

LAW ON THE ONE-STOP-SHOP SYSTEM AND KEEPING A TRADE REGISTER AND A REGISTER OF OTHER LEGAL ENTITIES

CONSOLIDATED TEXT **1**

I. GENERAL PROVISIONS

Contents of the Law

Article 1

(1) This Law shall regulate the one-stop-shop system, the keeping of the trade register and the register of other legal entities, the register of natural persons and legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity, the register of sentences for committed crimes by legal entities by the Central Register of the Republic of Macedonia (hereinafter: the Central Register), in a written and electronic form, as well as the taking over of the keeping of the trade register, the court register, the register of water communities, the register of water economies, the register of associations and foundations, and the register of chambers from the competent courts by the Central Register.

(2) If a law determines the keeping of a register, but does not determine a procedure for keeping that register, the entry shall be made in accordance with the rules of the procedure set out by this Law.

Meaning of the terms used in this Law

Article 2

The terms used in this Law shall have the following meaning:

1. "Main income code" shall be numbers and letters which denote the activity with the greatest participation in the structure of generated income of the subject of entry in accordance with the National Classification of Activity (NCA)";

2. "One-stop-shop system" shall be a system which enables receipt, processing, distribution and integrated access to the data determined by law, entered in the trade register, the register of other legal entities, and the other basic registers established by law, pertinent to the subjects of entry;

2-a. "E-registration System" shall be an information system which provides submission of an application via Internet and their registration, processing, keeping, and exchange of data and documentation in electronic form;

3. "Electronic entry book" shall be an entry book of all the applications received by the registration offices of the Central Register that is kept in electronic form;

4. "Single electronic form" shall be an electronic system for entry and processing of data, determined and prepared by the Central Register;

5. "Collection of enclosures" shall be a part of a register which contains the documents and proofs of each entered entity;

6. "Statement - verified by a notary" shall be a statement the signature of which is verified by a notary;
7. "Personal identification number of the subject of entry in the register" (PINS) shall be a unique, unchangeable and unrepeatable identification number of the subject of entry determined electronically;
8. "Conclusion" shall be a decision on issues referring to the procedure, as well as on those issues that appear as secondary in relation to the implementation of the procedure, and for which a decision is not adopted;
9. "National Classification of Activities (NCA)" shall be a national standard, harmonized with the European classification of activities (NACE) and shall be used to identify, group and define the activities according to which business entities are classified;
10. "Module 11" shall be an arithmetical formula for assigning non-repeatable numbers;
11. "Basic registers" shall be registers and directories established by law and kept within and out of the Central Register;
12. "Authorized person for registration" shall be a person employed in the Central Register who, in accordance with this Law, is authorized to carry out the registration of subjects of entry;
- 12-a. "Registration agent" shall be a sole proprietor or a trade company registered for carrying out accounting activities, a lawyer and a law company holding an authorization for submission of an application for entry via the E-registration System;
13. "Pre-registration of data" shall be an entry in the register performed by the Central Register without adopting a decision;
14. "Application for entry" is a prescribed form, submitted by an authorized applicant, which contains the request for entry in the register;
15. "General business clause" shall be an indication that the subject of entry in the trade register may carry out all the activities under the National Classification of Activities (NCA);
16. "Priority activity" shall be an activity under NCA through which the subject of entry intends to generate most of the total income in the first year of registration;
17. "Special registers" shall be registers kept in accordance with law and another regulation, where legally relevant data on trade companies and other legal entities (licenses, permits, concessions, categorizations, etc.) are recorded;
18. "Register/ies" in terms of this Law shall be the trade register and the register of other legal entities;
19. "Decision on entry" shall be a document prepared as a form adequate to the type of entry;
20. "Decision on rejecting the application for entry" shall be a document which explains the reasons for rejecting the application for entry in the register;
21. "Subject of entry" shall be the entity determined by law to be entered in the basic registers and the other legal entities established by law;

22. "Trade register" and "Register of other legal entities" shall be public books which represent a single electronic database that contains data and enclosures (documents and proofs) on the subjects of entry the entry of which is prescribed by law;

23. "Register of natural persons and legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity" shall be a public book that represents a single electronic database that contains data on the records of the misdemeanor sanctions of the first instance courts for natural persons and legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity as prescribed by the Law on Misdemeanors; and

24. "Register of sentences for committed crimes by legal entities" shall be a public book that represents a single electronic database that contains data from the penalty records of legally valid court verdicts upon main and secondary sentences for committed crimes by legal entities as prescribed by the Criminal Code of the Republic of Macedonia.

II. ONE-STOP-SHOP SYSTEM

Purpose of the one-stop-shop system

Article 3

The one-stop-shop system shall make the following possible:

- 1) provision of data that are mandatory for business start-ups of the subjects of entry;
- 2) integration of all legally relevant data in a single legally valid decision for business start-up and the exercise of the rights of a particular entity and data accessibility;
- 3) access to the entries in the basic and special registers or databases which, in accordance with law, are kept in or out of the Republic of Macedonia when it is of importance to the establishment and functioning of the one-stop-shop system; and
- 4) using data of entities that enter specific data pertinent to the one-stop-shop system on a contractual basis.

Article 3-a

(1) The bankruptcy administrators shall enter the data on bankruptcy procedures that are conducted before the competent courts in the Republic of Macedonia in accordance with the Law on Bankruptcy through the one-stop-shop system.

(2) The minister of economy shall prescribe the form, the content and the manner of entering the data on the bankruptcy procedures that are conducted before the competent courts in the Republic of Macedonia in accordance with the Law on Bankruptcy through the one-stop-shop system.

Activities performed through the one-stop-shop system

Article 4

(1) The Central Register shall perform the following activities through the one-stop-shop system:

- determination and assignment of the personal identification number of the subject of entry (PINS);
- determination of the name and code of the priority activity according to the NCA;
- determination of the code of the organizational form of the entity;
- entry of the personal tax number (PTN) of the subject of entry;
- entry of the bank account chosen by the subject of entry;
- other data significant to the subject of entry;

- entry of data for the first employment of the persons authorized for representing (legal representative) of the subjects of entry and their inclusion in the compulsory social insurance (pension, disability and health insurance) if application has been submitted; and
- provision of electronic certificates of the subjects of entry that are issued by the authorized issuers of electronic certificates.

(2) The Central Register shall enter the data referred to in paragraph (1) of this Article in the appropriate entry form, in accordance with the regulation of Article 23 of this Law.

(3) The Central Register shall assign and change the main income code.

(4) The Central Register shall provide electronic solution for entering the data referred to in Article 3-a paragraph (1) of this Law through the one-stop-shop system.

(5) The Central Register shall provide electronic solution for keeping the register of persons who cannot establish and manage trade companies in the Republic of Macedonia in accordance with the provisions of the Law on Trade Companies through the one-stop-shop system.

(6) The Central Register, through the one-stop-shop system, shall present the business and financial data on the entities entered in the registers and the other data at its disposal in internationally accepted, standardized, software language.

Links between the registers and the state and other bodies, organizations and other entities

Article 5

(1) For the purpose of establishing and functioning of the one-stop-shop system, the competent state bodies and the other institutions and organizations that keep basic and special registers and have at their disposal data relevant to the exercise of a right, shall be obliged to cooperate with the Central Register through the one-stop-shop system and to submit data they have at disposal free of charge, as well as to provide explanations and assistance in relation to the performance of the activities that fall within their competence. The competent bodies and the other institutions and organizations that keep basic and special registers in accordance with law shall be obliged to enable the Central Register unhindered use their data.

(2) The Central Register shall provide a connection point in the one-stop-shop system through its infrastructure for electronic connection of its registers with the other registers or databases kept in accordance with law.

(3) The connection with the Central Register shall be established on the basis of single procedures and forms in electronic or other form through safe connections for the purpose of achieving rationality in operation and their easier and quicker access to the one-stop-shop system.

(4) The costs for the electronic connection which enables electronic exchange of data with the entities participants in the one-stop-shop system shall be borne by each party - participant.

Assigning a personal identification number of the entity (PINS)

Article 6

(1) Each subject of entry shall be assigned a personal identification number of the subject (PINS) consisting of a seven-digit number, which is assigned electronically according to module 11 upon the first entry.

(2) The personal identification number of the subject of entry (PINS) shall be a unique identifier of the subject of entry in the exercise of its rights and obligations before the competent state bodies and organizations and other institutions determined by law. The PINS shall be a unique identifier used in communication and exchange of data significant to the subjects of entry among all state bodies, organizations and other institutions.

(3) The personal identification number of the subject of entry (PINS) cannot be changed nor assigned to another subject of entry upon deletion of the prior subject of entry.

(4) One subject of entry may not be assigned more than one personal identification number of the subject (PINS).

(5) A branch office or another organizational unit determined by law shall be identified by the personal identification number of the subject of entry that has organized it, as well as by its own sub-number.

General business clause

Article 7

(1) The general business clause shall enable the subject to be entered in the trade register and to perform all the activities under the National Classification of Activities (NCA).

(2) As an exception to paragraph (1) of this Article, the activities which according to NCA have been prescribed by law to be performed solely on the basis of a consent, permit or another document by a state body, the subject of entry may perform them after obtaining the consent, the permit or the other document by a state body in accordance with the law.

(3) Data significant for the performance of the activity shall be entered for the subjects of entry in register of other legal entities .

Priority activity

Article 7-a

(1) According to the priority activity, the Central Register shall include the new subject of entry in the data on sector division of the subjects according to activities in the Republic of Macedonia.

(2) The priority activity shall not exclude, nor limit the application of the general business clause in regard to none of the subjects of entry.

(3) The person authorized for entry in the register shall be obliged to state the priority activity in the application for entry.

(4) The priority activity shall be valid until assigning the main income code.

Manner of determining the main activity

Article 8

The Government of the Republic of Macedonia shall adopt the NCA on a proposal of the State Statistical Office.

Conditions and manner of awarding and changing the main income code

Article 9

- (1) The main income code shall match the respective activity under NCA which has generated the greatest income for the entity in the current year.
- (2) The Central Register shall automatically award a main income code to the entities that are entered in the trade register based on the first submitted form for allocation of generated incomes according to activities of the entity for the previous year.
- (3) The Central Register shall automatically check the main income code and if it determines that the greatest income is generated from another activity, other than the one whose income code is entered as main, it shall enter the main code of the activity which generated the greatest income.
- (4) The new entities that are to be entered in the trade register, until the submission of the first form for allocation of the income according to activities, shall be awarded a main income code based on the chosen and entered priority activity.

Manner of determining the code of the organizational form of the entity

Article 10

- (1) The Central Register shall determine the code of the organizational form of the subject of entry.
- (2) The standard codes of organizational forms of business entities and other legal entities shall be prescribed by the Central Register upon a prior opinion of the State Statistical Office.

Manner of entering the PTN of the subject of entry

Article 11

- (1) The Central Register shall, beside the PINS, enter the PTN of the subject of entry.
- (2) For all subjects that are assigned a PINS, the entry of the PTN assigned by the Public Revenue Office shall be carried out solely in accordance with the provisions of this Law.
- (3) The PTN shall be entered by electronic exchange between the Public Revenue Office and the Central Register. The Public Revenue Office shall submit the PTN within 90 minutes as of the submission of the data by the Central Register.

Account of the subject of entry

Article 12

- (1) The subject of entry shall choose a bank to open the first account.
- (2) The data of the bank where the first account is to be opened shall be entered by the subject of entry in the appropriate entry form, in accordance with Article 23 of this Law.
- (3) The opening of the first account of the subject of entry shall be performed by electronic exchange of packages in real time between the business bank where the first account is opened and the Central Register, via the single register of transaction accounts.

Entry of data on the first employment of the persons authorized for representing

Article 12-a

- (1) The entry of data on the first employment of the persons authorized for representing (legal representative) shall be made if an application is submitted by the subject of entry.
- (2) The subject of entry shall submit the application for the first employment of the persons authorized for representing (legal representative) on a special form in accordance with Article 23 of this Law.
- (3) The entry of data on the first employment of the persons authorized for representing (legal representative) and their inclusion in the mandatory social insurance (pension, disability and health insurance), shall be performed by the Central Register electronically, by electronic connection of their own registers with the registers and databases kept in the Employment Service Agency, the Pension and Disability Insurance Fund, and the Health Insurance Fund.
- (4) The costs for the electronic connection and the distribution of data shall be borne by each party participant listed in paragraph (3) of this Article, and determined by special agreements, concluded between the Central Register and the parties participants.

Electronic certificate

Article 12-b

- (1) The Central Register as a local registration office shall provide electronic certificates to the subjects of entry issued by the authorized issuers of electronic certificates.
- (2) The Central Register shall conclude an agreement for participation in the procedure of registration of electronic certificates with the authorized issuers of electronic certificates.

Transfer of data from other registers

Article 13

- (1) The courts, the state bodies, the chambers and the other institutions that keep basic registers (court register, register of water communities, register of water economies, register of citizens' associations and foundations, single register of political parties, register of chambers, register of trade unions, register of representative offices of foreign companies, register of religious communities and religious groups, directory of lawyers, directory of notaries, register of craftsmen, and other registers and directories set out by law) shall be obliged, *ex officio*, to submit a copy of the decision on entry to the Central Register for the purpose of providing the data referred to in Article 4 of this Law.
- (2) The basic registers shall attach the application prescribed by the regulation referred to in Article 23 of this Law, wherein the subject of entry shall specify the data referred to in Article 4 of this Law, and the proof of the paid fee in accordance with the Tariff of the Central Register to the decision on entry.
- (3) Following the transfer of data from the decision on entry and the entry of the data referred to in Article 4 of this Law, the Central Register shall submit a copy of the decision to the basic registers referred to in paragraph (1) of this Article.
- (4) The basic registers referred to in paragraph (1) of this Article shall be obliged to submit a copy of the decision on change or deletion of an entered datum.

(5) The data entered in the basic and other registers referred to in paragraph (1) of this Article shall have legal effect against third parties as of the day they are transferred in electronic form in the manner determined in paragraph (1) of this Article and are posted on the website of the Central Register.

Register of natural persons and legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity

Article 13-a

(1) The courts that keep records of misdemeanor sanctions as prescribed by the Law on Misdemeanors, shall be obliged, *ex officio*, to submit the data on the natural persons and the legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity to the Central Register of the Republic of Macedonia for the purpose of entering in the register of natural persons and legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity.

(2) The minister of economy shall prescribe the form, content and manner of keeping the register of natural persons and legal entities that are imposed a sanction prohibition on practicing profession, performing an activity or duty and temporary prohibition on performing a particular activity.

Register of sentences for committed crimes by legal entities

Article 13-b

(1) The legally valid decisions on imposed main and secondary sentences for committed crimes by legal entities shall be submitted by the courts, *ex officio*, to the Central Register of the Republic of Macedonia in order to be entered in the register of sentences for committed crimes by legal entities.

(2) The main sentence shall be *ex officio* obliterated from the register referred to in paragraph (1) of this Article upon expiry of the three year period as of the day the sentence has been enforced or time barred.

(3) The secondary sentences referred to in Article 96-b points 1 through 6 of the Criminal Code shall be *ex officio* obliterated from the referred register upon expiry of the time for which they have been pronounced.

(4) The minister of economy in cooperation with the minister of justice shall prescribe the form, content and manner of keeping the register of sentences for committed crimes by legal entities.

Register of determined claims of trustees in bankruptcy procedure

Article 13-c

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Notification upon the completed entry

Article 14

(1) The Central Register shall notify the competent state bodies and organizations following the completed entry, that is:

- 1) the Customs Administration of the subject of entry that has registered a scope of work international trade for its entered data in the register;
- 2) the Public Revenue Office of the entered PTN of the subject of entry;
- 3) the bank in which the subject of entry has chosen to open the first account; and
- 4) the State Statistical Office of the data necessary for establishing, maintaining and updating the statistical business register.

(2) The data entered in the register shall be used by the competent state bodies and organizations referred to in paragraph (1) of this Article exclusively for serving their purpose determined by law.

Expert council of the one-stop-shop system

Article 15

(1) The Central Register, through the expert council provides establishment and maintenance of a single methodological and technological basis of the information systems that are of importance for the accomplishment of the goals and aims of the one-stop-shop system determined by this Law.

(2) The expert council shall be established by the director of the Central Register out of the bodies and organizations that participate in the functioning of the one-stop-shop system.

(3) The director of the Central Register may involve other experts in the work of the expert council.

(4) The establishment of the expert council, the number of members, the manner of operation and decision making, as well as other issues, shall be regulated by a book of rules adopted by the expert council and approved by the director of the Central Register.

III. KEEPING THE TRADE REGISTER AND THE REGISTER OF OTHER LEGAL ENTITIES

1. COMMON PROVISIONS

Principles based on which the registers are kept and the entries are made

Article 16

(1) The trade register and the register of other legal entities shall be kept as basic registers on the basis of which law-based rights are established.

(2) The Central Register shall abide by the following principles regarding the keeping of the registers, and especially regarding the entering and dealing with the data in the registers:

- 1) publicity, according to which all data from the registers are available to the interested parties without proving the legal interest, unless otherwise determined by law;
- 2) truthfulness and mindfulness, according to which the third parties that participate in the legal transactions or exercise any of their rights trust the data from the register and do not bear the harmful legal consequences that may arise from a false entry of a datum or failure to enter data in the register. In the case of discrepancy between a datum to be entered on a subject of entry entered in the register and a datum entered in the databases of other registers, the third parties shall rely upon data contained in the registers kept under this Law;
- 3) independence in the decision-making, according to which the registrar is independent in the decision-making within the limits of his powers determined by this and another law;

- 4) availability, according to which the access to the data in the registers is provided and enabled electronically and in another prescribed manner;
- 5) efficiency and effectiveness, according to which the registration procedure, the access to the register and the issuance of extract from the register is executed without any delay and by lower costs as possible;
- 6) priority, according to which in the case of conflict of interests regarding an entry of data in a register, priority is given to the first submitted application for entry;
- 7) expertise, according to which the registrar and the other persons are making the entries with a high level of professionalism and professional ethics; and
- 8) entirety of data entry upon registry, according to which all the data from the application for entry are simultaneously entered at the time of submission of the application for entry.

Competence for keeping the registers

Article 17

- (1) The trade register and the register of other legal entities shall be kept by the Central Register through the registration offices.
- (2) The Central Register shall determine, by an internal act, the municipalities where it shall establish the offices referred to in paragraph (1) of this Article.
- (3) The act referred to in paragraph (2) of this Article shall be published in the "Official Gazette of the Republic of Macedonia" and shall be made available on the website of the Central Register.

Registrar

Article 18

- (1) The registrar shall be appointed by the Governing Board of the Central Register on a proposal of the director of the Central Register.
- (2) The registrar shall be appointed from among the law graduates who have passed the bar examination and have a work experience in legal matters of not less than 5 years following the passing of the bar examination. The appointment shall be made by means of a public announcement for a four-year term of office, with a right to re-appointment.
- (3) The Governing Board of the Central Register, on a proposal of the director of the Central Register, may dismiss the registrar before the expiry of his/her term of office, that is:
 - 1) upon request of the registrar;
 - 2) if the registrar fails to perform his/her function in compliance with law and the acts of the Central Register, following a previously conducted procedure and determined actual situation;
 - 3) if the registrar is convicted of a crime for which an imprisonment of more than six months is prescribed or a security measure – prohibition on practicing profession, performing an activity or duty for a period of more than six months is imposed;
 - 4) in the case of prevention from executing the office due to illness for a period of more than six months, and
 - 5) due to abuse of office.

Authorizations and obligations of the registrar

Article 19

(1) The registrar shall have the following authorizations and obligations:

- 1) to make entries in the appropriate register in accordance with a procedure set out by law, to issue receipts for submitted application for entry and to make decisions upon the submitted application for entry;
- 2) to ensure examination in the appropriate register, to issue a verified extract from the register and copies of the documents and proofs for the subjects of entry on the basis of which the entry in the register has been made;
- 3) to make the application forms available to the subjects of entry in a written form or through the website of the Central register;
- 4) to ensure the conversion of the written documents and proofs of the subjects of entry on the basis of which the entry in the register has been made into an electronic form;
- 5) to store all the documents and proofs of the subjects of entry based on which the entry in the register has been made; and
- 6) to do other activities necessary for unobstructed and correct functioning of the registers in accordance with law and the other regulations and acts of the Central Register.

(2) The Registrar shall perform the activities referred to in paragraph (1) of this Article in compliance with law, shall work systematically, keep the register updated, and act professionally toward the persons who request registration and examination of the registers.

Exemption of the registrar

Article 19-a

(1) The director of the Central Register shall decide upon the exemption of the registrar by conclusion.

(2) Another authorized person who is to decide in the procedure regarding the case where the exemption has been determined shall be determined by the conclusion based on which the request for exemption is adopted.

Authorized persons

Article 20

(1) The registrar shall execute the authorizations referred to in Article 19 of this Law through authorized persons in the registration offices.

(2) The persons referred to in paragraph (1) of this Article shall be appointed by the director of the Central Register on a proposal of the registrar.

(3) The persons referred to in paragraph (1) of this Article shall be law graduates who have passed the professional examination.

(4) The professional examination shall be conducted in accordance with the program for taking a professional examination adopted by the Governing Board of the Central Register on a proposal of the registrar. The examination shall be taken in front of a commission established by the director of the Central Register consisted of persons the majority of which are not employees of the Central Register. The work of the commission and the other issues falling within the commission's competence shall be regulated by a rules of procedure.

Data to be registered

Article 21

(1) The register shall contain the data the entry of which is determined by law.

(2) Data pertinent to performing the activities of the entity of entry, such as assigned number of the VAT payer, licenses, special licenses, concessions etc, the entry of which in special registers and records is stipulated by law are also entered in the register. These data shall be entered in electronic form.

(3) Apart from the data referred to in paragraph (1) and (2) of this Article, data such as the telephone number, fax, web address and other data on the entity of entry stated as optional in the registration entry form may be entered in the register upon a request of the entity of entry.

(4) In the entry procedure in the competent register, in addition to the data determined in paragraph (2) of this Article, the entities subjected to entry shall be obliged to report an electronic mail box address for receipt of writs, as well as any change of the electronic mail box address.

Constituent part of the registries

Article 22

(1) If so determined by law, the register shall contain a collection of enclosures consisted of the documents and proofs (hereinafter: the enclosures) for each subject of entry on the basis of which the entry has been made in the register.

(2) The enclosures referred to in paragraph (1) of this Article may be submitted in electronic form.

(3) The enclosures referred to in paragraph (1) of this Article and the application, if submitted in a written form, after their submission and conversion in electronic form, shall be archived and permanently stored in accordance with the regulations on archive materials.

Registration forms

Article 23

(1) The entries in the register shall be made on special registration forms.

(2) The registration forms shall be prepared by the Central Register and they shall follow the system solution of the appropriate register. The form and content of the registration forms shall be prescribed by the minister of economy. The registration forms shall be available in electronic format for the purpose of their submission by electronic means through the one-stop-shop system.

Form for allocation of the generated incomes by activity

Article 23-a

(1) The form for allocation of the generated incomes by the activities referred to in Article 9 of this Law shall be a comprising part of the annual account and the financial reports of the entities. The deadline for preparing and submitting the form for allocation of the generated incomes by the activities shall be the same as the deadlines for preparing and submitting the annual accounts and the financial reports submitted to the Central Register, in accordance with the provisions of the Law on Trade Companies.

(2) The minister of finance shall prescribe the form, content and manner of filling in the form for allocation of the generated incomes by activity.

(3) The minister of finance shall prescribe which special data are necessary for the system of state records and shall prescribe the form and content of the form for the state records.

Statement on accuracy and authenticity of the data shown in the annual account and the financial reports

Article 23-b

(1) A statement signed by the legal representative, given under moral, material and criminal liability for the accuracy and authenticity of the data shown in the annual account and the financial reports shall be attached to every annual account and financial reports submitted in a paper form, and if the annual account and the financial reports are submitted electronically, the statement that is their integral part shall be signed with an electronic signature.

Alterations of the entered data

Article 24

(1) The subject of entry which has required registration in the register may request a datum from the entry made in a register to be changed, supplemented, updated and deleted, or the enclosures to be changed or supplemented.

(2) The registrar may also change, supplement, update and delete a datum from an entry made in a register on the basis of a legally valid decision.

Use and availability of the data

Article 25

(1) Every natural person and legal entity may use the data from entries made in the registers in accordance with law, in a manner determined by the Law on Central Register, that is, another law.

(2) The Central Register shall provide permanent access to the data entered in the registers through its website.

2. KEEPING REGISTERS IN ELECTRONIC FORM

Electronic keeping of registers

Article 26

The establishment, keeping and administration of the registers in electronic form shall be made by the Central Register in the manner and procedure which enables identical written and electronic form of the register, as well as unification, objectivity, safety, rationality, functionality and publicity.

Electronic solution for keeping the registers

Article 27

(1) The Central Register shall prepare an electronic solution for keeping all the types of entries in the registers in electronic form according to chronological order. The electronic solution shall provide

strictly controlled access to the system only for the authorized persons, registered in the Central Register with their user name and password.

(2) The Central Register shall provide safety and protection of the data kept in electronic form by physical protection and a system of double storage of data.

Data that are kept in the registers in electronic form

Article 28

(1) The application for entry of the subject of entry, the enclosures (documents and proofs), the court decisions regarding the entry in the register and the other submissions shall be appropriately entered and kept in the registers in electronic form.

(2) The entire content of the registers that is kept in a written form shall be entered and kept in the registers in electronic form.

Electronic record book

Article 29

(1) The electronic record book shall be used for keeping the register in electronic form.

(2) The content of the electronic record book shall be determined by the regulation referred to in Article 23 of this Law.

Decision on entry in the register

Article 30

(1) The data entered in the register shall be automatically printed after the entry, control and approval of the data contained in the electronic form.

(2) The decision on entry in the register shall be adopted in a form appropriate for the type of entry, according to the data referred to in paragraph (1) of this Article.

(3) The decision on entry shall contain the current data for the subject of entry in the register.

(4) The adopted decision on entry shall be available to the subject of entry in electronic form if the application for entry is submitted by electronic means using the Internet. On request of the authorized applicant, the decision can be delivered to the subject of entry in a written form as well.

Availability and use of data entered in the register in electronic form

Article 31

(1) The data entered in the register in electronic form shall be public and available under the conditions set out in this or another law.

(2) The data entered in the register in electronic form shall be issued as information, receipt, copy of scanned documents, etc, the cost of which shall be born by the applicant.

(3) The party may lodge a complaint against the issued data in a form of information, receipt, copy of scanned documents. The complaint shall be submitted to the Central Register within a period of eight days as of the day of receipt of the information, receipt, that is, copy of scanned document.

(4) A special organizational part of the Central Register shall decide on the complaint.

(5) The decision on the complaint shall be adopted by the Central Register within a period of 15 days as of the day of receipt of the complaint.

(6) An administrative dispute may be initiated against the decision referred to in paragraph (5) of this Article before a competent court.

3. PROCEDURE FOR ENTRY IN THE REGISTER

Initiation of a procedure

Article 32

The procedure for entry in the register shall be initiated by submitting an application for entry in writing to the office of the Central Register, or by submitting an application for entry in electronic form through the one-stop-shop system, unless otherwise determined by other law.

Content of the application for entry

Article 33

(1) The application for entry shall be submitted on a prescribed form which contains the data that pursuant to law are entered in the appropriate register. If a form is not prescribed, the application for entry shall be submitted as a submission which contains the data that pursuant to law are entered in the register.

(2) The enclosures determined by law according to the type of entry, that is, the datum which is entered in the register and the proof of paid fee for the costs shall be attached to the application for entry.

(3) The Central Register, through the one-stop-shop system, shall make possible for all applicants for entry in the trade register that submit the applications via electronic means outside the territory of the Republic of Macedonia to use the option for language support in another official language of a member state of the European Union corresponding to the Macedonian support for the same decision.

The applicant

Article 34

An applicant shall be a person who is authorized by law to submit an application for entry.

(2) The application for entry in an electronic form, on behalf of the applicant referred to in paragraph (1) of this Article, may also be submitted by a registration agent.

Criteria for obtaining an authorization for a registration agent

Article 34-a

(1) In order for a person to obtain an authorization for a registration agent, the person should meet the following criteria:

1) to be registered as a sole proprietor or a trade company for carrying out an accounting activity, or to be entered in the Directory of Lawyers or the Directory of Law Companies;
2) to employ a person holding a certificate of an accountant/an authorized accountant in accordance with the Law on Carrying Out Accounting Activities or to be a legal practitioner in accordance with the Law on Legal Practice;
3) to meet certain technical and technological requirements and equipment suitable for exercising the authorization, to have signed an agreement for using the E-registration System with the Central Register of the Republic of Macedonia, and to have a personal qualified digital certificate, in accordance with the Law on Data in Electronic Form and Electronic Signature; and
4) to have signed a statement for protection of personal data prior to the beginning his/her work that it is to respect the rules for submission of an application for entry determined by law.

(2) The Central Register of the Republic of Macedonia shall prescribe the form and the contents of the authorization form of this Law.

Costs for obtaining the authorization

Article 34-b

(1) The costs for obtaining the authorization shall be born by the applicant.

(2) The costs referred to in paragraph (1) of this Article shall be determined by the Central Register.

Procedure for obtaining the authorization

Article 34-c

(1) For the purpose of obtaining the authorization, the person shall submit a request to the Central Register.

(2) The following shall be attached to the request referred to in paragraph (1) of this Article:
1) a proof of an employed person who holds a certificate of an accountant/an authorized accountant, in the case of a sole proprietor or a trade company for carrying out accountant activities;
2) a statement that it meets certain technical and technological requirements and equipment, suitable for exercising the authorization, and a personal qualified digital certificate, in accordance with the Law on Data in Electronic Form and Electronic Signature; and
3) a statement for protection of personal data signed by the authorization applicant and that it is to respect the rules for submission of an application for entry determined by law.

(3) The request referred to in paragraph (2) of this Article shall be submitted in two identical forms with one enclosure of proofs.

(4) The Central Register shall prescribe the form and the contents of the request referred to in paragraph (1) of this Article.

(5) If the criteria determined pursuant to this Law are met, the Central Register shall sign an agreement with the person referred to in paragraph (1) of this Article for using the E-registration System and shall adopt a decision on issuance of an authorization for a registration agent within a period of 15 days as of the day of submission of the request referred to in paragraph (1) of this Article.

(6) The decision referred to in paragraph (4) of this Law shall be issued with a permanent validity.

(7) The authorization cannot be transferred.

Rejection of the request

Article 34-d

(1) The Central Register of the Republic of Macedonia, within a period of 15 days as of the day of receipt of the request referred to in Article 34-c paragraph (1) of this Law, shall reject it by a decision, provided that the criteria determined in accordance with this Law are not met.

(2) An appeal against the decision referred to in paragraph (1) of this Article may be filed with the State Commission for Decision-making in Administrative Procedure and Labor Relation Procedure in Second Instance within a period of 15 days as of the day of receipt of the decision.

Revocation of the authorization

Article 34-e

(1) The Central Register of the Republic of Macedonia shall, by a decision, revoke the authorization for a registration agent in the cases where the holder of the authorization no longer meets the criteria determined in accordance with Article 34-a paragraph (1) of this Law, as well as in the case where the holder of the authorization:

- 1) fails to observe the rules on submission of the application for entry determined by this Law;
- 2) fails to submit a single application for entry within a period of six months; or
- 3) states that it does not wish to carry out the activity of a registration agent.

4) within a period of 15 days as of the day of submission of the minutes referred to in Article 34-i paragraph (4) of this Law, does not eliminate the irregularities established in the minutes and does not inform the authorized official person thereof.

(2) An appeal against the decision referred to in paragraph (1) of this Article may be filed with the State Commission for Decision-making in Administrative Procedure and Labor Relation Procedure in Second Instance within a period of 15 days as of the day of receipt of the decision.

(3) The appeal against the decision referred to in paragraph (2) of this Article shall not postpone the enforcement of the decision.

(4) The entity which has been revoked the authorization for a registration agent may re-acquire a new authorization for a registration agent upon the expiry of the period of one year as of the day of revocation of the authorization.

Article 34-f

(1) The Central Register shall control the holder of authorization for a registration agent regarding the fulfillment of the criteria for obtaining an authorization, taking actions during submission of an application for entry, and provision of entry services through the E-registration System.

(2) The control referred to in paragraph (1) of this Article shall be conducted *ex officio*, or upon a previously submitted report, with a prior notice or without a notice. The control shall be conducted on field by direct inspection of the premises of the holder of the authorization and using the recorded data in the registers.

(3) The Central Register shall prepare an Annual Control Plan and it shall post a list of entities that are to be controlled and a time frame of the control on its website. Furthermore, it shall notify the entities that are to be controlled using the recorded electronic mail box address.

Article 34-g

- (1) The direct on-field control shall include examination:
- of the identicalness of the data contained in the application and the enclosures submitted through the E-registration System with the data contained in the enclosures submitted to the registration agent by an entity of entry,
 - of the fulfillment of the criteria determined in Article 34-a of this Law,
 - whether regarding the provided service for submission of the entry application for establishment of a sole proprietor and a trade company, it acts in accordance with Article 35 paragraph (7) of this Law, and
 - of the actions in accordance with Article 82 paragraph (4) of the Law on Trade Companies.

Article 34-h

- (1) The direct on-field control shall be conducted by official persons employed in the Central Register, authorized by the director of the Central Register.

Article 34-i

- (1) The registration agents shall be obliged to provide the authorized official person referred to in Article 34-h of this Law with conditions for conducting the control, as well as to enable inspection in the necessary documents and data.

- (2) The authorized official person shall compose minutes of the completed control where he/she shall record the established actual situation. The minutes shall be signed by the authorized official person and the controlled registration agent.

- (3) If the registration agent refuse to sign and accept the minutes, the refusal shall not have any meaning for the initiation of a procedure for revocation of the authorization.

- (4) If non-fulfillment of the criteria foreseen in Article 34-a of this Law or omission of actions in accordance with Article 82 paragraph (4) of the Law on Trade Companies is established during the control, the authorized official person, by minutes, shall oblige the registration agent to eliminate the established irregularities within a period of 15 days.

- (5) If the authorized official person establishes a violation of Article 35 paragraph (7) of this Law, he/she shall establish in the minutes that a procedure for adoption of a decision on revocation of the authorization for a registration agent shall be initiated.

- (6) The authorized official person shall submit a copy of the minutes referred to in paragraph (2) of this Article to the controlled entity on the day of conducting the control.

Submission of the application for entry

Article 35

- (1) The application for entry shall be submitted in a paper or electronic form. Where the application is submitted electronically, it shall be signed by an electronic signature.

- (2) The application for entry of a sole proprietor and a trade company in the single trade register shall be submitted exclusively in electronic form.

(3) As an exception to paragraph (2) of this Article, the application for entry shall be submitted in a paper form if the entry is made based on an effective court decision or a decision of a state administrative body.

(4) The application for entry in a paper form shall be submitted in one copy, in one of the registration offices of the Central Register of the Republic of Macedonia.

(5) The application for entry in electronic form shall be submitted via the E-registration System.

(4) The application for entry in a paper form shall be submitted in one copy.

(6) If the application for entry is submitted in a paper form by mail, the date and the time of receipt in the registration office shall be regarded as date and time of its submission.

(7) *Abolished* **3**

Article 35-a

(1) The enclosures that have been initially prepared in electronic form by the applicant referred to in Article 34 paragraph (2) of this Law, and signed by him/her with an electronic signature, shall have the validity of an original.

(2) The applicant referred to in Article 34 paragraph (2) of this Law must convert, that is, transfer the enclosures to the application for entry which have been prepared in a paper form in electronic form as a whole.

(3) The enclosures referred to in paragraph (2) of this Article signed with an electronic signature of the applicant referred to in Article 34 paragraph (2) of this Law shall have the validity of a certified copy of the original.

Article 35-b

(1) The registration agent sole proprietor and trade company, as an accountant/authorized accountant, shall carry out electronic submission of the application for entry for establishment of a sole proprietor, limited liability company, and limited liability company by a single person.

(2) The registration agent sole lawyer or law company shall carry out electronic submission of an application for entry of a sole proprietor, an application for entry for establishment, change and deletion of all forms of trade companies determined by the Law on Trade Companies in the single trade register.

(3) The registration agent referred to in paragraphs (1) and (2) of this Article shall determine the identity of the participants in the registration procedure, the authenticity of the signatures on the enclosures of the application for entry, and shall verify them by its digital signature.

(4) The identity of the participants shall be determined on the basis of a valid identification card or a travel document, and for legal entities, on the basis of a proof of registration in the competent register, and the authenticity of the signature shall be determined on the basis of a personal statement acknowledging the signature as its own or signing the enclosures by its own hand in the presence of the registration agent.

Receipt of a submitted application for entry

Article 36

- (1) Upon recording the application for entry in the electronic record book, a record book number shall automatically be assigned and a receipt of submission shall be issued.
- (2) The receipt shall be issued on a form determined by the regulation referred to in Article 23 of this Law, indicating the time of submission of the application for entry, the number of the electronic record book, the register's mark, the subject of entry, the list of received enclosures, and the data on the paid fee for entry.
- (3) If the application for entry is submitted electronically or by mail, the receipt shall be delivered to the applicant on its postal or electronic address stated in the application for entry without any delay.

Withdrawal of an application for entry

Article 37

- (1) The applicant may withdraw the application for entry before the first instance decision is made.
- (2) If the application for entry is withdrawn, a conclusion on termination of the procedure shall be adopted.

Acting upon an application for entry with deficiency

Article 38

- (1) If the application contains a formal deficiency which prevents the acting upon the application and it cannot be rejected only on this ground, the registrar shall inform the applicant to eliminate the deficiencies within five days. The registrar shall put a notice on the application thereof.
- (2) If the applicant eliminates the deficiencies within the the deadline referred to in paragraph (1) of this Article, it shall be considered that the application is duly submitted. If the applicant fails to eliminate the deficiencies within the determined period, it shall be considered that the application is not submitted, and the registrar shall adopt a conclusion against which a special appeal may be filed. The applicant shall be warned about such a consequence in the notification for correction of the application.
- (3) If the applicant eliminates the established deficiencies of the application for entry, it shall keep the right of priority of an earlier submitted application for entry.

Examination of an application for entry

Article 39

- (1) After receiving the application for entry, the registrar shall examine if:
 - 1) the Central Register is competent to act upon the application for entry;
 - 2) the requirements for entry set out by law are met;
 - 3) the signatory party of the application for entry is an authorized person for its submission;
 - 4) the application for entry contains all the data in accordance with law;
 - 5) all enclosures determined by law are attached to the application for entry;
 - 6) the data entered in the application for entry are identical with the data from the application enclosures;

7) another subject of entry is registered under the same name; and
8) a proof for the paid fee is attached to the application for entry.

(2) During the entry, the registrar shall:
1) not examine the lawfulness and truthfulness of the content of the enclosures (documents and proofs) that are submitted for the entry in the registers;
2) not examine the lawfulness of the procedure under which they have been adopted; and
3) not examine whether the data entered in the register are true and in accordance with law.

(3) The person, i.e. the persons determined by law shall be held liable for the truthfulness and lawfulness of the enclosures and data referred to in paragraph (2) of this Article.

Several requests within one application for entry

Article 40

(1) The registrar shall simultaneously decide upon a request for entry of all the data contained in the application for entry in the register.

(2) If the application for entry contains several requests for entry of a change of data entered in the register, different decisions for each request may be adopted.

Decision on entry

Article 41

(1) If the registrar determines that the requirements for entry in accordance with Article 39 of this Law are fulfilled, (s)he shall adopt a decision on entry within 4 hours from the moment of submission of the complete documentation.

(2) The decision on entry in the register shall be adopted without explanation.

(3) If the application for entry is submitted electronically, the deadline referred to in paragraph (1) of this Article shall be counted from the day of receipt of the application and the enclosures in a written form.

(4) The decision on entry shall be enforceable as from the day of its adoption.

(5) The appeal against the decision referred to in paragraph (1) of this Article shall not postpone the enforcement of the decision.

(6) The pre-registration of data, which are determined by law to be pre-registered, shall be done by a conclusion in which the pre-registration of the data is stated.

Article 41-a

(1) If the registrar fails to adopt the decision referred to in Article 41 paragraph (1) of this Law, that is, fails to reject the application for entry within the deadline referred to in Article 41 paragraph (1) of this Law, the applicant shall have the right to submit a request to the filing office of the director of the Central Register for adoption of a decision upon the submitted request, in a period of three business days.

(2) The form and content of the request referred to in paragraph (1) of this Article shall be prescribed by the minister of economy.

(3) A copy of the request referred to in Article 32 of this Law shall be attached by the applicant to the request referred to in paragraph (1) of this Article.

(4) The director of the Central Register of the Republic of Macedonia shall be obliged, in a period of five business days as of the day of submission of the request referred to in paragraph (1) of this Article to the filing office of the director of the Central Register, to adopt a decision by which the application for entry is accepted or rejected. If the director of the Central Register does not have a filing office, the request shall be submitted to the filing office at the head office of the Central Register.

(5) If the director of the Central Register fails to adopt a decision in the deadline referred to in paragraph (4) of this Article, the applicant may notify the State Administrative Inspectorate in a period of five business days.

(6) The inspector shall be obliged, in a period of ten days as of the day of receipt of the notification referred to in paragraph (5) of this Article, to conduct supervision in the Central Register of whether the procedure in accordance with law has been implemented and notify the application of the measures taken in a period of three business days as of the day of completed supervision.

(7) The inspector, after the completed supervision in accordance with law, shall adopt a decision obliging the director of the Central Register, in a period of ten days, to decide upon the submitted request, that is, to accept or reject the request and to notify the State Administrative Inspectorate of the adopted act and to submit a copy of the act whereby it has been decided upon the request.

(8) If the director of the Central Register fails to decide in the time period referred to in paragraph (7) of this Article, the inspector shall file a motion for initiation of a misdemeanor procedure for a misdemeanor determined by the Law on Administrative Inspection and shall set an additional time period of five business days during which the director of the Central Register shall decide upon the submitted request and shall notify the inspector of the adopted act within the same time period. A copy of the act whereby it has been decided upon the submitted request shall be attached to the notification. The inspector shall notify the applicant of the measures taken in a period of three business days.

(9) If the director of the Central Register fails to decide even in the additional deadline referred to in paragraph (8) of this Article, the inspector shall file a report to the competent public prosecutor in a period of three business days and, in the same time period, shall notify the applicant of the measures taken.

(10) If the inspector fails to act upon the notification referred to in paragraph (6) of this Article, the applicant shall have the right to file an objection to the filing office of the director of the State Administrative Inspectorate in a period of five business days. If the director does not have a filing office, the request shall be submitted to the filing office at the head office of the State Administrative Inspectorate.

(11) The director of the State Administrative Inspectorate shall be obliged, in a period of three business days as of the receipt, to review the objection referred to in paragraph (10) of this Article and if the director establishes that the inspector has failed to act upon the notification of the applicant referred to in paragraph (5) of this Article or fails to file a report in accordance with paragraph (9) of this Article, the director of the State Administrative Inspectorate shall file a motion for initiation of a misdemeanor procedure for a misdemeanor determined by the Law on Administrative Inspection for the inspector, and shall set an additional time period of five business days during which the inspector shall conduct supervision in the Central Register of whether the procedure has been implemented in

accordance with law and, in a period of three business days as of the day of completed supervision, shall notify the applicant of the measures taken.

(12) If the inspector fails to act even in the additional deadline referred to in paragraph (11) of this Article, the director of the State Administrative Inspectorate shall file a report to the competent public prosecutor against the inspector and shall notify the applicant of the measures taken in a period of three business days.

(13) In the case referred to in paragraph (12) of this Article, the director of the State Administrative Inspectorate shall immediately, and in a period of one business day at the latest, authorize another inspector to conduct the supervision forthwith.

(14) In the cases referred to in paragraph (13) of this Article, the director of the State Administrative Inspectorate shall, in a period of three business days, inform the applicant about a misdemeanor determined by the Law on Administrative Inspection.

(15) If the director of the State Administrative Inspectorate fails to act in accordance with paragraph (11) of this Article, the applicant may file a report to the competent public prosecutor in a period of eight business days.

(16) If the director of the Central Register fails to decide within the deadline referred to in paragraph (9) of this Article, the applicant may initiate an administrative dispute with the competent court.

(17) The procedure with the Administrative Court shall be urgent.

(18) The bylaw referred to in paragraph (2) of this Article shall be adopted in a period of 15 days as of the day of adoption of this Law.

(19) Upon the adoption of the bylaw referred to in paragraph (2) of this Article, it shall be published on the website of the Central Register forthwith, and in a period of 24 hours at the latest.

Delivery of a decision

Article 42

(1) The Central Register, after entering the data referred to in Article 4 of this Law, shall deliver the decision on entry to the subject of entry and to other subjects if so determined by law.

(2) The decision on entry referred to in paragraph (1) of this Article shall be delivered without any delay upon previously submitted proof for the paid fee for the costs of the Central Register.

(3) The date of receipt of the decision shall be recorded in the decision in a written form and shall be entered in the decision in electronic form.

(4) The decision adopted in the procedure for electronic submission of the documents for entry in the register shall be considered delivered when published on the official Internet site of the Central Register of the Republic of Macedonia.

(5) The Central Register shall be obliged to deliver a copy of the decision referred to in paragraph (4) of this Article to the electronic mail box address of the subject of entry to which the adopted decision refers.

Correction of errors

Article 43

(1) If there is a discrepancy between the data recorded in the register and the data contained in the decision in regard to the names or numbers, wordings or calculations, as well as any other obvious errors in the decision or its verified transcripts, the registrar who has signed or issued the decision may correct any such errors at any time. The correction of errors shall produce legal effects as of the day of effectiveness of the decision that is subject to correction, and for third parties as of the day following the publication of the correction.

(2) A special conclusion shall be adopted for the correction. The correction shall be entered in the original decision and a consolidated text of the decision shall be issued. The consolidated text of the decision shall be signed by the registrar who has signed the conclusion for the correction.

(3) A special appeal shall be allowed against the conclusion for correction of the decision or for refusal of the proposal for correction.

Right to appeal and competence for deciding upon appeal

Article 44

(1) An appeal against the decision on entry shall be allowed.

(2) The Appeal Commission as a second instance body shall decide upon the appeal against the first instance decision, that is, in the cases where possibility of a right to a special appeal against a conclusion is foreseen.

(3) The appeal shall be submitted within eight days as of the day of receipt of the decision in a written form, that is, as of the day of its publication on the website of the Central Register of the Republic of Macedonia when it is submitted in electronic form.

(4) The appellant shall not invoke on data not being entered in the application for entry and enclosures not being submitted.

(5) Where this Law determines the right to an appeal against a conclusion, and does not set the deadline for a special appeal, the deadline shall be three days as of the day of receipt of the conclusion in a written form, that is, as of the day of its publication on the website of the Central Register of the Republic of Macedonia if it is submitted in electronic form.

Handing in an appeal

Article 45

(1) The appeal shall be directly handed or sent by registered mail to the Central Register.

(2) If the appeal is sent or directly handed to the Appeal Commission, it shall be considered as handed to the Central Register.

Acting upon a complaint by a first instance body

Article 46

(1) The Central Register shall examine whether the appeal is allowed, filed on time and filed by an authorized person.

(2) The appeal that is not allowed, not filed on time or not filed by an authorized person shall be rejected by a decision.

(3) The timeliness of the appeal being handed or sent directly to the Appeal Commission shall be evaluated according to the date when it is received by the Appeal Commission.

(4) The person submitting the application for entry shall have the right to file an appeal against a decision that rejects the appeal based on paragraph (2) of this Article. If the Appeal Commission finds the appeal justifiable, it shall simultaneously decide upon the appeal that has been rejected.

Decision upon appeal

Article 47

(1) If the Central Register finds the appeal justifiable, and initiation of a new procedure is not necessary, it may adopt the request in the application for entry and replace the decision contested by the appeal by a new decision.

(2) If the Central Register does not act in accordance with paragraph (1) of this Article, it shall be obliged, without any delay, to deliver the appeal together with the documents to the Appeal Commission for decision.

Composition of the Appeal Commission

Article 48

(1) The Appeal Commission shall have three members, out of which one shall be a president and two members and their deputies.

(2) The Government of the Republic of Macedonia shall appoint the members of the Appeal Commission.

(3) The members of the Appeal Commission shall be appointed from among the law graduates who have passed the bar examination and have not less than five years of service in legal matters after passing the examination. The appointment shall be made for a four-year period, and the same person can be re-appointed.

(4) Person employed or appointed in the Central Register of the Republic of Macedonia cannot be a member of the Appeal Commission.

(5) The Government of the Republic of Macedonia may dismiss the member of the Appeal Commission before the expiry of his/her term of office:

- 1) upon request of the member of the Appeal Commission;
- 2) if the member of the Appeal Commission does not perform his/her office in accordance with law, upon previously implemented procedure and determined factual situation;
- 3) if (s)he has been convicted of a crime for which an imprisonment of more than six months is foreseen or a security measure prohibition on practicing profession, performing an activity or duty for a period of more than six months has been imposed;
- 4) in the case of prevention from exercising the office due to illness for a period of more than six months;
- 5) due to abuse of office.

Manner of working and decision-making of the Appeal Commission

Article 49

- (1) The Commission shall work and decide in council of three members. The council shall adopt the decisions with majority of votes.
- (2) The Commission shall appoint a secretary of the Commission from among the employees of the Central Register who shall perform the professional activities related to the work and decision-making of the Commission.
- (3) The Appeal Commission shall adopt a rules of procedure which regulates the manner of working and decision-making.

Decision-making of the Appeal Commission

Article 50

- (1) The Appeal Commission shall reject the appeal if it is not allowed, not filed on time or not filed by an authorized person.
- (2) The Appeal Commission may reject the appeal, accept the appeal, annul the decision partially or completely, or amend the decision.
- (3) The Appeal Commission shall reject the appeal if it establishes that the procedure preceding the decision has been conducted properly and that the decision is based on law, and the appeal is ungrounded.

Acting of the Appeal Commission upon an annulled decision

Article 51

- (1) If the Appeal Commission determines violation in the first instance procedure which makes the decision null and void, it shall pronounce such decision as null and void.
- (2) If the Appeal Commission determines that the first instance decision is not adopted by the registrar, it shall *ex officio* annul that decision and shall submit the case to the Central Register for decision.

Annulment and alteration of a first instance decision

Article 52

If the Appeal Commission determines violations in the first instance procedure that have affected the decision-making upon the application for entry, or that the disposition of the contested decision is unclear, or that the law on the basis of which it is decided upon the application for entry is misapplied, it shall by a decision annul the first instance decision and shall point the registrar how to amend the entry procedure, and the registrar shall be obliged to act upon the second instance decision and adopt a new decision without any delay.

Change of a decision notwithstanding the request stated in the appeal

Article 53

For the purpose of correct deciding upon the application for entry, the Appeal Commission may, regarding the appeal, change the decision in favor of the appellant notwithstanding the request stated in the appeal, but within the framework of the request stated in the first instance procedure.

Appeal when the first instance decision is not adopted

Article 54

If an appellant has filed an appeal with regard to an application for entry upon which the registrar failed to adopt a decision within the deadlines set out by this Law, and if the Appeal Commission finds that the decision is not adopted within the deadline due to justified reasons, it shall set the registrar a deadline for adopting a decision that cannot be longer than five days. If the reasons for which the decision has not been adopted within the deadline are not justifiable, the Appeal Commission shall require from the registrar to send it the documents of the case and it to decide upon the matter by itself. This decision shall be final.

Deadline for adoption of a decision upon appeal

Article 55

(1) A decision upon an appeal must be adopted and delivered to the party as soon as possible, but not later than 14 days as of the day of submission of the appeal.

(2) If the party withdraws from the appeal, the procedure upon the appeal shall be terminated by a conclusion.

Application of law and court protection

Article 56

(1) In absence of provisions on entry procedures, regulated by this Law, the Law on General Administrative Procedure shall apply, with exception of the provisions of Articles 114, 115, 116, 117, 121, 122, 123, 124 and 125.. [4](#)

(2) Administrative dispute may be initiated against a final decision.

Date, time of entry and publication of entered data

Article 57

(1) The data of the application for entry shall be considered entered in the register as of the day of adoption of the decision, unless otherwise determined by another law.

(2) The data entered in the basic registers shall be published on the website of the Central Register.

(3) The entry of a datum entered in a basic register shall have a legal effect against third parties on the day following the publication as referred to in paragraph (2) of this Article, unless otherwise determined by another law.

4. ENTRY OF DELETION FROM THE REGISTER AND INACTIVE SUBJECT OF ENTRY

Deletion of entry from the register

Article 58

In the case of fulfillment of the requirements for deletion of an entered subject of entry from the register or of an entered datum on a subject of entry based on a legally valid decision or based on a law, the registrar shall *ex officio* adopt a decision on deletion of the entry from the register.

***Ex officio* deletion of entry**

Article 59

(1) Where a legally valid decision determines that a liquidation or bankruptcy procedure, a procedure for reorganization or another procedure referring to a datum entered in a register has been initiated against a subject of entry, the registrar shall *ex officio* adopt a decision on entry of that datum. Upon the implementation of the bankruptcy, that is, liquidation procedure, the subject of entry shall be deleted from the appropriate register. The body that has implemented the procedure shall, upon its completion, without any delay, submit a proof to the Central Register thereof (legally valid decision) and a proof of the paid fee for the costs of the Central Register, based on which the registrar shall adopt a decision on deletion and shall delete the subject of entry from the appropriate register. The decision on deletion of the subject of entry shall have a legal effect towards third parties as of the day of its publication on the website of the Central Register.

(2) The registrar shall deliver a transcript of the decision on deletion of the subject of entry from the register to the body referred to in paragraph (1) of this Article.

Availability of the deleted data

Article 60

(1) The deletion from a register of an entered subject of entry or of an entered datum on a subject of entry shall remain recorded in the register and shall bear the mark "deleted subject of entry" or "deleted datum" and the grounds for the deletion and the time of deletion shall be stated.

(2) All deleted data on an entered subject of entry from the register shall be permanently stored in the register and shall be available to the interested parties under the terms of accessibility of the other data kept by the Central Register.

Recording an inactive subject of entry

Article 61

(1) The Central Register shall assign the status "inactive" to the subject of entry that has not submitted the annual account or the financial report to the Central Register, which is recorded in its registration file and is published on the website of the Central Register.

(2) On request of the authorized person, the status of inactive subject of entry shall be deleted if the subject of entry:

- submits the annual account or the financial report;
- confirms the form for the consistency of the data entered in the register in accordance with Article 67, paragraph (5) of this Law; and
- pays the fee for the provided service.

5. FEE FOR THE COSTS

Article 62

A fee determined in accordance with the Tariff of Central Register shall be paid for the rendered services referring to the entries in the registers for deletion of the entries from the registers, the appeals against the entries, the processing, unification, classification, selection, storage, keeping and using the data entered in the registers and the enclosures, as well as the distribution of the data to the interested users and other activities which in accordance with this Law are performed by the Central Register.

IV. MISDEMEANOR PROVISIONS

Misdemeanors

Article 63

(1) Fine in the amount of Euro 2.500 in Denar counter-value shall be imposed for a misdemeanor on the legal entity that keeps a basic or special register if it does not submit to the Central Register the data of its disposal, does not enable their uninterrupted use, or does not provide any explanations and assistance regarding the performance of the activities that fall within its competence (Article 5 paragraph (1)).

(2) Fine in the amount of 30% of the determined fine for the legal entity shall be imposed for the activities referred to in paragraph 1 of this Article on the responsible person in the legal entity.

Article 64

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Article 65

(1) Fine in the amount of Euro 2.500 in Denar counter-value shall be imposed for a misdemeanor on the legal entity that keeps a basic or special register if it does not:
- deliver a copy of the decision on the performed entry in the register to the Central Register (Article 13 paragraph (1)) and
- does not transfer the entered data into electronic form based on the plan adopted by the Central Register (Article 72).

(2) A fine in the amount of 30% of the determined fine for the legal entity shall be imposed for the activities referred to in paragraph 1 of this Article on the responsible person in the legal entity.

Article 66

(1) Fine in the amount of Euro 2.500 in Denar counter-value shall be imposed for a misdemeanor on the legal entity that does not introduce and use the PINS as a unique identifier in accordance with Article 6 of this Law (Article 71 paragraph (2)).

(2) Fine in the amount of 30% of the determined fine for the legal entity shall be imposed for the activity referred to in paragraph 1 of this Article on the responsible person in the legal entity.

Article 66-a

(1) Fine in the amount of Euro 1.000 in Denar counter-value shall be imposed on the subject of entry if it fails to act in accordance with Article 21 of this Law.

(2) Fine in the amount of 30% of the determined fine for the legal entity shall be imposed for the activity referred to in paragraph 1 of this Article on the responsible person.

Article 66-b

The amount of the fine for the legal entity shall be determined in accordance with the Law on Misdemeanors.

V. TRANSITIONAL AND FINAL PROVISIONS

Single trade register

Article 67

(1) The single trade register shall be established on the territory of the Republic of Macedonia not later than 31 December, 2005.

(2) As of 1 January 2006, the Central Register shall take over the keeping of the trade register from the competent courts, including the transfer of the entered data that are kept in the trade registers of the Basic Court Skopje I in Skopje, the Basic Court in Bitola and the Basic Court in Shtip.

(3) The Basic Court Skopje I in Skopje, the Basic Court in Bitola and the Basic Court in Stip shall be obliged, not later than 31 October, 2005, according to the time schedule determined together with the Central Register, to submit its documentation on the subjects of entry entered in the trade registers as to 31 December 2004, that is: the electronic database, the main book, the registration files, the collections of documents, the record books, and the whole other documentation established for keeping the registers. If it is not possible to physically separate a part of the court documentation, a copy of that part of the court documentation shall be issued to the Central Register. The taken documentation shall be permanently stored in the Central Register.

(4) The transfer of data referred to in paragraph (2) of this Article on the entries made in the trade registers as of 1 January 2005 to 31 December 2005 shall be done continuously according to the time schedule determined by the competent courts referred to in paragraph (2) of this Article and the Central Register until 31 December 2005 at the latest.

(5) After transferring the data of the trade registers referred to in paragraphs (2) and (3) of this Article from a written into electronic form, the Central Register shall submit a decision from the single trade register to the subject of entry which shall be obliged, within 15 days as of the day of receipt, to confirm the identical status of the data entered in the registers referred to in paragraphs (2) and (3) of this Article with the decision in the single trade register. The confirmation shall be done by the legal representative by means of a statement on a form determined by the Central Register.

(6) The subject of entry shall have the right to appeal the decision with regard to the identical status of the data entered in the register, within eight days from the day of receipt of the decision referred to in paragraph (4) of this Article.

(7) The Central Register shall record the subjects of entry that do not fulfill the obligation referred to in paragraph (4) of this Article as inactive.

Taking over the court registers

Article 68

- (1) The register of other legal entities shall be established not later than 30 September 2006.
- (2) As of 30 September 2006, the Central Register shall take over the keeping of court registers in the register of other legal entities from the competent courts, together with the transfer of the entered data that are kept in the court registers, except the single court register of political parties.
- (3) Upon transferring the data from the court registers from a written into electronic form, the Central Register shall submit a decision from the register of other legal entities to the subject of entry which shall be obliged, within 15 days of the day of receipt, to confirm the identical status of the data entered in the registers with the decision from the register of other legal entities. The confirmation shall be done by the legal representative, that is, another person authorized by law by means of a statement on a form determined by the Central Register.
- (4) The provision referred to in paragraph (3) of this Article shall not apply to the institutions.
- (5) The competent courts shall be obliged, not later than 30 June 2006, according to the time schedule determined together with the Central Register, to submit their documentation for the subjects of entry which are entered in the court registers, that is: the electronic database, the main book, the registration files, the collections of documents, the record books, and the whole other documentation established for keeping the registers. If it is not possible to physically separate a part of the court documentation, a copy of that part of the court documentation shall be issued to the Central Register.
- (6) The entered data from the court register on the entities that have not harmonized the operation with the 1996 and 2004 Law on Trade Companies shall not be transferred. The data on the subjects of entry shall be transferred in a written form as being kept in the courts referred to in paragraph (2) of this Article and shall not be transferred to the register of other legal entities in a written and electronic form.

Article 69

- (1) The subjects of entry that are kept in electronic and written form in the trade registers of the basic courts Skopje I in Skopje, in Bitola and in Shtip, which have not been assigned a business entity number (BEN) by the State Statistical Office, may be entered in the single trade register if are assigned PINS in accordance with this Law.
- (2) If the entities referred to in paragraph (1) of this Article have not been assigned PINS until 31 December 2005, in accordance with this Law, it shall be considered that they have not completed the procedure for entry in accordance with this Law, and the subject of entry shall be assigned the status "inactive".
- (3) The provisions of paragraphs (1) and (2) of this Article shall also apply to the entities entered in the court registers. The deadline referred to in paragraph (2) of this Article shall start to run as of the day of the taking over of the court register determined by this Law.

Decision upon initiated procedures

Article 70

- (1) The procedures for entry in the trade register initiated until 31 December 2005 shall be completed based on the regulations on which they have been initiated.

(2) The procedures for entry in the register of other legal entities initiated until 29 September 2006, shall be completed based on the regulations on which they have been initiated.

(3) The court shall submit the decision with the complete documentation to the Central Register upon completion of the procedure for entry, without any delay.

Replacement of a number or another identifier with PINS

Article 71

(1) The competent bodies and organizations shall harmonize the regulations that regulate in detail the manner, form and content of the instruments for implementation of the provisions of this Law regulating the PINS with the provisions of this Law, not later than 31 December 2005.

(2) The competent state bodies, the organizations and the other institutions shall be obliged, in their database or another type of records, to enter and use in their mutual communication the personal identification number of the subject (PINS) as a single identifier not later than 30 June 2006.

Obligation for transfer of data

Article 72

(1) The data entered in the basic registers or other records being kept in accordance with a law on craftsmen, lawyers, notaries, Individual farmers and trade unions shall be transferred from a written into electronic form not later than 30 June 2006.

(2) The transfer of data referred to in paragraph (1) of this Article shall be performed on the basis of a plan for transfer of data which shall be adopted by the Central Register within 60 days as of the day of entry into force of this Law.

Article 73

(1) The Rulebook on Forms stipulated by this Law shall be adopted by the minister of economy within 90 days as of the day of entry into force of this Law.

(2) The registrar shall be appointed within 90 days as of the day of entry into force of this Law.

(3) The members of the Appeal Commission shall be appointed within 90 days as of the day of entry into force of this Law.

Article 74

(1) As of the day the Central Register starts to use the electronic signature in accordance with the Law on Data in Electronic Form and Electronic Signature, the applicant that has submitted the application for entry and the enclosures electronically shall not be obliged to submit them in a written form.

(2) As of the day the Central Register starts to use the electronic signature in accordance with the Law on Data in Electronic Form and Electronic Signature, the deadline referred to in Article 41 paragraph (3) of this Law shall be counted from the day of receipt of the application for entry and the enclosures that are submitted in electronic form.

Article 75

(1) The Law on National Classification of Activities ("Official Gazette of the Republic of Macedonia" no. 7/98) shall cease to be valid as of 1 January 2006.

(2) The Central Register shall carry out the activities referred to in Article 4 of this Law through the one-stop-shop system as of 1 January 2006.

Entry into force of this Law

Article 76

This Law shall enter into force on the eighth day as of the day of its publication in the "Official Gazette of the Republic of Macedonia".