

**REPUBLIC OF ALBANIA
ASSEMBLY**

LAW

Nr. 8789, dated May 7, 2001

ON THE REGISTRATION OF NON-PROFIT ORGANIZATIONS

In reliance on articles 78 and 83 point 1 of the Constitution, on the proposal of the Council of Ministers,

**THE ASSEMBLY
OF THE REPUBLIC OF ALBANIA**

DECIDED:

**CHAPTER I
GENERAL PROVISIONS**

**Article 1
Object of the Law**

This law specifies the procedures for registering non-profit organizations, as well as rules for maintaining the registry.

**Article 2
Legal Basis**

The rules about the form of organization, of the establishment, of the activity and of the functioning of non-profit organizations are specified by law.

**Article 3
Registration**

Associations, foundations, and other forms of non-profit organizations that can exercise their activity and acquire the quality of a legal person only after registration in court, are expressly designated by law.

CHAPTER II

THE REGISTER

Article 4 Competent Court

The register of Non-profit Organizations, hereafter called the “Register,” is kept by the Court of the Judicial District of Tirana.

Article 5 Sole Judge

1. A decision for the registration of non-profit organizations, as well as any other decision related to actions related to their registration, is made one judge of the commercial section of the court.

2. The judge has all the competencies to carry out the actions that have to do with the Register, except for those that according to law are performed by the Secretary of the Register.

Article 6 Secretary of the Register

1. The Secretary of the Register of non-profit organizations performs the following actions:

- a) Sees to the maintenance and administration of the Register.
- b) Registers and keeps the decisions of the judge and the documentation attached.
- c) Issues the certification of registration and of the deposit of official documents acts to the Register as well as other certifications in the cases provided by law.
- ç) Issues copies of the registration and the documents deposited in the annexes of the Register. When an abbreviated copy is requested, the judge determines the content issued to the applicant.

2. When the Secretary of the Register opposes the issuance a document with a content different from the previous one, the request to issue it is reviewed by a judge of the Register. The decision of the judge may be appealed to the Court of Appeals of Tirana.

3. Actions for the registration, deposit of documents, issuance of certificates and copying them and the documents that are kept in the Register are done by the Secretary of the Register, against payment of a service fee. The service fees are set by a joint order of the Minister of Justice and the Minister of Finance.

Article 7
Access to the Register

The Register and the documents deposited in the annex of the Register are open to the public. Every interested person has the right to get a copy of the documentation of the Register against payment of a service fee.

Article 8
Publication of Legal Announcements

During the month of November of every year, the Council of Ministers designates the means for publishing legal announcements regarding the Register for the next calendar year.

CHAPTER III
FORM AND CONTENT OF THE REGISTER

Article 9
Register Card Files

The Register is kept in card files. The Minister of Justice determines the form of the Register, the content and the technical rules for keeping it.

Article 10
Annexes and Files of the Register

1. The decision of the judge, the actions of the Secretary of the Register and the Secretary and the attached documentation for each entry in the Register are kept in individual files. The entirety of the files of the Register files constitutes its annex.

2. The documentation kept in the annex of the Register shall be original. On the request of an interested party, the judge may decide to return an original document to him, after it has been replaced by photocopies certified by a public notary.

Article 11
Regularity

The entries in the Register shall be done clearly and, as a rule, without abbreviations. No action that eliminates, wipes out, or makes the Register entries illegible is permitted.

Article 12

Register Entry

1. Every non-profit organization is registered by an individual registration number that contains one or more cards in the Register.

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

Article 13

1. Each registration is done under a new ordinal number, separated from the next registration entry with a horizontal line that goes through all the columns of the Register.

2. In the case of several simultaneous registrations, they are done under the same ordinal number.

Article 14

Date of Registrations

The registration date is indicated for every registration. The registration date and its place in the register are shown in the decision of the judge who orders the registration and the opening of the respective file in the Register.

Article 15

Change in the Registrations

Changes in the content of a registration and cancellation by underlining shall be registered under a new ordinal number. The judge decides on underlining a registration that has lost its importance because of a new registration.

At the same time as the registration, a notation related to the cancellation by underlining is also underlined.

Article 16

Correction of Printing Mistakes

1. Printing mistakes and obvious material mistakes made during the registration and deposit are corrected by decision of the judge and are reflected in column nr.5 entitled "Notes." A note regarding the correction is signed by the Secretary of the Register, also showing the date of the correction.

2. A correction in the Register shall be made known to the interested parties.

3. An underlining done mistakenly is eliminated by putting small crosses through it.

Article 17
Registration on the Basis of a Court Decision

The register should show clearly when a registration of a subject is made by a final court decision. In the same column of the Register, the number, the date and the court issuing the decision are also registered.

Article 18
Cancellation of an Illegal Registration by Underlining

In a case when, because of a violation of law, the invalidity of a registration made in the Register is found or declared, the registration shall be cancelled by underlining, on the application of an interested party or by the court on its own initiative. The decision of the judge to cancel a registration by underlining is made known to the interested parties. An interested party may appeal to the Court of Appeals of Tirana against the decision of the judge.

Article 19
Cancellation by Underlining or Registration by the Court

1. If a registration is to be cancelled by underlining by the court in implementation of article 18 of this law, the cancellation is done by registering the notation "Cancelled by initiative and competence."
2. In cases when a registration by initiative and competence is to be made, it shall reflect the legal basis and the notation "Registered by initiative and competence," except when the procedure of paying damage or judicial liquidation has started.

Article 20
Opening a New Register Entry

When an entry of the Register is not clear, the registrations that remain valid may be copied can be copied into a new entry, with a new registration number, after the consent of the interested subject has been obtained. In this case, a reference to the other entry is given on each entry of the Register.

Article 21
Entries in the Register without an Object

In cases when all the registrations contained in an entry file have remained without an object, a notation with a cross is made on the pages of the entry of the Register.

CHAPTER IV
REGISTRATION AND PUBLICATION PROCEDURES

Article 22
Application for Registration and Deposit

1. The registration of non-profit organizations as well as the deposit of their documents in the Register is done on an application from the interested subject.
2. The application shall contain explanations regarding the form and purpose of the non-profit organization, the object of its activity, identity of the founders and its leaders, the structure of the leading organs, the location of its headquarters and the identity of its legal representatives.
3. The respective documentation, in the original or certified by a notary, is attached to the application for registration or deposit of documents in the Register.

Article 23
Exclusion of a Judge

A judge is obligated to resign from reviewing an application for registration or deposit in the cases contemplated in article 72 of the Code of Civil Procedure.

Articles 73 and 74 of the Code of Civil Procedure are applicable to the resignation and exclusion of a judge from reviewing an application.

Article 24
Decision of the Judge

1. The judge decides on applications for registration or deposit within 15 days from the date the request is deposited in court.
2. When during the review of an application and attached documentation, the judge finds out that their content is not complete, after calling and listening to applicant, he decides on the questions that should be completed, setting a reasonable deadline for completing them.

3. A decision on the registration is given by the judge even when another court has taken the decision to perform this action.

Article 25

Rejection of the Application for Registration

1. The rejection of an application for registration of a non-profit organizations in done by decision of the judge competent for the Register.

2. An appeal may be taken to the Court of Appeals of Tirana against the decision of the judge rejecting the application.

Article 26

Content of the Registration Decision

A decision of the judge to register non-profit organizations shall contain in a complete manner, besides other elements of the decision of the judge, matters that are to be reflected in the Register.

Article 27

Execution of the Registration Decision

1. The decision of the judge for registration or deposit in the Register is executed by the Secretary of the Register no later than three working days from the date when the decision has become final.

2. At the conclusion of the execution of the decision, the Secretary of the Register signs the procedures followed as well as the registration or deposit certificate.

Article 28

Copies of the Register

1. Copies are made by copying the entry of the register or the documents deposited in the annex of the Register. Simple copies are not signed and are accompanied by the notation "Copies made on ...(date)".

2. The certification of identity of the documents with the original is made by a notation put below the last registration of the copy, with the text: "The identity of the copy with the original registrations in the Register of Associations, Foundations and other Entities of a private non-profit nature is certified."

3. The notation shall indicate the place and the date the action was done, it is signed by the Secretary of the Register and it bears the stamp of the court.

4. When copies certified with the original of the documents deposited in the annex of the Register are requested, the notation of the Secretary of the Register shall

indicate whether the principal document is an original or a copy certified with the original.

Article 29
Certifications and Affidavits

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

Article 30
Notification of the Reason for Cancellation with Underlining

If a registration is cancelled by underlining, the reason for cancellation by underlining may be published on the request of an interested party and the approval of the judge.

CHAPTER V
REGISTRATIONS IN THE REGISTER ENTRY

Article 31
Registrations in Different Columns

The entries in different columns of the register file are done as follows:

1. In column 1: ordinal number of the respective registration.
2. In column 2:
 - under letter (a): the name.
 - under letter (b): the location of the center; for branches and representations, the location of the principal center in Albania, putting the notation “branch of...” or “representation of...”, with the name of the juridical person and the location of its headquarters;
 - under letter (c): the object and purpose of the activity and the respective amendments;
 - under letter (ç): in the case of a foundation: the composition and property value of the fund of establishment.
3. In column 3: members of the leading organs and the liquidators, giving in each case their name, surname, place of birth and date of birth.
4. In column 4: other entries such as:
 - a) date of signature and approval of the charter;
 - b) provisions of the charter regarding the life of the organization;
 - c) competencies of representation of the leading organs or the liquidators;

ç) changes in the composition of the members of the leading organs or of the liquidators, as well as every change in the competencies of representation of one of these persons;

d) names, surnames, places of birth and dates of birth of the founders and members of the organization as well as changes in them;

dh) the names, surnames, dates of birth and values of the property contributions of the founding fund (if there is such);

e) every change in the charter. As far as concerns the registration, it is sufficient to show in a general manner the object of the change; in this case, a reference to column five shall be given, with the title “Notations of a document deposited in the annex of the Register and the page of the entry where the documents are located;”

ë) the beginning of the activity of the subject, its closing or the opening of a procedure for paying the damage or for judicial liquidation;

f) the dissolution and the manner of accomplishing it;

g) merger or division, as well as cancellation by underlining of the notations in the Register.

5. In column 5:

under letter (a): the date of registration and signature of the Secretary of the Register;

under letter (b): the registration of references for later registrations, the indication of the number of the registration of a juridical person who is a founding member or the founder of an organization, as well as other notations.

Article 32 Decision Declared Invalid

A final court decision through which a decision of the leading organs of an organization are declared invalid, shall be registered with a notation that shows the invalid decision in the column of the entry of the Register where the decision has been registered.

Article 33 Merger

1. In cases of merger, the registrations that pertain to the absorbed organizations are cancelled by underlining during the registration of the merger. For the absorbing organization, a reference is given in column 5, with the title “Notations,” in the Register entry that pertains to the absorbed organizations and vice-versa.

2. In cases of separation, the registrations that pertain to the divided organization are cancelled by underlining during the registration of the division. For the organizations that enjoy contributions, a reference is given in column 5, with the title “Notations”, in the Register entry that pertains to the separated organization and vice versa.

**CHAPTER VI
PROCEDURES REGARDING REGISTRATION**

Article 34

Suspension of the Procedure for a Decision pertaining to the Register

The court may suspend the continuation of a procedure for the implementation of a decision for the Register, when this depends on the evaluation of a legal situation that is the object of a judicial procedure. So long as this procedure has not commenced, the court may set a term for one of the interested parties to initiate a judicial instance.

Article 35

Decision for the Fulfillment of a Legal Obligation

The court may order an interested person to fulfill, within a term determined by it, the obligation to deposit in the annex of the Register a signature or another documentation required according to law.

**CHAPTER VII
PARTICULAR FORMALITIES TO BE RESPECTED
BY NON-PROFIT ORGANIZATIONS**

Article 36

Proposal of Merger or Division

1. A proposal of merger or division of non-profit organizations is prepared jointly by their leading bodies.
2. The proposal shall contain the following data:
 - a) The form, name and headquarters of the organizations participating in the proposal;
 - b) The motives, purposes and conditions of the merger or division;
 - c) The designation and evaluation of the assets and liabilities that are contemplated to pass to the new organizations or to that which absorbs the existing ones;
 - ç) The date after which the activities or the existing organizations shall be considered in the accounting aspect as performed by the absorbing organizations or the new ones;
 - d) The dates on which the accounts of the interested organizations used to formulate the conditions of the operation were drawn up;
 - dh) The exchange ratio of the rights between the organizations and the manner of compensation of these exchanged rights.

Article 37
Announcement of the Proposal of Merger or Division

1. The proposal of merger or separation is published in the form of an announcement in a means authorized for the publication of legal announcements, by each of the organizations that take part in the proposal.
2. The 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 that takes part in the proposal.
 - b) The name of the organization and the address of the headquarters of the new organizations that will come out of the operation.
 - c) The exchange ratio of the rights in the organizations.
 - ç) The date of the proposal and the date and place of the deposits.
3. The deposit of a request and the documentation in the Register and the publication contemplated in the points mentioned above shall be done at least 15 days before the date of the meeting of the leading organ for taking the decision about the proposal.

Article 38
Appointment of Liquidators

The appointment of liquidators shall be registered in the Register. The act of appointment showing the addresses of the liquidators are deposited in the annex of the Register. The registration and the addresses of liquidators are published according to the provisions of this law.

Article 39
Announcement of the Closing of the Liquidation

1. The announcement of the closing of the liquidation, signed by the liquidator and under his care, is published in a newspaper authorized for the publication of legal announcements.
2. In the announcement, the name of the subject, the address of its headquarters, the number of the Register and the following information are given:
 - a) the names, surname and residence addresses of the liquidators;
 - b) the dates and place of meeting of the leading organ competent for the closing, if the accounts of the liquidators have been approved by it;
 - c) a reference of the Register where the accounts of the liquidators have been deposited.

**CHAPTER VIII
FINAL PROVISIONS**

Article 40

Re-registration of Associations and Foundations Previously Registered

1. Within 3 months from the entry of this law into force, the courts of the judicial districts are obligated to transfer in the Court of the Judicial District of Tirana the registration documents of associations and foundations as well as the accompanying documentation of registration.

2. The form and the content of the Register, as well as detailed regulations regarding the transfer of the documents contemplated in point 1 of this article, are determined by the Minister of Justice.

**Article 41
Effective Date**

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

**CHAIRMAN
Skënder Gjinushi**

**Translation by K. Imholz
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