedule the hearing and summon the subject of entry and the entities which submitted the request and if required the interested parties.
- (3) The information referred to in paragraph 2 of this Article shall be sent to the address of the subject of entry from the register for delivery of writs and to the address obtained and proposed by the entity which submitted the request.
- (4) Failure of the subject of entry to appear at the hearing or to file required written opinion about the removal request shall not prevent the court to issue the decision on removal from the register of the subject of entry against which the request was filed.



- (5) The competent registration court shall be bound to schedule the hearing upon the removal request within the deadline set in paragraph 2 of this Article and at longest within 30 days following receipt of the request for removal.

### Article 73

#### **Decisions of the Court upon the Removal Request**

- (1) In case of untidy delivery of the request and summons for the hearing upon the removal request, the Court shall forward the request and summons for publication to the Official Gazette of the Federation of BiH and on the notice board within two days after the information on untidy delivery.
- (2) In addition to the summons referred to in paragraph 2 of this Article the court shall invite the interested parties to present their opinion on the proposed removal.
- (3) The interested parties shall be:
- 1) entities reviewing the subject of entry,
  - 2) persons having legal interest in the subject of entry,
  - 3) members of the subject of entry and
  - 4) persons authorized to represent the subject of entry.
- (4) Legally valid decision on removal of the subject of entry shall be published in the Official Gazette of the Federation of BiH and on notice board of the court.
- (5) Note on instituting procedure for removal of a subject because of bankruptcy proceedings shall be, *ex officio*, registered into the Main Book of the register. Final removal shall be entered upon finality of a decision on removal of business entity from the Register.
- (6) Register shall comprise a list of the removed subjects of entry. The founder of removed subjects shall not be entitled to apply new subject for registration as long as there are circumstances or consequences of the competent bodies' decisions that preceded the removal of a subject of entry.

### XIII- ASSIGNMENT OF TAX IDENTIFICATION NUMBER AND CUSTOMS NUMBER

#### Article 74

#### **Competent tax authority procedure**

- (1) Court shall immediately submit an application for entry of subject of entry foundation to a competent tax authority as to a seat of a subject of entry for assignment of a tax identification number.
- (2) Along with submission of an application under paragraph (1) of this Article, the court shall call a competent tax authority to submit a tax registration number within three days following receipt of the application.
- (3) Competent tax authority shall submit a tax identification number and sub -number within three days following the receipt of an application or shall inform the court on the reasons for failing to that so.
- (4) Reason for non -assigning tax identification number might be unsettled liability of the subject of entry.
- (5) Assignment of a tax identification number shall not relieve a tax subject from an obligation of tax registration of a business entity with the competent tax authority, i.e. obligation to submit data required by a separate law on tax authority.
- (6) If a competent tax authority fails to deliver a tax identification number and sub - number in the prescribed time limit, the court shall not issue a decision on registration of a business entity.
- (7) Court shall issue a decision on registration of a business entity immediately upon delivery of a tax identification number without any additional costs incurred for a business entity. In case a tax identification number fails to be issued within 12 months following submission of application to the court, the court shall reject the application.
- (8) In case of tax debt in other business entity that ceased to exist (removed), the court shall not register such a subject for two years following its removal.
- (9) Tax identification number and sub -number shall be unique in the territory of Bosnia and Herzegovina.

Article 75

**Registration of foreign trade operations**

- (1) Court shall submit an application for entry a subject that register foreign trade activity to a competent customs authority for assignment of a customs number.
- (2) With the submission of an application , the court shall call a competent customs authority to deliver a customs number within three days following the receipt of an application.
- (3) If a competent customs authority fails to deliver a customs number in the prescribed time limit, the court shall is sue a decision on registration without a customs number.

XIV- OBLIGATORY NOTIFICATIONS

Article 76

**Obligatory notifications**

Competent court of registration shall deliver the decision on registration of the foundation of or status changes in t he business entity, upon its issuance, to:

- (1) Competent tax authority as to the seat of the subject of entry – Indirect Tax Administration;
- (2) Competent municipality and canton as to the seat of the subject of entry;
- (3) Statistics Bureau and Chamber of Commerce;
- (4) Pension and Disability Fund as to the seat of the subject of entry, for the registration;
- (5) Competent customs authorities as to the seat of the subject of entry, if the subject of entry is registered for foreign trade;
- (6) Competent regulatory authorities, in line with special regulations prescribing conditions and issuing permits or consents for carrying out certain activities, if the subject of entry is registered for activities.

XV- ADITTIONAL SERVICES OF THE REGISTER

Article 77

**Access to data through telecommunication network or information media**

- (1) State and entities bodies as well as bodies of the Brcko District of Bosnia and Herzegovina shall be ensured the access to data entered into the Main Book of the Register through tele communication network or information media.
- (2) Decision on entry in the Register are currently available to all registration courts on the territory of Bosnia and Herzegovina.

Article 78

**Issuing of Registration Excerpt**

- (1) All registration courts in the Federation, regardless to jurisdiction for registration of subject of entry, are obliged to enable to each interested person an insight into the data in the Main Book of the Register, that is to issue an excerpt on registration from the Main Book of the Register.
- (2) Verified excerpt from the Register issued by any registration court is a public document on the territory of Bosnia and Herzegovina.

Article 79

**Information and instructions**

At the request of the interested person, the competent registration court is obliged to give information on registration procedure as regulated by this Law.

**XVI- PENALTY PROVISIONS**

Article 80

- (1) The responsible person in a court shall be punished by a fine in the amount of 200.00 KM if:
  - 1) Fails to administrate the Main Book of the Register or the Compendium of documents in compliance to Article 8 (6);
  - 2) Request the applicant for registration, that is a party in registration process, to submit the documents or data not provided by this Law or any other regulations as a requirement for registration;
  - 3) Unable to the interested party, without the grounded reason, the insight into the Register data, that is, does not issue at the request of interested party an excerpt from the Register;
  - 4) Fails to issue, without a grounded reason, a decision on registration within the timeframe prescribed by this Law.
- (2) The person in charge of job performance set forth under paragraph (1) of this Article shall be deemed as the responsible person.

**XVII – DEADLINES**

Article 81

**Deadline for Issuance of Decision on Business Registration**

1. Competent registration court shall issue a decision on business registration not later than five working days time from the day of submission of the complete application.
2. If competent registration court determines existence of deficiency that prevents registration in line with provisions of this Law, the court shall inform the applicant to remove particular deficiency within the set time.

## XVIII-PUBLISHING OF REGISTRATION

### Article 82

#### **Publishing of Decision on Registration**

Final and binding decision on registration shall be published in the Official Gazette of the Federation of BiH.

## XIX - TRANSITIONAL AND FINAL PROVISIONS

### Article 83

#### **Establishment of Uniform Register**

1. Establishment of the database that is register and the organization of the competent registration courts on the territory of the Federation shall be implemented within the timeframe referred to in Article 21 of the Framework Law.
2. Take-over of the data on existing subjects of entry from previous registries of the competent courts shall be implemented within the timeframe provided by Article 21 of the Framework Law. All verifiable facts and documents based on which it is possible to create the Main Book of the Register and the Compendium of Documents of Register for every individual subject of entry, with all required mandatory data as well as registration documents archived in previous registries shall be taken over from the previous registries. After the take-over of data and documents, the previous entries in Registers shall cease to be active.
3. In case, during the take-over of data and documents, it is found that one subject of entry is not active, the competent registration court shall call for the subject of entry using the address in the available documents, that is Register, to declare on its status within 30 days, that is to deliver all necessary data or documents.
4. If subject of entry fails to act in accordance with the request of the competent registration court within the time limit referred to in paragraph 3 of this Article, the competent registration court shall ask for data on the subject of entry from the competent tax authority as to the seat of the subject of entry.

### Article 84

#### **Functioning of the system**

(1) The Federation Ministry of Justice shall ensure a technical correctness, maintenance and immediate delivery of electronic data of the Main Book of the Register as well as the registration system functioning.

### Article 85

#### **Cessation of effect of other regulations**

With the starting day of application of this Law, the effect of the Law on Procedure of Legal Entities Entry in the Court Register (Official Gazette of the Federation of BiH», number 4/00, 19/00, 32/00, 49/00 and 19/03) and the Decree on Entry into the Court Register of Legal Entities that Perform Economic Activity (Official Gazette of the Federation of BiH, number 12/00, 16/00, 38/00 and 58/01) shall cease.

Article 86  
**Entry into force**

This Law shall enter into force the day after its publication in the “Official Gazette of the Federation of BiH”; its implementation shall start upon expiry of the 60 days deadline following the day of entry into force of this Law.

**Chairman**  
**House of Peoples**  
**Parliament of the Federation of BiH**  
**Slavko Matic**

Chairman  
House of Representatives  
Parliament of the Federation of BiH  
**Muhamed Ibrahimovic**

**LAW ON AMENDING THE LAW ON REGISTRATION OF BUSINESS ENTITIES IN THE  
FEDERATION OF BOSNIA AND HERZEGOVINA**

(Official Gazette of FBiH No. 68/05)

**Article 1**

In the Law on Registration of Business Entities in the Federation of Bosnia and Herzegovina (Official Gazette of the Federation BiH number 27/05) in Article 86, the wording “upon expiration of 60 days deadline following the date of this Law coming into force” shall be replaced and shall read as follows: “when technical requirements are met for that, and not later than by 31 December 2006”.

**Article 2**

The law shall come in force on the subsequent day following its publishing in the Official Gazette of the Federation of BiH.

**LAW ON AMENDING THE LAW ON REGISTRATION OF BUSINESS ENTITIES  
IN THE FEDERATION OF BOSNIA AND HERZEGOVINA**

(Official Gazette of FBiH No. 43/09)

This Law makes amendments to the Law on Registration of Business Entities in the Federation of Bosnia and Herzegovina ("Official Gazette of BiH", no. 27/05 and 68/05) as follows:

**Article 1**

Article 13 is changing so that in point 8 after the word "date" the words "notary processed." are added

After modifying Article 13 point 8 reads as follows:

"8) Name, number and date of notary treated deed of establishing of the business entity."

**Article 2**

Article 15, Paragraph 1, Item 3 is changing so that after the word "date" the words "notary processed" are added.

After modifying Article 15, Paragraph 1, Item 3 reads as follows:

"3) the name, number and date of notary processed document on the establishment of a branch or subsidiary of the business entity."

**Article 3**

Article 17, Paragraph 1, Item 3 is changing so that after the word "date" the words "notary processed" are added.

After modifying Article 17, paragraph 1, item 3 reads as follows:

"3) The name, number and date of notary processed document on the merger of registered entities."

**Article 4**

Article 18, paragraph 1, item 3 is changing so that after the word "date" the words "notary processed" are added.

After modifying Article 18, paragraph 1, item 3 reads as follows:

"3) the name, number and date of notary processed act on the merger of the business entity."

### **Article 5**

Article 19, paragraph 1, item 3 is changing so that after the word "date" the words "notary processed" are added.

After modifying Article 19, paragraph 1, item 3 reads as follows:

"3) the name, number and date of notary processed document on the division of the business entity."

### **Article 6**

Article 20, paragraph 1, is changing so that after the word "date" the words "notary processed" are added.

After modifying article 20 item 1 reads as follows:

1) the name, number and date of notary processed document on amendment of the shape of the business entity."

### **Article 7**

Article 22 Paragraph 1 Item 4, 5 and 6 is changing so that before the words "act", "statute" and "decisions" the words "notary processed." are added

After modification this items shall read as follows:

"4) The notary processed founding act or notary processed document on amendments to the general information relevant to legal proceedings already established or registered business entity which provides the establishment or modification of important data with authenticated signatures of authorized persons,

5) The notary processed statute of company,

6) The notary processed decision on the appointment of the person authorized to represent the domestic and foreign trade unless he was appointed by the founding act ".

### **Article 8**

Article 23 Paragraph 1 Item 2 3 and 7 is changing so that before the words "act" and "statute" the words "notary confirmed" are added

After modification this items shall read as follows:

"2) The notary certified act of incorporation,

3) notary certified statute,

7) The notary confirmed decision on the appointment of the person authorized to represent, if not appointed by the founding act"



## **Article 9**

Article 24, Paragraph 1 Item 2, 3 and 6 is changing so that before the words "act", "statute" and "act on the appointment," the words "notary confirmed ,, are added

After modification of this clause shall read as follows:

- "2) The notary confirmed act of establishing the bank,
- 3) notary certified bank statute,
- 6) The notary confirmed act on the appointment of a director or acting director. "

## **Article 10**

Article 25 Paragraph 1 Item. 2, 3 and 5 is changing so that before the words "act" and "statute" the words "notary confirmed" are added

After modification this clause shall read as follows:

- "2) The notary certified act of incorporation,
- 3) notary certified statute
- 5) The notary confirmed act on the appointment of a director or acting director. "

## **Article 11**

Article 26 paragraph 1 items. 2 and 4 is changing so that before the words "act" and "decisions" the words "notary processed." Are added

After modification this clause shall read as follows:

- "2) The notary processed act of incorporation,
- 4) The notary treated decision on the appointment of the person authorized to represent if not appointed the founding act.

## **Article 12**

Article 27, paragraph 1 is changing so that before the word „act" the words "notary processed are added

After modifying item 1 reads as follows:

- "1) The notary processed document on the establishment."

### **Article 13**

Article 28 paragraph 3 is changing so that after the word "privatization" and point the words "notary processed" and after the word "privatization" and point the words "notary processed are added

After modifying Article 28, paragraph 3 reads as follows:

"3) In the application of registration executed privatization subject of the entry in the legally stipulated period shall apply for the registration of a change of ownership along with depending on the type of organization, shall submit the following: a written notice on privatization of state capital in the company of the relevant agency for privatization, notary processed decision to change the form of the enterprise as part of the privatization program, notary processed contract for the acquisition of additional capital (recapitalization) and other documents evidencing other general information. "

### **Article 14**

Article 29 point 2, 3 and 5 is changing so before the words "act", "statute" and "decisions" the words "notary processed" in an appropriate form are added

After modification this point shall read as follows:

"2) The notary processed act of incorporation,

3) The notary processed statute,

5) The notary processed decision on the appointment of a director or acting director unless he was appointed by the founding document and the signature is verified.

### **Article 15**

Article 30 is changing so that after the words: "attached to" the colon and after the word "contract" and point the words "notary processed." are added

After amending Article 30 reads as follows:

"The application for registration of establishment of business association shall be accompanied by: notary processed agreement on the establishment, proof of payment of the initial capital in cash and proof of putting things and the right to dispose of the business association in accordance with the contract, notary treated decision on the appointment of representatives of the business associations and certified signature of business association representative

### **Article 16**

Article 31 paragraph 1 items 1, 2 and 4 is changing so that so before the words "act", "cooperative rules" and "decisions" the words "notary certified" in an appropriate form are added

After modification this clause shall read as follows:

- "1) The notary certified act of incorporation,
- 2) notary certified cooperative rules,
- 4) The notary confirmed decision on the appointment of directors. "

#### **Article 17**

Article 33 is changing so that before the word "act" the words "notary processed" are added

After modifying Article 33 reads as follows:

"When accepting the change of data relevant for legal transactions, such as changes in the company, headquarters company registration, company registration activities, persons authorized to represent, changes founders and other changes to the registry to submit notary processed act on amendments and / or additions to these data"

#### **Article 18**

Article 34 is changing so that in the paragraph 1, 2, 3, 4 and 5 before the word "decision" the words "notary processed,, are added

After amending Article 34 reads as follows:

"(1) The application for registration of capital increase of joint stock company on the basis of new roles must include: notary processed decision by the shareholders assembly on capital increase, proof of publication and content of the public invitation for subscription and payment of shares (prospectus) with the approval of the prospectus by the competent authority, bank certificate of the subscribed and paid shares or other evidence of an increase of capital, or report authorized appraisers about the value of the assets and rights.

(2) The application of conditional capital increase joint stock company shall be accompanied by: notary processed decision by shareholders Assembly on the conditional capital increase. Application for entry of the total amount for which the shares were issued in the previous fiscal year, based on the decision on conditional capital increase shall be accompanied by a report on the bank's subscribed and paid shares or other evidence of an increase in equity and statement of directors that the shares issued for the purposes specified in that decision.

(3) The application for registration of capital increase based on the authorized capital shall be accompanied by: notary treated decisions of the management board of the capital increase, the excerpt from the statute or decision of the Assembly that the administration authorized to make such a decision and confirmation of the bank's subscribed and paid shares or other evidence of an increase in capital.

(4) The application for registration of capital increase of joint stock company by converting reserves and retained earnings into capital shall be accompanied by notary processed decision by the shareholders Assembly to increase share capital and balance sheet based on which the decision on capital increase.

(5) The application for registration of the decision to issue convertible and participating bonds shall be accompanied by notary processed decision by assembly or decision of the management board to issue the bonds with the authorization Assembly for such decision.

(6) On the registration of capital increase of one-member joint-stock company, the provisions of paragraphs of (1) to (4) of this Article shall apply

### **Article 19**

Article 35 paragraph 1 is changing so that before the word "decision" the words "notary processed" are added

After modifying Article 35, paragraph 1 reads:

"(1) The application for registration of the reduction of capital of stock company shall be accompanied by: notary processed decision by the shareholders assembly on the reduction of capital, along with proof of publication of the decision on the reduction of capital with an invitation to creditors to file their claims in accordance with the law, proof of inviting shareholders to file shares to a merger or change in nominal value in accordance with the law, or evidence of annulment shares or shares proclamation invalid.

### **Article 20**

Article 36 paragraphs 1 and 2 is changing so that before the word "decision" the words "notary processed" are added

After modification items 1 and 2 reads as follows:

"(1) The application for registration of capital increase limited liability companies must include: notary treated decision on capital increase and amendment of the charter, the statute of Association adopted in accordance with the articles of association, bank certificate of payment of the role, or proof on the introduction of new services in accordance with that decision or, where applicable, the approval of the competent authority to acquire a significant or majority equity participation.

(2) The application for registration of the reduction of capital of a limited liability shall be attached to the notary treated decision to reduce the company's capital as well as evidence that the creditors of the business entity informed of the intended reduction of capital.

### **Article 21**

Article 38 is changing so that in paragraph 1 before the words "amendment of the act," the words "notary processed" are added in paragraph 2 before the word "documents" and "amendment of the act," the words "notary processed" are added in paragraph 3, before the words "decision authority", "contract" and "amendment", the words "notary processed" are added and in paragraph 4 before the word "amendment", the words "notary processed" are added.

After amending Article 38 reads as follows:

"(1) the application for registration of accession of a new member of society with unlimited liability shall be accompanied by notary processed amendments of founding act.

(2) The application for registration of the termination of membership relations in society with unlimited liability shall be accompanied by to the notary processed document proving grounds of termination of membership relations and notary processed amendments founding act.

(3) The application for the registration of the accession of a new member of the limited partnership and a limited liability company shall be accompanied by notary treated decisions of the management of the business entity, or notary processed agreement on transfer of shares and a notary processed amendments to the founding act or statute.

(4) The application for registration of the termination of membership relations in limited partnerships and Limited Liability Company shall be accompanied by documents proving grounds of termination of membership relations and notary processed amendments to the founding act or statute. "

## **Article 22**

Article 39 is changing so that in the items 1, 2, 3 and 5 before the word "decision" the words "notary processed" are added in paragraph 4 before the word "contract" in paragraph 6 before words "contract" and "decisions", the words "notary processed are added

After amending Article 39 reads as follows:

"(1) the application for registration of changes in the firm shall be accompanied by notary treated decision on changing the company.

(2) The application for the registration of change of the seat of the business entity shall be accompanied by notary treated the decision on changing the seat of the business entity.

(3) The application for registration of a change of activity of the business entity shall be accompanied by notary treated decision on changing activities and the approval of the competent authority, if it is regulated by a special law.

(4) The application for registration of change of responsibility of the business entity for the obligations of other entities of enter into legal transactions shall be accompanied by notary processed agreement or amendments thereto.

(5) The application for registration of change of the authorized representative of the business entity shall be accompanied by notary treated decisions of the competent organs of the business entity with which one person is resolved, or that that person stops right of representation, and the other person is appointed or authorized representative and the scope of authority of this person and stamped signature of that person.

(6) The application for registration of change of the founder or increase or decrease the number of founders or changes in founder shares shall be accompanied by notary processed agreement or notary treated decision to change the proprietor or share. "

### **Article 23**

Article 40 paragraph 1 is changing so that before the word "contract" and the word "consent" the words "notary processed" are added

After the amendment of article 40, paragraph 1 reads:

"(1) The application for registration of the merger of the business entity shall be accompanied by notary processed Merger Agreement, the finding of an authorized court expert on the value of the assets involved in the merger , notary processed consent of the companies in the Merger Agreement and the proof of publication of the notice of initiation of the proceedings. "

### **Article 24**

Article 41 paragraph 1 is changing so that before the word "contract" and the word "consent" the words "notary processed" are added, in paragraph 2 before the word "consent", the words "notary processed are added

After amending Article 41 reads as follows:

"(1) The application for registration of the merger of business entities shall be accompanied by: notary processed merger agreement, notary processed consent of the businesses in the merger agreement and proof of publication of notice of initiation of the lamination process.

(2) If the merger involved the public company, the application must be accompanied, in addition to the documents referred to in paragraph (1) of this Article, by a notary treated approval of the competent authority in the merger agreement. "

### **Article 25**

Article 42 is changing so that before the words "assembly resolution," the words "notary processed." are added

After modifying Article 42 reads as follows:

"The application for registration of a new business entity formed by division shall be accompanied by notary processed decision on the division of a company by Assembly and divisional balance approved by the Assembly."

### **Article 26**

Article 43 is changing so that before the words "assembly resolution," the words "notary processed" are added

After modifying Article 43 reads as follows:

"The application for registration of a change of business entity shall be accompanied by notary processed decision by assembly resolution or other authority of business entity on the change of form

### **Article 27**

In Article 48 in paragraph 1, after the word „authorized person, a new sentence is added: "The authorized person of the applicant may be a lawyer or a notary."

After modifying Article 48, paragraph 1 reads:

"The founders of the business entity shall submit application for registration through authorized person or through an authorized representative / agent, or representative. Authorized person of applicant may be a lawyer or a notary."

### **Article 28**

This Law shall enter into force on the eighth day after its publication in the "Official Gazette of the Federation of BiH

**LAW ON AMENDING THE  
LAW ON REGISTRATION OF BUSINESS ENTITIES IN THE  
FEDERATION OF BOSNIA AND HERZEGOVINA**

(Official Gazette of FBiH No. 63/14)

**Article 1**

In the Law on Registration of Business Entities in the Federation of Bosnia and Herzegovina ("Official Gazette of FBiH", no. 5.27, 68/05 and 43/09), Article 15 is amended as follows:

**"Registration of subsidiary of the business entity**

(1) Information which must be entered in the register in case of registration of subsidiary of the business entity is:

- 1) The name and headquarters of subsidiary of the business entity
- 2) The activity of the subsidiary of the business entity;
- 3) The name, number and date of notary processed document on the establishment of subsidiary of the business entity
- 4) The name, personal identification number and identity card of the person authorized to represent the subsidiary of the business entity.

(2) A subsidiary of the business entity is registered in the Main Book of the Register of the founder of a part or subject of entry.

**Article 2**

After Article 15 follows new Article 15a that reads

Article 15a

**Registration of subsidiary of foreign companies**

(1) Data that shall be mandatory entered into the Register in case of registration of a subsidiary of foreign companies are:

- 1) The name, address and form of the founders and the company and headquarters of subsidiary of foreign companies;
- 2) Registration number and tax identification number;
- 3) the name of the register in which founder is registered, along with data in which country, date of registration and number under which it leads, and if it is established in a country where no such register exists, the name of officially certified document of establishing according to the regulations of country where the founder has its headquarters;



- 4) Activity of s founder and activity of the subsidiary of the business entity;
- 5) The name, number and date of the document on the establishment of subsidiary of the founder;
- 6) The name of the person authorized to represent the subsidiary, and the scope of its powers;
- 7) The amount of equity capital and paid-up capital, the name of the person who personally is liable for obligations of the partnership, and their residence.

(2) A subsidiary of a foreign company shall be entered in the register of the court in whose territory is the headquarters of subsidiary

(3) The decision on the registration of subsidiary of foreign companies, the registration court submits to the Tax Administration of the Federation of Bosnia and Herzegovina, Ministry of Foreign Trade and Economic Relations of Bosnia and Herzegovina and the Ministry of Security of Bosnia and Herzegovina - Department for Foreigners, if the person authorized to represent is a foreign national. "

### **Article 3**

In Article 17, paragraph 1, item 3), Article 18, paragraph 1, item 3), Article 19, paragraph 1, item 3) and Article 20, paragraph 1), the words "notary processed" are deleted.

### **Article 4**

Article 22 is amended as follows:

#### **Article 22**

### **Registration documents**

(1) For establishment and validation of general and specific data that shall be mandatorily entered into the Register in the procedure of a business entity foundation or changes relevant for legal trade, the Registration Court shall request, depending on object of entry, the submission of the following documents

1) Notarized signature of the person authorized to represent on the application form for registration provided for the court in printed form;

2) The notary processed act of establishment or act on amendments to the general information relevant to legal proceedings already established or registered business entity which provides data for the establishment or modification of essential data;

3) The notary established statute of business entity;

4) The decision on the appointment of the authorized representative in domestic and foreign trade, if not appointed by the founding act;

5) Bank confirmation of payment of cash deposit on the temporary account establishing the amount of the capital paid in cash;

6) Evidence on guarantees for the outstanding cash amount of the initial capital with one member;

7) excerpt from relevant public register that establishes ownership over the share in objects and rights, that is application for the relevant public register and finding of a certified court expert establishing the value of share in objects and rights;

8) Relevant certificate of the Commission for Securities of the Federation of Bosnia and Herzegovina (hereinafter: Commission for securities) and the Register of securities of the Federation of Bosnia and Herzegovina (hereinafter: Register for securities) if required by a separate law;

9) Evidence on guarantees for the non -entered part of non -cash share with one –member company;

10) Approval of the competent authority in accordance with Article 46 of this Law.

(2) The provisions of paragraph 1, item 1) of this Article shall apply in the registration of establishment of all forms of business organizations, as well as changes in enrolment data that these documents prove, unless their application is expressly excluded by this Act. "

#### **Article 5**

In Article 23, paragraph 1 is amended as follows:

"(1): The following documents shall be attached to an application for entry of a stock company:

1) the documents prescribed in Article 22, paragraph 1, item. 1) of this Act;

2) The notary processed act of establishment;

3) The notary determined statute;

4) Approval of the competent authorities referred to in Article 22, Paragraph 1, Item 8), if the special provisions;

5) Documents prescribed in Article 22, paragraph 1, item 9) of this Act;

6) Bank certificate of payment of initial capital in cash, or evidence of the monetary value of things and rights entered into society;

7) The decision on the appointment of the authorized representative, if not appointed by the founding act;

8) Certified signature of the authorized representative. "

## **Article 6**

In Article 24, paragraph 1 is amended as follows:

"(1) to the following documents shall be submitted along with the application for registration of establishment of a bank or other financial organization

- 1) Documents prescribed in Article 22, paragraph 1, item 1) of this Act;
- 2) The notary processed founding act of the bank;
- 3) The notary down statute of the bank;
- 4) The decision of the Banking Agency of the Federation of Bosnia and Herzegovina (hereinafter: the Banking Agency) on the issuance of work permits and the approval of the Memorandum and articles of association or documents provided by other laws of the Federation;
- 5) Evidence on paid cash funds on the temporary bank account;
- 6) act on the appointment of the Director or Acting Director;
- 7) certified signature of the authorized representative;
- 8) Evidence proving that the bank founders put non-cash assets at the bank disposal

## **Article 7**

In Article 25, paragraph 1 is amended as follows:

"(1) the application for registration of establishment of joint-stock insurance shall be accompanied by:

- 1) The documents prescribed in Article 22, paragraph 1, item. 1) of this Act;
- 2) The notary processed act of establishment;
- 3) The notary defined statute of company;
- 4) work permit of the competent authority and other documents stipulated by other laws of the Federation;
- 5) act on the appointment of the Director or Acting Director;
- 6) The certified signature of the authorized representative;
- 7) Evidence of deposited funds into a temporary account;
- 8) Evidence on stakes in assets and rights. "

## **Article 8**

In Article 26, paragraph 1 is amended as follows:

"(1) The application for the registration of the establishment of a limited liability company shall be accompanied by the following documents:

- 1) notarized signature of the person authorized to represent in application form for registration provided for the court in printed form;
- 2) The notary processed establishment act
- 3) bank certificate of payment of capital in cash or evidence of the monetary value of things and rights entered into company;
- 4) The decision on the appointment of the person authorized for representation unless this person is appointed by establishment act;
- 5) The certified signature of person authorized for representation

## **Article 9**

Article 28 is amended as follows:

"The documents required for registration in the register of the establishment of public enterprises and privatization of enterprises

(1) in case of entry of establishment of a public company in the register, the provisions of the law regulating the registration of joint stock companies and limited liability companies, depending on the organizational form of a public company shall be subsequently applied.

(2) In case of entry of the completed privatization, a subject of entry shall within legal time frame report for entry the change of ownership and shall enclose, depending on the organizational form, a written notification on completed privatization of state capita l in the corporation by a competent agency for privatization, decision on modified form of a corporation as an integral part of privatization program, contract on increase of capital (additional capitalization) and other documents proving other general data.

## **Article 10**

In Article 29, Paragraph (1) point 1), the words "items. 1), 2) and 3)" are amended by the words "item 1)."

In paragraph 3), the word "processed" is replaced by the word "determined".

In paragraph 5), the words "notary processed" are deleted.

## **Article 11**

In Article 30, the words "notary processed" are deleted.

## **Article 12**

In Article 31, paragraph (1) is amended as follows:

"(1) The application for the registration of cooperatives shall be accompanied by the following documents

- 1) the act of establishment;
- 2) cooperative rules;
- 3) proof of payment or on entering of share or assets of the founder in accordance with founding act;
- 4) The decision on the appointment of directors;
- 5) The certified signature of the authorized representative

## **Article 13**

After Article 32 follows a new Article 32a that reads as follows:

### **Article 32a**

Documents required for registration in court register establishment of subsidiaries of foreign companies

Along with the application for registration for establishing subsidiaries of foreign legal entity following documents shall be submitted in original and certified translation in one of the official languages of Bosnia and Herzegovina:

- 1) extract from the register in which founder is registered on the basis of which can be determined its legal form and the time of registration, or, if is established in a country where no such register exists, valid documents of establishing officially certified according to the regulations of the country in where the founder has its registered office on the basis of which its legal form and date of establishment can be determined;
- 2) Decision of the founders of founding of subsidiaries;
- 3) copy of the declaration of the establishment of and social contract or statutes of the founder certified in accordance with regulations of country where the founder has its registered office;;
- 4) The decision on the appointment of the authorized person to represent if the person is not appointed by an act of establishment;
- 5) The certified signature of the person authorized to represent and
- 6) verified shortened recent annual financial report of the founders.

## **Article 14**

In Article 34, paragraph (1), (2), (3), (4) and (5), in Article 35 Paragraph (1), in Article 36, paragraph (1) and (2), in Article 38 paragraph (2) and (3), in Article 39. Paragraph (1), (2), (3), (5) and (6), in Article 40 Paragraph (1), in Article 41 paragraph (1) and (2) in Article 42 and Article 43, the words "notary processed" is deleted.

### **Article 15**

In Article 36, paragraph (1), after the words "capital and" shall be added the words "notary processed."

### **Article 16**

In Article 38, Paragraph (3), in Article 39 Paragraph (4) and (6), in Article 40 Paragraph (1) and Article 41 Paragraph (1), the words "notary processed" will be deleted.

### **Article 17**

In Article 39, after paragraph (6) follows new paragraph (7)

"(7) If changes from this article are made by changes of the establishing act, the application for registration of changes in register shall be accompanied by notary processed changes and / or amendments to the establishing act.

### **Article 18**

Article 51 shall be deleted.

### **Article 19**

Article 74 is amended as follows:

#### **"Submission of tax identification number**

(1) Court shall immediately submit an application for entry of subject of entry foundation to a competent tax authority as to a seat of a subject of entry for assignment of a tax identification number.

(2) Along with submission of an application under paragraph (1) The Court shall, without delay, call a competent tax authority to submit a tax registration number within 24 hours of receipt of the application, or in the same time inform the court about the reasons for non –assigning tax identification number.

(3) In case of delivering of tax identification number by the tax authority, the court will not require the attachment of any other evidence of the existence and / or settlement of tax debt.

(4) Assignment of a tax identification number shall not relieve a tax subject from an obligation of tax registration of a business entity with the competent tax authority, i.e. obligation to submit data required by a separate law on tax authority

(5) If a competent tax authority fails to deliver a tax identification number and sub -number in the prescribed time limit, the court shall not issue a decision on registration of a business entity.

(6) Court shall issue a decision on registration of a business entity immediately upon delivery of a tax identification number without any additional costs incurred for a business entity. In case a tax

identification number fails to be issued within 12 months following submission of application to the court, the court shall reject the application

#### **Article 20**

In Article 84, after paragraph 1 a new paragraph 2 is added as follows:

„(2) Federal Ministry of Justice shall, within 30 days from the date of enactment of this law, adopt regulation that will determine how to dispose of the data from the Main Book of Registry, procedure of ensuring the technical correctness, maintenance, instant delivery of electronic data from Main Book registry, as well as the functioning of registration system. ”.

The former paragraph 2 shall become paragraph 3

#### **Article 21**

This Law shall enter into force the day after its publication in the “Official Gazette of the Federation of BiH