

**OBAVEŠTENJE O
NAJNOVIJIM IZMENAMA I DOPUNAMA
ZAKONA O PRIVREDNIM DRUŠTVIMA
("SL. GLASNIK RS", BR. 36/2011, 99/2011,
83/2014 - DR. ZAKON, 5/2015, 44/2018,
95/2018, 91/2019 I 109/2021)**

Kako je poslednja verzija Zakona o privrednim društvima ("Sl. glasnik RS", br. 109/2021) (u daljem tekstu: **Zakon**) stupila na snagu dana 27.11.2021. godine (sa izuzetkom pojedinih odredbi koje stupaju na snagu kasnije), u nastavku dostavljamo pregled najvažnijih izmena koje ova verzija Zakona donosi:

- **Podaci o licima koja se registruju:** prva novina koju Zakon predviđa tiče se obaveznih podataka prilikom registracije domaćih i/ili stranih fizičkih lica, gde se kao obavezan podatak pored ranije propisanih (ime, prezime, JMBG/broj pasoša i dr.), sada kao obavezan podatak uvodi i pol lica koje se registruje. Ova odredba Zakona počinje da se primenjuje od 1. juna 2022. godine.
- **Tužba u vezi sa adresom sedišta društva:** druga, i možda najveća novina Zakona, tiče se mogućnosti da zainteresovano lice podnošenjem

**NOTICE OF
LATEST CHANGES AND AMENDMENTS TO
THE
COMPANY LAW
("Official Gazette of the RS", No. 36/2011,
99/2011, 83/2014 - DR. ZAKON, 5/2015,
44/2018, 95/2018, 91/2019 and 109/2021)**

Given that the latest amendments of the Company Law ("Official Gazette of the RS", No. 109/2021) (hereinafter: **the Law**) entered into force on 27 November 2021 (with the exception of certain provisions that come into force later), we would like to outline herein the most important changes that this version of the Law prescribes:

- **Information on persons being registered:** the first novelty provided by the Law relates to mandatory information in the registration process of domestic and/or foreign natural persons. This novelty prescribes that in addition to previously prescribed mandatory information the gender of the natural person has to be registered. This provision of the Law shall apply as of 1 June 2022.
- **Lawsuit concerning the address of the company's seat:** the second, and most likely the foremost novelty of the Law, is the possibility for an

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tužbe nadležnom sudu zahteva brisanje registrovane adrese sedišta društva, ukoliko lice koje ima pravo svojine na toj adresi nije dozvolilo upotrebu prostora na kojem je registrovana adresa sedišta.

Takođe, Zakon sada daje mogućnost da se na zahtev lica koje je podnelo tužbu može registrovati i zabeležba ovog spora u skladu sa Zakonom o postupku registracije u agenciji za privredne registre (*"Sl. glasnik RS", br. 99/2011, 83/2014, 31/2019 i 105/2021*).

U slučaju da zainteresovano lice uspe u napred navedenom sporu, presudu kojom se nalaže brisanje registrovane adrese sedišta društva, sud po pravnosnažnosti dostavlja registru privrednih subjekata radi registracije.

Međutim, ako društvo u roku od 30 dana od dana pravnosnažnosti presude ne registruje novu adresu sedišta, registar privrednih subjekata po službenoj dužnosti pokreće postupak prinudne likvidacije tog društva.

- **Registracija korisnika elektronske uprave:** osim što su dužna da imaju adresu za prijem elektronske pošte,

interested person to file a lawsuit before competent court to request the deletion of the registered address of the company's seat, if the person entitled to ownership at that address did not allow the use of the registered seat.

In addition, the Law now gives the possibility that, at the request of the person who filed the lawsuit, a record of this dispute may be registered in accordance with the Law on Registration Procedure in the Business Registers Agency (*"Official Gazette of RS", No. 99/2011, 83/2014, 31/2019 and 105/2021*).

In case that the interested person succeeds in the above-mentioned dispute, the judgement ordering the deletion of the company's registered address shall be submitted to the register of business entities for registration.

However, if the company does not register a new address within 30 days from the day the judgment becomes final, the register of business entities shall ex officio initiate the procedure of forced liquidation of that company.

- **Registration of users of electronic administration (e-government users):** in addition to being required

društva su od sada dužna i da se registruju kao korisnici usluga elektronske uprave, u skladu sa zakonom Zakonom o elektronskoj upravi ("Sl. glasnik RS", br. 27/2018). Ova odredba Zakona počinje da se primenjuje po isteku roka od 18 meseci od dana stupanja na snagu ovog zakona, odnosno od 28. maja 2023. godine.

- **Poslovi u kojima postoji lični interes:** poslednjim izmenama Zakona znatno je proširen obim obaveza tj. dužnosti direktora, odnosno nadzornog odbora ako je društvo dvodomno, u vezi sa prijavljivanjem poslova u kojima postoji lični interes.
- **Poslovno ime preduzetnika:** u delu Zakona koji propisuje pravila u vezi sa poslovnim imenom preduzetnika sada je izričito propisano da poslovno ime preduzetnika ne može da sadrži reč "Srbija", izvedenice ove reči, uključujući i sve oblike koje asociraju na tu reč, kao i međunarodno priznatu troslovnu oznaku Republike Srbije "SRB".
- **Sopstveni udeo:** osim dosadašnjeg zakonskog rešenja koje je predviđalo da sopstveni udeo ne daje pravo na

to have an e-mail address, companies are now required to register as e-government users, in accordance with the Law on Electronic Administration ("Official Gazette of RS", No. 27/2018). This provision of the Law shall start to apply after the expiration of the period of 18 months from the day this Law enters into force, i.e. from 28 May 2023.

- **Businesses in which there is personal interest:** the latest amendments to the Law have significantly expanded the scope of obligations, i.e. duties of the director, i.e. the supervisory board if the company is bicameral, in connection with the registration of jobs in which there is a personal interest.
- **Business name of the entrepreneur:** the part of the Law prescribing the rules regarding the business name of an entrepreneur now explicitly stipulates that the business name of an entrepreneur may not contain the word "Serbia", derivatives of this word, including all forms associated with that word, as well as the internationally recognized three-letter abbreviation of the Republic of Serbia: "SRB".
- **Own share:** in addition to the previous legal solution which provided that the own share does not

učešće u dobiti, izmenama je dodato i da sopstveni udeli ne mogu biti predmet zaloge.

- **Posebna pravila u pogledu podsticanja dugoročnog angažovanja akcionara u javnim akcionarskim društvima:** poslednjim izmenama Zakona dodato je potpuno novo poglavlje kojim su bliže definisana pravila u pogledu podsticanja dugoročnog angažovanja akcionara u javnim akcionarskim društvima i bliže definisani osnovni pojmovi i područje primene iz ove oblasti.
- **Definisanje razloga za prinudnu likvidaciju koji nisu otklonjivi:** za razliku od prethodnih verzija Zakona, sada je jasno definisano koji razlozi za pokretanje postupka prinudne likvidacije nisu otklonjivi. Pa tako, Zakon kao neotklonjive razloge navodi: neregistrovanje novog sedišta društva; neregistrovanje novog poslovnog imena društva; izricanje zabrane obavljanja delatnosti, oduzimanja dozvole, licence ili odobrenja za obavljanje registrovane delatnosti; ako je pravnosnažnom presudom utvrđena ništavost registracije osnivanja društva; ako je pravnosnažnom presudom naložen prestanak društva, a društvo u roku

give the right to share in the profit, the amendments added that own shares cannot be the subject of a pledge.

- **Special rules regarding the encouragement of long-term engagement of shareholders in public joint stock companies:** The latest amendments to the Law added a completely new chapter which defines in more detail the rules regarding the encouragement of long-term engagement of shareholders in public joint stock companies and defines in more detail the basic concepts and scope of application in this area.
- **Defining reasons for forced liquidation that are irremediable:** unlike previous versions of the Law, it is now clearly defined which reasons for initiating forced liquidation proceedings are irremediable. Thus, the Law states as irremediable the following reasons: non-registration of the new registered seat of the company; non-registration of the new business name of the company, prohibited business activity, license revocation or revocation of permission to carry out a registered activity; If a final judgment establishes the nullity of the registration of the company; if the termination of the company is

od 30 dana od dana pravnosnažnosti presude ne otpočne likvidaciju; ako društvo ne dostavi nadležnom registru godišnje finansijske izveštaje do kraja prethodne poslovne godine za dve uzastopne poslovne godine koje prethode godini u kojoj se podnose finansijski izveštaji.

- **Kaznene odredbe:** imajući u vidu gore navedeno, poslednjim izmenama Zakona proširena je lista prekršaja i privrednih prestupa, za pravna lica i odgovorna lica u pravnom licu, u slučaju kršenja novopropisanih odredbi.

ordered by a final judgment and the company does not initiate the liquidation within 30 days from the date of the legal effect of the judgment; if the company does not submit to the competent register the annual financial statements by the end of the previous financial year for the two consecutive financial years preceding the year in which the financial statements are submitted.

- **Penalty clauses:** in line with the above mentioned, the latest amendments to the Law have expanded the list of misdemeanors and economic offenses, for legal entities and responsible persons in the legal entity, in case of violation of the newly prescribed provisions.