

**November 2021**

***In focus: Law on the Registration Procedure  
in the Business Registers Agency***

The National Assembly of the Republic of Serbia adopted the amendments to the Law on the Registration Procedure in the Business Registers Agency, which entered into force on 16 November 2021 (hereinafter: the "**Law**"), introducing significant innovations in the registration procedures conducted at the Business Registers Agency (hereinafter: the "**BRA**"), with delayed application for a number of provisions, in order for business entities, as well as other institutions, to adapt to the new legal solutions.

***Authorized persons for submitting applications***

Firstly, the amendments to the Law expanded the circle of persons authorized to submit registration applications, but only in the case of registering the dismissal of a person authorized to represent the company, i.e. in the case when a new representative of the company is not simultaneously appointed. In the stated situation, **the applicant of such registration may be a shareholder of the company.**

***Obtaining data ex officio and deadlines for issuing decisions***

Also, the amendments to the Law stipulate **the registrar obtains, ex officio, the data and documents on which official records are kept and that are submitted with the**

**application in accordance with the Law**, by directly inspecting official records through the so-called data service bus of the authorities or in another accepted manner in accordance with the law governing electronic administration, unless the applicant declares that he will obtain these data and documents personally.

Consequently, the day is specified from which the deadline for deciding on the application commences in cases when the registrar obtains the data and documents *ex officio*. Thus, apart from the situation when the deadline of 5 working days starts from receipt of the application (when the applicant decides to obtain the prescribed documentation and submit it with the application), in cases where the data and documents are obtained *ex officio*, the stated deadline starts from the day following the day of obtaining the data, except when documents are obtained by direct inspection of the official records of another body, when the deadline starts from the day of obtaining the data and documents.

***Electronic applications for founding of companies and digitalization of acts by lawyers***

One of the most significant changes that the Law has undergone is the provision that excludes the possibility of submitting applications for founding a company in

paper form, i.e. which prescribes that the **registration application for founding a company can be submitted only in electronic form**. The application of this provision will begin on 16 May 2023.

In addition, in order to simplify and increase the efficiency of the registration procedure, the Law leaves the possibility that, starting from 16 November 2022, **verification, i.e. digitalization of an act and confirmation of its equivalence to the original for registration purposes, can be performed by lawyers registered in the directory of lawyers of the Serbian Bar Association**, if they simultaneously sign with their electronic signature or qualified electronic seal, the electronic application with which the act or document is submitted. This means that the founder of the company will be able to make a founding act in writing, with a certified signature of the founder, and then the lawyer, on behalf of the founder, shall sign the registration application with his electronic signature or qualified electronic seal and attach a certified digitalized founding act, verified by a qualified electronic signature or a qualified electronic seal, with the clause that the digitalized act is identical to the original document.

#### ***Correction of errors in the registry***

Furthermore, the Law contains certain changes regarding the actions of the authorities in correcting errors, and it is prescribed that the **registrar shall correct the error in the register without issuing a special decision on the correction of the error**, if an error was made in the registration, immediately upon learning of the error or within five working days from

the date of request for correction, and shall inform in writing the subject of registration, i.e. the applicant of the request for correction. If the registrar, deciding on the request for correction of the error, determines that the error was not made, it shall issue a decision rejecting the request as unfounded.

In case that the registrar discovers an error after receiving the registration application, it shall correct the error and reject the application for registration, because the data from the application does not match the data registered in the register, and shall invite the applicant to eliminate the identified deficiencies within 30 days from the day of issuing the decision, by harmonizing the data from the application and the documentation submitted with the application with the new situation in the register, without paying the registration fee.

#### ***Delivery of registry decisions***

Finally, the amendments to the Law also specifies that **delivery of the decisions of the registry is done only at the request of the applicant and only for information purposes**. Delivery methods have remained unchanged.

Exceptionally, if an electronic application has been submitted, a copy of the registrar's decision in electronic form shall be delivered, for information purposes, to the registered e-mail address or to the e-mail address indicated in the application, i.e. to e-government service users registered in accordance with the law governing e-government, delivery for information purposes is made exclusively in the Unique

Electronic Inbox (starting from 16 May 2023).

The Law also stipulates that, when the decision of the registrar produces legal effect from the day of delivery, the regularity of delivery is assessed in accordance with the provisions of the law governing general administrative procedure, and if the delivery is made in a single electronic mailbox, in accordance with the law governing electronic document, electronic identification and trust services in electronic business.

In connection with the above changes, and in accordance with the provisions that the delivery is made for information purposes, in case of deletion of the data or documents *ex officio* when the registrar determines that the registration was made, although at that time the conditions for registration were not met, and cancels its decision, the Law no longer provides that the decision on deletion in question shall be delivered to the entity whose data or document has been deleted, nor does the stated entity have the right to appeal after the described deletion of the data.

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