

Guidance for Foreign Businesses

Foreign companies must find out about their country entity that's responsible for releasing the following documents:

1. Registration certificate, which proves that the company is registered in its country of origin.
2. A document that proves that the business has not filed for bankruptcy or insolvency proceedings or that the business has not gone bankrupt or gone into liquidation.

These documents, depending on the legislation or practices of the foreign country can be released one or two different state entities.

Attention: All documents, both private and official, from foreign jurisdictions should be submitted with the confirmed translation into the Albanian language.

After the registration is approved and the NUIS (NIPT) is generated, the business is registered automatically at:

1. The General Directorate of Taxation
2. Social Insurance
3. Health Insurance
4. Labor Inspectorate

Registration of foreign businesses in the Republic of Albania, the document form, the legal form offered by the Albanian legislations, and other documents that are required for the registration

Attention: Limited companies cannot have a capital less than Lek 100 (Article No. 70 of law No.9901/2008 'On Trade and Trading Companies'.

Documents format

Documents and legal acts both official and private issued by foreign companies issued to be used in the Republic of Albania, in case that they are verified by a public authority of foreign jurisdiction (officials/notary) it is mandatory to prove their status of notary or official through legalization or the apostille stamp according to the law and international agreements ratified by the republic of Albania.

Legal formats, documents and mandatory data

1. Physical person
Mandatory data (article no. 30, Law No. 9723/2007 on QKB)

Mandatory data for the initial registration of physical individuals

2. Identification data
3. Country where it exercises economic and trade activity

4. The sector where it operates
5. The specimen signature of the physical individual

Additional documents

1. ID of the physical individual (if he/she's the applicant)
2. Power of attorney if the applicant is a different person from the individual that will register, he must submit a representation act and the ID of the applicant.

Limited Liability Company

Mandatory data for the registration of commercial companies:

1. Name
2. Form
3. Date of establishment
4. ID data of founder and cofounders
5. Headquarter
6. The object, if it is defined
7. Time of operation, if it is defines
8. The identification information for the persons responsible of the administration and representation of the company in relation to third parties, representation competences, and the appointment terms.
9. The specimen signature of the persons that represent the company in relation to third parties.
10. Based on article No.35, it is mandatory to declare to initial capital, the number of shares, the nominal value of each share, shareholder information, the value and type of the contributions of each shareholder, and information if the initial capital is paid up.

Additional documents

1. The establishment act and the statue if they are drafted as two separate documents
2. Appointment act for the organs of the company if they are not included in the above-mentioned acts. Other necessary acts based on the legislation in force.
3. ID of the legal representative of the company, if he's the applicant.
4. IDs of copartners if their data are not included in the acts.
5. Power of Attorney if the application is submitted not by the legal representative of the company.

Joint Stock Company

The mandatory data on the initial registration of a Joint Stock Company, besides those defined on Article No.32 of Law No.9723/2007 are the following:

1. The initial capital value and the paid up part
2. The number and form of shares

3. The nominal value of each share
4. The number of shares by each shareholder
5. The value and type of contribution of every shareholder and the amount paid by each of them.
6. Special conditions that define share transfer (if there is)
7. Procedures on how to convert shares, if it is foreseen in the statute, the total value or a provision of specific costs on the foundation proceedings assigned to the company.
8. Advantages recognized to persons that participated on the foundation of the company or in special transactions related to the beginning of economic activity (if there are).
9. ID data for the members of the Supervisory Council and for the authorized accounting expert and the appointment term for each of them
10. Number of members in their steering bodies
11. The appointment procedure for the members of the steering bodies if they differ from the law (Article No.36)

Attention: The minimum initial capital for a Private Joint Stock Company can't be less than Lek 3,500,000.

Additional documents

1. The establishment act and the statute if they are drafted as two separate documents
2. Appointment act for the organs of the company if they are not included in the above-mentioned acts.
3. Other necessary acts based on the legislation in force.
4. ID of the legal representative of the company, if he's the applicant.
5. IDs of copartners if their data are not included in the acts.
6. Power of Attorney if the application is submitted not by the legal representative of the company.
7. Banking document for paid contributions in cash

Attention: Share capital contributions issues in cash must be settled before the company's registration, at least one-fourth of their value. When shareholders make in-kind contributions, these contributions must be evaluated prior to the registration of the company by one or more experts appointed by the respective court and the shares subscribed with in-kind contributions shall be effected to the company before the registration.

In the event when the partner of a Company is a foreign juridical person, based on Article 29 on the law 9723/2007 'On QKB' besides the documents required according to the type of subject, the following documents must be included to the initial application:

1. The establishment act and the statute of the foreign company if they are drafted as two separate documents
2. The equivalent act of creation according to the foreign legislation and the entire text with changes

3. Documents that confirm the registration of the foreign company in the foreign jurisdiction
4. Documents that confirm the actual situation of the foreign company released within a period no longer than 90 days from the application day with the data of registration and representation, including information in the event when the company is in bankruptcy or liquidation proceedings.
5. Verdict and other necessary acts of the foreign company based on the foreign legislation in force on the foundation of the limited liability company in Albania.

Branches and representation offices of foreign companies

The following information is mandatory for the initial registration of representative offices and branches

1. Capital of foreign society
2. The name of the branch or representative office, if different from that of the foreign company
3. The duration of the branch or representative office, if this is specified, the scope of branch or representative office activity, if this is specified
4. The headquarter of the branch or representative office
5. Identification information for the persons responsible of the administration and representation of the branch or representative office in relation to third parties, representation competences, and the appointment terms.
6. The specimen signature of the persons that represent the branch or representative office in relation to third parties.

Additional documents

1. The establishment act and the statute of the foreign company if they are drafted as two separate documents or the equivalent act of creation according to the foreign legislation and the entire text with changes
2. Documents that confirm the registration of the foreign company in the foreign jurisdiction
3. Documents that confirm the actual situation of the foreign company released within a period no longer than 90 days from the application day with the data of registration and representation, including information in the event when the company is in bankruptcy or liquidation proceedings.
4. The balance sheet of a foreign company for the last financial year held conforming to the required standards in the foreign country, if the company has been active for more than a year.
5. Verdict and other acts of the respective organ of the foreign company, according to the foreign legislation for opening the branch or representative office.
6. The acts of this point are switched by the application for registration in the case when the person that will make the registration is responsible for acting alone or on behalf of the foreign company
7. The ID of the legal representative of the branch or representative office (if he/she's the applicant).

8. In the event when the applicant is not the legal representative of the office the Power of Attorney is required.

Source: National Business Center

Note: This is not an official translation of the guide