

L A W
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ON THE REGISTRATION OF NON-PROFIT ORGANISATIONS

Pursuant to Articles 78 and 83 point 1 of the Constitution, upon the proposal of the Council of Ministers,

PARLIAMENT

OF THE REPUBLIC OF ALBANIA
D E C I D E D:

CHAPTER I
GENERAL PROVISIONS

Article 1

Subject matter of the law

This law sets out the procedures for the registration of non-profit organisations, as well as the rules for maintaining their register.

Article 2

Legal basis

The rules on the form of organisation, establishment, activity and functioning of non-profit organisations are determined by law.

Article 3

Registration

Associations, foundations and other forms of non-profit organisations, which may carry out their activity and acquire legal personality only after registration in court, are expressly designated by law.

CHAPTER II

MAINTENANCE OF THE REGISTER

Article 4

Competent court

The Register of Non-Profit Organisations, hereinafter referred to as the "Register", is maintained by the Tirana District Court.

Article 5

The sole judge

1. The decision on the registration of non-profit organisations, as well as any other decision regarding actions related to their registration, is made by a judge of the commercial section of the court.

2. The judge has full competence to perform actions related to the Register, except for those which by law are performed by the Secretary of the Register.

Article 6

Secretary of the Register

1. The Secretary of the Register of Non-Profit Organisations performs the following actions:
 - a) Takes care of the maintenance and administration of the Register.
 - b) Registers and maintains the decisions of the judge and the accompanying documentation.
 - c) Issues the certificate of registration and the certificate of deposit of acts in the Register, as well as other certificates in cases provided for by law.
 - ç) Issues copies of the registration and the documents deposited in the annexes of the Register.In cases where an abbreviated copy of them is requested, the content that is issued to the applicant is determined by the judge.
2. In cases where the Secretary of the Register refuses to issue a document with content different from the previous document, the request for its issuance is reviewed by a judge of the Register. An appeal against the judge's decision may be filed with the Tirana Court of Appeals.
3. The actions for registration, deposit, issuance of certificates, copies thereof, and acts kept in the Register are carried out by the Secretariat of the Register, upon payment of service fees. The service fees are determined by joint order of the Minister of Justice and the Minister of Finance.

Article 7

Recognition of the Register

The Register and the documents deposited in the annex of the Register are open to the public. Any interested person has the right to obtain copies of the Register's documentation upon payment of the service fee.

Article 8

Publication of legal notices

The Council of Ministers, within the month of November each year, determines the means of publication of legal notices related to the Register for the following calendar year.

CHAPTER III

FORM AND CONTENT OF THE REGISTER

Article 9

Register files

The Register is kept in files. The form of the Register, its content, as well as the technical rules for its maintenance are determined by the Minister of Justice.

Article 10

The annex and the files of the Register

1. The judge's decision, the actions of the Register Secretary, as well as the accompanying documentation for each Register file are kept in a separate dossier. The entirety of the Register's dossiers constitutes its annex.
2. The documentation kept in the annex of the Register must be original. The judge, at the request of the interested party, may decide to return the original document to them, after it has been replaced with copies certified by the public notary.

Article 11

Regularity

Actions in the Register must be carried out clearly and, as a rule, without abbreviations. No action is permitted that nullifies, erases or makes the entries in the Register illegible.

Article 12
Register file

1. Each non-profit organisation is registered with a unique registration number, which contains one or more files in the Register.

2. The change of name of the non-profit organisation is registered in the same Register file. To distinguish the subject more clearly, the new name may be registered together with all previous registrations that are still valid, with a new registration number and in a new Register file. In this case, a reference to the other file is given in each file.

Article 13

1. Each registration is made under a new consecutive number and is separated from the subsequent registration by a horizontal line that crosses all columns of the Register.

2. In the case of several simultaneous registrations, they are made under a single consecutive number.

Article 14
Date of registrations

For each registration, the date of registration is recorded. The date of registration and its place in the Register are indicated in the judge's decision ordering the registration and the opening of the respective Register file.

Article 15
Change of registrations

Changes to the content of a registration and cancellations by underlining must be recorded under a new consecutive number. The judge decides on the underlining of a registration that has lost its significance due to a new registration.

Simultaneously with the registration, the note relating to the cancellation by underlining is also underlined.

Article 16
Corrections of typographical errors

1. Typographical errors and obvious material errors made during registration and filing are corrected by decision of the judge and are reflected in column 5 entitled "Notes". The note containing the correction is signed by the Secretary of the Register, indicating the date of the correction.

2. The correction in the Register must be notified to the interested parties.

3. An underlining made in error is removed by cancelling the underlining with small crosses.

Article 17
Registration on the basis of a court decision

The Register must clearly indicate the case when the registration of a subject is made by a final court decision. In the same column of the Register, the number, date, and the court that issued the decision are also recorded.

Article 18
Cancellation with underlining of unlawful registrations

In the case where, due to a violation of the law, the invalidity of a registration made in the Register is noticed or declared, this registration must be cancelled with underlining, at the request of the

interested party or ex officio by the court. The judge's decision to cancel a registration with underlining is notified to the interested parties. Against the judge's decision, the interested party may appeal to the Tirana Court of Appeal.

Article 19

Cancellation with underlining or registration ex officio by the court

1. If a registration must be cancelled with underlining by the court in accordance with Article 18 of this law, the cancellation is effected by recording the note "Cancelled ex officio".
2. In cases where a registration must be made ex officio, it must reflect the legal basis and the note "Registered ex officio", except in the case of the initiation of the procedure for compensation for damages or judicial liquidation.

Article 20

Creation of a new Registry file

When a Registry file is unclear, the entries that remain valid may be copied to a new file of the Registry, with a new registration number, after obtaining the consent of the interested party. In this case, a reference to the other file shall be given in each Registry file.

Article 21

Registry files left without subject matter

A cross mark shall be made on the pages of the Registry file in cases where all entries contained therein have been left without subject matter.

CHAPTER IV

REGISTRATION AND PUBLICATION PROCEDURE

Article 22

Application for registration and deposit

1. The registration of non-profit organizations, as well as the deposit of their other acts in the Registry, is carried out upon the request of the interested party.
2. The application must contain explanations regarding the form and purpose of the non-profit organization, the subject matter of its activity, the identity of its founders and directors, the structure of its governing bodies, the location of its headquarters, as well as the identity of its legal representatives.
3. The application for registration or deposit of acts in the Registry shall be accompanied by the relevant documentation in original or certified by a notary.

Article 23

Disqualification of a judge

The judge is obliged to recuse himself/herself from reviewing the application for registration or deposit in the cases provided for in Article 72 of the Code of Civil Procedure.

Articles 73 and 74 of the Code of Civil Procedure shall apply to the recusal and disqualification of the judge from the examination of the application.

Article 24

The judge's decision

1. The judge decides on the applications for registration or deposit within 15 days from the date of submission of the application to the court.
2. In the event that, during the review of the application and the attached documentation, the

judge observes that their content is not complete, after summoning and hearing the applicant, he/she decides on the matters to be completed, also setting a reasonable deadline for their completion.

3. The decision for registration shall be issued by the judge even in the case where another court has made a decision to carry out this action.

Article 25

Rejection of the application for registration

1. The rejection of the application for the registration of non-profit organizations in the Register shall be made by decision of the judge competent for the Register.

2. An appeal against the judge's decision to reject the application for registration may be lodged with the Court of Appeal of Tirana.

Article 26

Content of the registration decision

The judge's decision for the registration of non-profit organizations, in addition to the other elements of the judge's decision, must fully contain the issues that must be reflected in the Register.

Article 27

Execution of the registration decision

1. The judge's decision for registration or deposit in the Register shall be executed by the Secretary of the Register no later than three working days from the date the decision becomes final.

2. Upon completion of the execution of the decision, the Secretary of the Register shall sign the procedures followed, as well as the certification of the registration or deposit.

Article 28

Copies of the Register

1. Copies are made by copying the Register sheet or documents filed in the Register appendix. Simple copies are not signed and are provided with the note "Copy made on date...".

2. The certification of conformity with the original for documents is done with a note placed below the last registration of the copy, with the text: "It is hereby certified that this copy matches the original entries in the Register of Associations, Foundations and Other Entities of a Private Non-Profit Character."

3. The note must indicate the place and date of the action, be signed by the Secretary of the Register, and bear the seal of the court.

4. When certified copies conforming to the original of documents filed in the Register appendix are requested, the note of the Secretary of the Register must indicate whether the main document is an original or a certified copy of the original.

Article 29

Certificates and attestations

The certificates of registration and deposit are signed by the Secretary of the Register, indicating the place and date of issuance, and bear the seal of the court.

Article 30

Notification of the reason for cancellation by underlining

In the case of cancellation by underlining of registration, the reason for cancellation by underlining may be published at the request of the interested party and with the approval of the judge.

CHAPTER V
REGISTRATIONS IN THE REGISTER FILE

Article 31

Registrations in different columns

Registrations in different columns of the Register file are made as follows:

1. In column 1: the serial number of the respective registration.
2. In column 2:
 - in letter (a): name;
 - in letter (b): location of the headquarters; for branches and representative offices, the location of the main headquarters in Albania, by entering the note “branch of...”, or “representative office of...”, with the name of the legal person and the location of its headquarters;
 - in letter (c): the object and purpose of the activity and the respective changes;
 - in letter (ç): in the case of a foundation: the composition and asset value of the founding fund.
3. In column 3: members of the governing bodies and liquidators, providing in each case their name, surname, place of birth, and date of birth.
4. In column 4: other registrations such as:
 - a) the date of signing and approval of the statute;
 - b) the provisions of the statute relating to the duration of the organisation;
 - c) the representation powers of the governing bodies or liquidators;
 - ç) changes in the composition of the members of the governing bodies or liquidators, as well as any change in the representation powers of any of these persons;
 - d) the names, surnames, places of birth, and dates of birth of the founders, of the members of the organisation, as well as their changes;
 - dh) the names, surnames, dates of birth, and the value of the asset contributions to the founding fund (if any);
 - e) any amendment to the statute. With respect to registration, it is sufficient to indicate in general terms the subject matter of the amendment; in this case, a reference must be provided in column 5 under the title: “Notes, of the document deposited in the appendix of the Register and of the page of the record where the documents are located”;
 - ë) the commencement of the activity of the entity, its closure or the initiation of a procedure for compensation of damages or for judicial liquidation;
 - f) distribution and the manner of its implementation;
 - g) merger or division, as well as cancellation with the underlining of the entries in the Register.
5. In column 5:
 - in letter (a): the date of registration and the signature of the Secretary of the Register;
 - in letter (b): the registration of references for subsequent registrations, indicating the registration number of a legal person who is a founding member or founder of an organization, as well as other notes.

Article 32

The decision declared as invalid

The final decision of a court, through which a decision of the governing bodies of the organization has been declared invalid, must be registered with a note indicating the invalid decision in the column of the Register’s file where that decision was registered.

Article 33

Merger

1. In cases of merger, the registrations pertaining to the absorbed organizations are cancelled with the underlining during the registration of the merger. For the absorbing organization, a reference is provided in column 5 under the title “Notes”, in the Register file pertaining to the absorbed organizations and vice versa.

2. In cases of division, the registrations pertaining to the divided organization are cancelled with the underlining during the registration of the division. For the organizations benefiting from the contributions, a reference is provided in column 5 under the title “Notes”, in the Register file pertaining to the divided organization and vice versa.

CHAPTER VI PROCEDURE RELATED TO THE REGISTER

Article 34

Suspension of the procedure for a decision pertaining to the Register

The court may suspend the continuation of the procedure for the implementation of a decision regarding the Register when this depends on the assessment of a legal situation that is the subject of judicial proceedings. As long as such proceedings have not been initiated, the court may set a deadline for one of the interested parties to commence the judicial process.

Article 35

Decision on the fulfillment of a legal obligation

The court may order the interested person to fulfill, within a deadline set by the court, the obligation to deposit in the Register’s annex the signature or any other documentation required by law.

CHAPTER VII SPECIAL FORMALITIES TO BE OBSERVED BY NON-PROFIT ORGANISATIONS

Article 36

The merger or division project

1. The merger or division project of non-profit organizations is jointly prepared by their governing bodies.
2. The project must contain the following information:
 - a) The form, name, and seat of the organizations participating in the project.
 - b) The reasons, objectives, and conditions of the merger or division.
 - c) The determination and evaluation of the assets and liabilities that are intended to be transferred to the new organizations or to the one absorbing the existing ones.
 - c) The date after which the activities of the existing organizations will be considered, from an accounting perspective, as carried out by the absorbing organization or by the new organizations.
 - d) The dates on which the accounts of the interested organizations were drawn up, which are used to formulate the terms of the operation.
 - d) The exchange ratio of rights between organizations and the method of compensation for these exchanged rights.

Article 37

Announcement of the merger or division project

1. The merger or division project shall be published in the form of an announcement in a medium authorized for the publication of legal notices, by each of the organizations participating in the project.
2. This announcement contains the following data:
 - a) The name of the organization, the address of the headquarters, and the registration numbers in the Register of each organization participating in the project.
 - b) The name of the organization and the address of the headquarters of the new organizations that will result from the operation.

- c) The exchange ratio of rights in organizations.
- c) The date of the project and the date and place of the deposits.
- 3. The filing of the application and documentation in the Register and the publication provided for in the aforementioned points must be carried out at least 15 days prior to the date of the meeting of the governing body for taking the decision on the project.

Article 38

The appointment of liquidators

The appointment of liquidators must be registered in the Register. The act of appointment and the record of the addresses of the liquidators shall be deposited in the appendix of the Register. The registration and addresses of the liquidators shall be published in accordance with the provisions of this law.

Article 39

Announcement of the closure of liquidation

1. The announcement of the closure of liquidation, signed by the liquidator and under his care, shall be published in a newspaper authorized for the publication of legal notices.
2. The announcement shall state the name of the entity, the address of its headquarters, the registration number in the Register, as well as:
 - a) the names, surnames, and residential addresses of the liquidators;
 - b) the dates and the place of the meeting of the competent governing body for the closure, if the accounts of the liquidators have been approved by it;
 - c) reference to the Register where the accounts of the liquidators have been deposited.

CHAPTER VIII

FINAL PROVISIONS

Article 40

Re-registration of previously registered associations and foundations

1. Within 3 months from the entry into force of this law, the district courts are obliged to transfer to the Tirana District Court the registration documents of associations and foundations, as well as the accompanying registration documentation.
2. The form and content of the Register, as well as the detailed rules regarding the transfer of the acts provided for in point 1 of this article, shall be determined by the Minister of Justice.

Article 41

Entry into force

This law enters into force 15 days after its publication in the Official Gazette.

**Promulgated by Decree no.3017 dated 18.5.2001, of the President of the Republic of Albania,
Rexhep Meidani**