

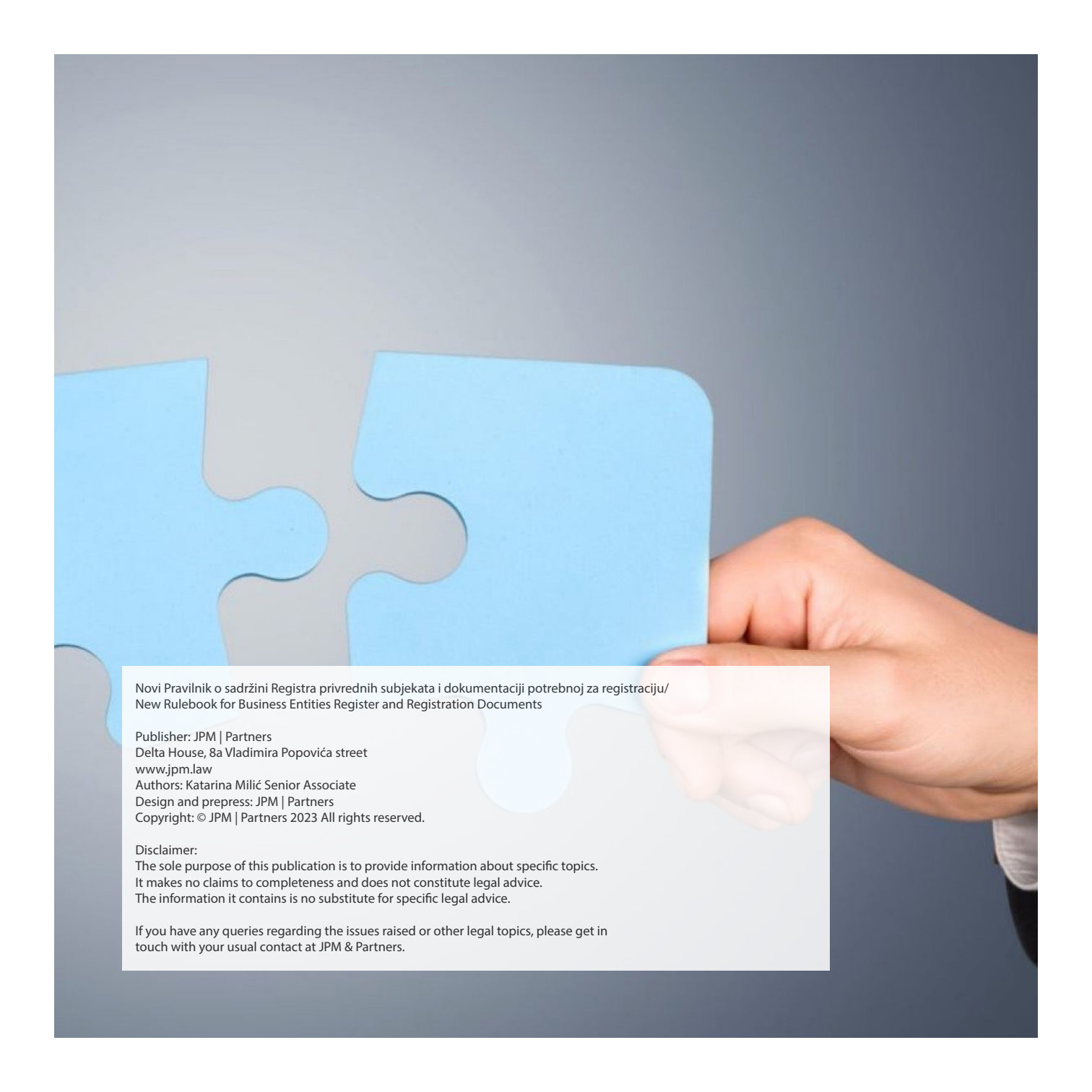


**Novi Pravilnik o sadržini Registra privrednih subjekata i dokumentaciji potrebnoj  
za registraciju**

**New Rulebook for Business Entities Register and Registration Documents**

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A hand is shown holding a large, light blue puzzle piece against a dark blue background. The puzzle piece has a complex shape with several interlocking points. The hand is positioned on the right side of the piece, with fingers gripping it. The background is a solid, dark blue color.

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New Rulebook for Business Entities Register and Registration Documents

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Novi Pravilnik o sadržini Registra privrednih subjekata i dokumentaciji potrebnj za registraciju („Sl. glasnik RS“, br. 63/23) (u daljem tekstu: „Novi pravilnik“) je stupio na snagu 5. avgusta 2023. godine, čime prestaje da važi Pravilnik o sadržini Registra privrednih subjekata i dokumentaciji potrebnj za registraciju („Sl. glasnik RS“, br. 42/16) (u daljem tekstu: „Prethodni pravilnik“).

Kao i Prethodni, Novi pravilnik uređuje sadržinu Registra privrednih subjekata (u daljem tekstu: „Registar“) i dokumentaciju potrebnu za registraciju. Ipak, njihova sadržina nije suštinski različita.

The new Rulebook on the Content of the Business Entities Register and Documents Required for Registration (RS Official Gazette No. 63/23) (hereinafter: “New Rulebook”) has entered into force on August 5, 2023, thereby ceasing to be valid Rulebook on the Content of the Business Entities Register and Documents Required for Registration (RS Official Gazette, No. 42/2016) (hereinafter: “Previous Rulebook”).

As the previous one, the New Rulebook regulates the content of the Business Entities Register (hereinafter: “Register”) and the documentation required for registration. However, their content is not fundamentally different.

Naime, Novi pravilnik usklađen je sa planiranom digitalizacijom javne uprave i poslednjim izmenama Zakona o postupku registracije u agenciji za privredne registre, kao i početkom primene osnivanja privrednih društava u elektronskoj formi. Dodatno, Novim pravilnikom izvršeno je terminološko i manje materijalno usaglašavanje sa Zakonom o privrednim društvima.

Relevantne izmene Novog pravilnika ogledaju se pre svega u sadržini Registra: obavezno sadrži adresu za prijem elektronske pošte, a u zavisnosti od vrste subjekta registracije sadržaće i ograničenja ovlašćenja zastupnika u vidu obaveznog supotpisa, brojeve telefona ili registarske brojeve dodeljene od strane drugih organa (nasuprot tome, do sada su registarski brojevi dodeljeni od Republičkog fonda PIO i Republičkog zavoda za zdravstveno osiguranje predstavljali obaveznu sadržinu).

Namely, the New Rulebook is aligned with the planned digitization of public administration and the latest amendments to the Law on Registration Procedure in the Business Registers Agency, as well as the recent implementation of electronic incorporation of companies. In addition, the New Rulebook conducted terminology and minor material harmonization with the Companies Act.

Relevant changes to the New Rulebook are primarily reflected in the Register's content: it must contain an address for receiving electronic mail, and depending on the type of subject of registration, it will also contain restrictions to representatives' authorities in the form of a mandatory co-signature, telephone numbers or registration numbers assigned by other authorities (on the contrary, so far the registration numbers assigned by the Pension and Disability Insurance Fund and the Health Insurance Fund were mandatory).



Za registraciju unošenja nenovčanog uloga, već upisanog ili istovremeno sa osnivanjem društva ili povećanjem osnovnog kapitala, od sada je potrebno priložiti i izjavu člana društva, odnosno zakonskog zastupnika, da je nenovčani ulog unet u društvo.

Izuzetno, ako je vrednost nenovčanog uloga utvrđena putem procene i ako je od dana registracije osnivanja društva ili povećanja osnovnog kapitala prošlo više od godinu dana, prilaže se i nova procena vrednosti nenovčanog uloga.

For the registration of entering of in-kind contributions, already subscribed or at the same time as the company incorporation or share capital increase, from now on it is necessary to submit a shareholders' or legal representatives' statement that the in-kind contribution has been entered into the company.

Exceptionally, if the value of the in-kind contribution was determined by an assessment and if more than one year has passed since the day of registration of the company incorporation or share capital increase, a new assessment of the in-kind contribution value has to be submitted.

Predviđena je i dodatna zaštita prava nesaglasnih akcionara/članova u vidu obaveze prilaganja izjave nadležnog organa društva da su sve njegove obaveze u vezi sa otkupom akcija/udela nesaglasnih akcionara/članova u celosti izvršene u skladu sa zakonom, odnosno da ih nije bilo, a u sledećim slučajevima registracije:

- promene vremena trajanja društva
- izmene statuta akcionarskog društva kojom se umanjuju prava imalaca običnih i preferencijalnih akcija utvrđena zakonom
- odluke o povlačenju akcija sa regulisanog tržišta
- kao i u slučaju promene pravne forme ili statusne promene društva s ograničenom odgovornošću i akcionarskog društva.

Additional protection of the rights of dissenting stockholders, i.e. dissenting shareholders, is foreseen in the obligation to submit a statement from the competent company body that all its obligations in connection with the purchase of shares/stocks of dissenting shareholders/stockholders have been fulfilled in accordance with the law, or that there were none, all in following cases of registration:

- change in the duration of the company
- amendment of the articles of association of a joint stock company which reduces the rights of stockholders of common and preferred stocks established by law
- the decision to withdraw stocks from the regulated market
- as well as in the case of legal form changes or status changes to a limited liability company and joint stock company.

Nadalje, Novi pravilnik posebno određuje dokumentaciju potrebnu za prijavu registracije člana društva usled istupanja bez potraživanja naknade za udeo (izjava o istupanju člana i dokaz da je ista primljena od strane društva), istupanja uz naknadu za udeo (odluka društva o usvajanju zahteva člana za istupanje), kao i isključenja člana zbog neispunjenja obaveza prema društvu na uplatu, odnosno unos uloga ili dodatnih uplata (odluka društva o isključenju člana i dokaz da je prihvatio neispunjenu obavezu).

Prethodni pravilnik je za registraciju promene podataka o registrovanim licima zahtevao dokument koji predstavlja pravni osnov za navedenu promenu, a koje je praksa konkretizovala, dok Novi pravilnik samo bliže određuje vrstu dokumenta u zavisnosti od vrste lica čija se promena podataka registruje.

Furthermore, the New Rulebook in particular stipulates the documentation required for the registration of a shareholder due to withdrawal without claiming a fee for the share (statement of the shareholder's withdrawal and proof that it was received by the company), withdrawal with a fee for the share (company's decision to approve the shareholder's request for withdrawal), as well as the expulsion of a shareholder due to non-fulfilment of obligations towards the company for payment, i.e. entry of contributions or additional payments (company's decision on expulsion of the shareholder and proof that he accepted the unfulfilled obligation).

In case of registration of a data change on registered persons, the Previous Rulebook required a document that represents the legal basis thereof, which was individualized throughout practice, while the New Rulebook only further stipulates the type of document depending on the type of person whose data change is being registered.

Na primer, za strana pravna lica prilaže se izvod iz nadležnog registra, odnosno drugi dokument kojim se potvrđuje njegov identitet i promena, sa prevodom na srpski jezik od strane ovlašćenog sudskog tumača.

Jedna od malobrojnih olakšica koju donosi Novi pravilnik jeste prilikom prijave registracije povećanja osnovnog kapitala pretvaranjem potraživanja poverioca (koji nije član društva) u osnovni kapital.

Naime, Prethodni pravilnik je previđao da je, uz ostalu dokumentaciju, neophodno priložiti i ugovor o pristupanju novog člana sa overenim potpisima svih članova društva i poverioca koji pristupa društvu, dok Novi pravilnik predviđa da se isti ugovor prilaže sa overenim potpisom ovlašćenog lica i poverioca koji pristupa društvu. Ista odredba predviđena je i u slučaju povećanja osnovnog kapitala novim ulogom člana koji pristupa društvu.

Thus, for example, for foreign companies, an extract from the competent register is submitted, or another document confirming its identity and the relevant change, with a certified translation into Serbian.

One of the few reliefs brought by the New Rulebook is for the registration of a share capital increase by converting a claim of a creditor (who is not a company's shareholder) into share capital.

Namely, the Previous Rulebook stipulated that, along with other documentation, it is necessary to submit the agreement on the accession of a new shareholder with certified signatures of all shareholders of the company and the joining creditor, while the New Rulebook stipulates that the same agreement is being submitted with certified signatures of the authorized person and the joining creditor. The same provision is provided in the case of a share capital increase with new contributions by a joining shareholder.



Novi pravilnik uvodi dva dodatna dokumenta koja je potrebno priložiti prilikom statusne promene društva s ograničenom odgovornošću i akcionarskog društva, a to su gorepomenuta izjava radi zaštite nesaglasnih akcionara odnosno članova društva, kao i izjava nadležnog organa društva da se svaki član društva prenosioca, osim onih koji koriste svoje pravo na isplatu umesto sticanja udela, odnosno akcija u društvu sticaocu, saglasio da se statusnom promenom izvrši zamena udela, odnosno akcija u drugačijoj srazmeri, ako se ona kao takva vrši.

Uz prijavu registracije obustave postupka likvidacije prilaže se samo odluka o obustavi likvidacije, ali ne i odluka o imenovanju zakonskog zastupnika koja je bila predviđena Prethodnim pravilnikom.

The New Rulebook introduces two additional documents needed for a status change of a limited liability company and a joint stock company, namely the above-mentioned statement for the protection of dissenting stakeholders/shareholders, as well as a statement by the competent company body that each stakeholder/shareholder of the transferor company, except for those who exercise their right to payment instead of the acquisition of stakes/shares in the acquiring company, agreed to the exchange of stakes/shares in a different proportion, if carried out as such.

Application for registration of the suspension of the liquidation procedure is followed only by the decision on the suspension of the liquidation, but not the decision on the appointment of a legal representative, which was foreseen by the Previous Rulebook.

Novina u odnosu na Prethodni pravilnik jeste i određivanje dokumenata potrebnih za registraciju promene vlasništva nakon prodaje stečajnog dužnika kao pravnog lica, i to: rešenje suda o obustavljanju stečajnog postupka, ugovor o prodaji stečajnog dužnika kao pravnog lica, odluka o imenovanju zakonskog zastupnika društva, kao i odluka o promeni pravne forme ako do nje dolazi, i odgovarajuće potvrde Centralnog registra, depoa i kliringa hartija od vrednosti.

Na kraju, u skladu sa aktuelnim trendom digitalizacije javne uprave, Novi pravilnik naglašava da kada se postupak registracije pokreće podnošenjem elektronske prijave, elektronska prijava sadrži sve podatke propisane pravilnikom, a uz prijavu se prilažu elektronska dokumenta u skladu sa zakonom.

Addition in comparison to the Previous Rulebook is the list of documents required for the registration of ownership change after the sale of the bankruptcy debtor as a legal entity, namely: the court decision on the suspension of bankruptcy proceedings, the share purchase agreement, the decision on the appointment of a legal representative of the company, as well as the decision on legal form change if it occurs with the corresponding proof from the Central securities depository and clearing house.

Finally, in accordance with the current trend of public administration digitalization, the New Rulebook emphasizes that when the registration procedure is initiated by submitting an electronic application, the electronic application contains all the data prescribed by the said rulebook, and submitted with are electronic documents in accordance with the law.

Čini se da se navedenim malobrojnim novinama želi dodatno naglasiti odgovornost nadležnog organa društva davanjem izjava prilikom zaštite prava nesaglasnih akcionara odnosno članova, unošenja nenovčanog uloga u društvo, vršenja zamene udela odnosno akcija u drugačijoj srazmeri prilikom statusne promene društva, itd. Na pitanje da li će zaista biti svrsishodne ili će biti dodatno birokratsko opterećenje, odgovoriće praksa.

It seems that the aforementioned changes additionally emphasize the responsibility of the competent company bodies by issuing statements when protecting the rights of dissenting stakeholders/shareholders, entering in-kind contributions, exchanging stakes/shares in a different proportion during status changes, etc. The question remains whether they will truly be beneficial or remain an additional bureaucratic burden.

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