

**AKT THEMELIMI dhe STATUT**



**I SHOQERISE ME PERGJEGJESI TE KUFIZUAR**

**“GLOBAL FINANCIAL TRADING” SH.P.K.**

Ne Tirane, sot me date 19.01.2021, ne mbeshtetje te ligjit nr . 9901, date 14.04.2008 “Per tregtaret dhe shoqerite tregtare” dhe Ligjit nr. 9723, date 03.05.2007 “Per Qendren Kombetare te Rregjistrimit” qe rregullojne marredheniet tregtare dhe funksionimin e shoqerive, personat e meposhtem:

- **Chaim Azar**, i dtl 13.02.1956, lindur ne Halfa, Israel dhe banues ne Halfa Israel, madhor me zotesi te plote juridike per te vepruar, per identitetin e te cilit u sigurova nga dokumenti personal i tij, Pasaport Nr. **22639732 dhe Nr. Personal 0-5391795-1.**
- **Roland Domi**, i dtl 28.09.1972, lindur ne Tirane dhe banues ne Tirane, madhor me zotesi te plote juridike per te vepruar, per identitetin e te cilit u sigurova nga dokumenti personal i tij, Pasaport Nr. **BE1028855 dhe Nr. Personal H20928022W**

me cilesine e ortakut themelues, harton kete statut te Shoqerise tregtare “GLOBAL FINANCIAL TRADING” SH.P.K” me dispozitat e meposhtme:

**KAPITULLI I**

**Legjislacioni, Forma**

**Neni 1**

Shoqeria “GLOBAL FINANCIAL TRADING” **Sh.p.k.**, qe ne vazhdim shkurtimisht do te quhet “shoqeria” eshte krijuar ne baze te ligjit nr. 9901, date 14.04.2008 “Per tregtaret dhe shoqerite tregtare”.

## Neni 2

Forma juridike e shoqerise eshte ajo e “shoqerise me pergjegjesi te kufizuar” prandaj pergjegjesia e ortakeve eshte e kufizuar deri ne shumen e pjeses se zoteruar nga kapitali themeltar.



## KAPITULLI II

### Emertimi, Selia, Kohezgjatja

## Neni 3

- Emertimi i shoqerise eshte: “GLOBAL FINANCIAL TRADING ” **SH.P.K.**
- Ne cdo dokument, fature, reklame dhe publikime emri i shoqerise do te pasohet nga:
  - (i) fjala “me pergjegjesi te kufizuar” apo “sh.p.k”
  - (ii) numri i saj i regjistrimit
  - (iii) selia

## Neni 4

- Selia e shoqerise ndodhet ne Tirane, **Njesia Administrative nr. 6, Lagjia 6, ZK 8230, Rr. “Ali Kelmendi”, Nr. 1/1, Tirane, Shqiperi.**
- Me vendim te Asamblese se Ortaketeve shoqeria mund ta zhvendose seline e saj operative ne nje qytet tjetër te Republikes se Shqiperise. Ne baze te ligjit shoqeria mund te hape apo krijojë seli dytesore dhe administrative, dege, filiale, agjenci, zyra perfaqesie si ne Shqiperi ashtu edhe jashte saj, me vendim te Asamblese se Ortakeve.

## Neni 5

Kohezgjatja e veprimtarise se shoqerise “GLOBAL FINANCIAL TRADING” sh.p.k eshte per nje periudhe kohe te pacaktuar, duke filluar prej momentit te regjistrimit te saj prane Qendres Kombetare te Biznesit.

### KAPITULLI III

#### Objekti

#### Neni 6

Shoqeria do te kete si objekt te veprimtarise se saj:

Konsulence financiare, aktivitetet financiar, kerkime ne burime natyrore (minerare, shkencore, hidrokarbure), kerkime dhe zhvillime ne bio energji (energji e gjelber) prodhimin dhe tregtimin e saj, shitje dhe blerje te artikujve te ndryshem ushqimore, industrial me shumic dhe pakic, konstruksione, aktivitet ne fushen e ndertimit, sipermarjes, investimit Etj

### KAPITULLI IV

#### Kapitali Themeltar

#### Neni 7

- Kapitali themeltar i shoqerise eshte percaktuar ne shumen 100.000 (njeqind mije) leke.
- Kapitali themeltar eshte i ndare ne dy kuota.
- Kuotat do te ndahen nga ortaket si me poshte:
- Ortaku **Chaim Azar** zoteron nje kuote qe perfaqeson 99 % te kapitalit te shoqerise ne vlere nominale 99.000 (nentedhjete e nente mije)leke.
- Ortaku **Roland Domi** zoteron nje kuote qe perfaqeson 1 % te kapitalit te shoqerise ne vlere nominale 1.000 (nje mije)leke.

#### Neni 8

#### Zmadhimi i kapitalit

Zmadhimi i kapitalit themeltar mund te behet me vendim te Asamblese se Ortakeve. Zmadhimi i kapitalit themeltar mund te behet me derdhje ne para ose me kontribute ne natyre, ne kete rast keto kontribute duhet te shoqerohen me nje raport vleresimi tekniko-financiar te kryer nga nje ekspert i vleresimit te kontributeve, te emeruar nga Asambleja e Ortakeve dhe qe duhet t'i



bashkelidhet vendimit te Asamblese se Ortakeve, ne momentin e regjistrimit te dokumentacionit prane Qendres Kombetare te Biznesit.



### **Neni 9**

#### **Zvogelimi i kapitalit**

Zvogelimi i kapitalit themeltar mund te behet me vendim te Asamblese se ortakeve, me propozim te administratorit, vetem ne rastin kur shoqeria mund te pesoje humbje te tilla qe e bejne te domosdoshem kete zvogelim.

Ky veprim do te kryhet ne baze te dispozitave te ligjit nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare".

### **Neni 10**

#### **Transferimi i pjeseve te kapitalit**

- Kuotat e kapitalit themeltar jane emerore dhe te transferueshme.
- Pjeset e kapitalit themeltar jane lirisht te transferueshme ne rruge trashegimie, ne rast ndarje pasurore mes bashkeshorteve dhe nepermjet paraardhesve dhe pasardhesve.
- Pjeset e kapitalit themeltar mund t'u transferohen personave te trete qe nuk bejne pjese ne shoqeri, vetem me miratimin paraprak te shumices se ortakeve qe zoterojne  $\frac{3}{4}$  e pjeseve dhe me kushte jo me te favorshme se ato me te cilat u jane ofruar me pare ortakeve te tjere duke respektuar te drejten e parablerjes se ortakeve.
- Transferimi i pjeseve te kapitali do te kryhet ne baze te dispozitave te ligjit nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare".
- Veprimet e mesiperme do te evidentohen ne regjistrin e shoqerise.

### **KAPITULLI V**

#### **Administrimi i shoqerise**


**Neni 11**  
**Administrimi**

- Organet drejtuese te shoqerise "GLOBAL FINANCIAL TRADING" sh.p.k jane:
  - a) **Asambleja e Pergjithshme** e ortakeve, i cili eshte organi me i larte vendim-marres.
  - b) **Administratori** i shoqerise i emeruar me vendim te Asamblese se Ortakeve, bazuar ne dispozitat perkatese ligjore.

**Neni 12**  
**MARRJA E VENDIMEVE**

- Asambleja, rregullisht e thirrur dhe e perbere prej ortakeve te shoqerise, perfaqeson vullnetin e ortakeve. Vendimet e marra prej saj, per sa kohe qe jane te vlefshme ne perputhje me ligjin dhe me kete statut, detyrojne te gjithë anetaret e asamblese edhe pse jo te pranishem dhe jo dakort.
- Cdo ortak ka te drejte te marre pjese ne mbledhjet e asamblese personalisht dhe disponon nje numer votash te barabarta me pjeset e kapitalit themeltar qe ai zoteron. Cdo ortak ka te drejte te perfaqesohet ne Asamble nga persona te trete duke u leshuar atyre prokure te posacme per cdo mbledhje te asamblese.
- Vendimet, ne mungese te prezences se ortakeve, mund te merren pas konsultimit me shkrim te tyre, ne rast se te gjithë ortaket miratojne me shkrim permbajtjen e konsultimit. Ne kete rast zbatohen procedurat e percaktuara nga ligji tregtar.
- Ortaket lajmerohen per zhvillimin e mbledhjes se Asamblese me shkrese apo me mesazh elektronik, i cili duhet te permbaje vendin, daten, oren e mbledhjes dhe rendin e dites jo me vone se 7 dite perpara dates se mbledhjes.
- Mbledhja e asamblese mund te thirret nga Administratori i shoqerise, nga nje ose disa prej ortakeve te shoqerise qe zoterojne te pakten 5% te pjeseve te kapitalit themeltar.



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- Cdo mbledhje e asamblese e thirrur ne menyre te parregullt, mund te anulohet. Anullimi nuk ka vlere, ne rast se te gjithë ortaket jane te pranishem ose te perfaqesuar.

### **NENI 13**

#### **KOMPETENCAT E ASAMBLES SE PERGJITHSHME**

- Asambleja e pergjitheshme e ortakeve, pervec te tjerave, eshte i vetmi organ qe vendos per:
- emerimin ose shkarkimin e administratoreve, eksperteve kontabel te autorizuar dhe likujdusesve;
  - percaktimin e shperblimeve per administratorin, ekspertin kontabel dhe likujdsuesve;
  - percaktimin e politikave tregtare te shoqerise;
  - mbikqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te te ecurise se veprimtarise;
  - miratimin e raporteve te administrimit dhe te kontrollit;
  - miratimin e llogarive vjetore, disponimin e fitimit, etj;
  - ndryshimet e statutit;
  - zmadhimin apo zvogelimin e kapitalit themeltar;
  - pjestimin e kuotave dhe anulimin e tyre;
  - perfaqesimin e shoqerise ne Gjykate dhe ne procedimet e tjera ndaj administratoreve;
  - riorganizimin dhe prishjen e shoqerise;
  - miratimin e rregullave proceduriale te mbledhjeve te asamblese;
  - transferimin e pjeseve te kapitalit themeltar tek te tretet;
  - zgjatjen e kohes se veprimtarise se shoqerise apo prishjen e saj dhe kalimin ne proces likuidimi;
  - shnderrimin e shoqerise me pergjegjesi te kufizuar ne forma te tjera;
  - etj.



**NENI 14**  
**KUORUMI**

- Asambleja e Pergjithshme mund te marre vendime te vlefshme ne qofte se jane te pranishem ose te perfaqesuar nje ose disa ortake qe zoterojne mbi 30% te pjeseve te kapitalit themeltar. Ne rastet kur Asambleja e Pergjithshme duhet te vendose per ceshtje si : ***Ndryshimin e Statutit, Zmadhimin ose Zvogelimin e kapitalit te rregjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise*** ajo mund te marre vendime te vlefshme vetem nese ortaket qe zoterojne me shume se 50% te kapitalit jane te pranishem.
- Ne qoftese mbledhja e Asamblese se Pergjithshme nuk realizohet per mungese kuorumi, thirret mbledhja e dyte brenda 30 diteve me te njejtin rend. Edhe ne kete rast vendimet te vlefshme merren vetem nese eshte formalizuar kuorumi i nevojshem ne varesi te ceshtjes, rend dite.
- Ndryshimet e statutit, transferimi i pjeseve te kapitalit themeltar tek te tretet, zmadhimi apo zvogelimi i kapitalit te rregjistruar, shperndarja e fitimeve riorganizimi apo prishja e shoqerise dhe kalimi ne proces likuidimi, shnderrimi ne nje forme tjeter, vendosen ne mbledhjen e asamblese vetem kur kuorumi i kerkuar perbehet nga ortaket qe zoterojne me shume se  $\frac{1}{2}$  e kapitalit themeltar dhe vendos me  $\frac{3}{4}$  e votave te ortakeve pjesemarres.
- Asambleja drejtohet nga nje anetar i zgjedhur nga ortaket e pranishem. Te gjitha vendimet e Asamblese transkriptohen dhe ruhen ne rregjistrat e shoqerise. Ne rastet e percaktuara me ligj, vendimet e asamblese duhet te rregjistrohen ne Qendren Kombetare te Rregjistrimit.
- ***Dispozitat e mesiperme ne lidhje me menyren dhe kuorumin e kerkuar per marrjen e vendimeve, zbatohen ne rast se shoqeria do te zoterohet nga me shume se nje Ortak.***

**Neni 15**  
**Administratori**

- Administratori, i cili mund te kete cdo lloj shtetesisie, do te zgjidhet pa afat.





- Shoqeria do te administrohet nga nje Administrator. Kete detyre do ta kryeje Z. **CHAIM AZAR**.
- Ne rast vdekjeje, doreheqje, shkarkimi ose skualifikimi te Administratorit, zevendesuesi i ketij te fundit do te zgjidhet nepermjet vendimit te Asamblese se Ortakeve, sipas dispozitave ligjore ne fuqi
- Pas pranimit te detyres, administratori do te deklaroje me shkrim se detyra e tij do te kryhet ne baze te mirebesimit; ne kete aspekt shkarkimi i tij nepermjet vendimit te Asamblese se Ortakeve, bazuar dhe ne dispozitat ligjore, eshte menduar si nje arsye e perligjur per shkarkim.
- Asambleja e Ortakeve gezon te drejten te liroje nga detyra, me shkrim, administratorin. Ne rast te nje shkarkimi te paarsyeshem ky i fundit gezon te drejten per shperblim financiar, sipas ligjit.
- Veprimtaria e perditshme e shoqerise drejtohet nga administratori, i cili per realizimin e qellimeve te shoqerise dhe te aktivitetit te biznesit te saj ka te drejte te firmose ceqe, urdhera, kontrata te ndryshme, kontrata qiraje, njoftime, si dhe cdo dokument tjeter te nevojshem per kete qellim. Gjithashtu administratori ka te drejten te nenshkruaje cdo dokument qe behet ne emer te shoqerise, pervec rasteve kur kjo bie ne kundershtrim me ndonje dispozite ligjore ose kur shoqeria, me vendim te Asamblese se Ortakeve, ka ngarkuar dike tjeter per kryerjen e ketij veprimi.
- Administratori do te pergatise biznes-planin e cdo viti financiar, i cili do te miratohet me vendim te Asamblese se Ortakeve.
- Administratori gjate kryerjes se veprimtarise se tij duhet te permbushe detyrimet qe rrjedhin nga dispozitat ligjore, Statutit i shoqerise dhe dispozitat e tjera qe rregullojne kete veprimtari dhe te raportoje perpara Asamblese se Ortakeve kur nje gje e tille kerkohet prej tyre.



- Administratori duhet të kryejë detyrat që do t'i ngarkohen nga Asambleja e Ortave, dhe mund t'i delegojë këto detyra në teresi apo pjesërisht tek pjesëtarë të tjerë të shoqërisë, ose ndërmjet tyre, në zbatim të rregullave të menaxhimit që rregullojnë ndarjen e biznesit si dhe procedurat për vendimet e menaxhimit të marra prej Asamblese.
- Cdo veprim i administratorit, që del jashtë kuadrit të veprimtarisë normale të tij, duhet të miratohet me pare nga Asambleja e Ortave.

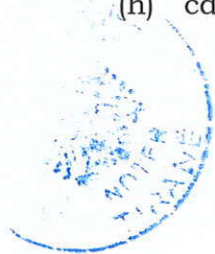
### **Neni 16**

#### **Veprimet e Biznesit që kërkojnë miratimin paraprak të Asamblese së Ortave**

- Administratori nuk mund të perfundojë transaksione biznesi që dalin jashtë kuadrit të veprimtarisë normale të aktivitetit të shoqërisë, pa miratimin paraprak të Asamblese së Ortave.
- Secila nga vendimet dhe transaksionet e listuara më poshtë, kërkojnë miratimin paraprak të Asamblese së Ortave:
  - (a) dhenie prej shoqërisë e financimeve, kredive, sigurimeve, garancive, ose rritja e zvogëlimi i kapitalit, dhe marrja hua nga persona të tretë qofshin këta persona juridik apo fizik;
  - (b) përfundimi, mbarimi, apo amendimi i një dispozite thelbësore të kontratave që e kalojnë kohëzgjatjen prej tre vjetësh ose që kalojnë vlerën prej 10 000 000 Leke;
  - (c) shitja e aseteve të shoqërisë;
  - (d) marrja e interesave pasurore në një shoqëri, ortakëri ose grupim në një sipërmarrje tjetër, themelimi i një shoqërie të ndërruar, blerja e shitja e aksioneve ose pjesëve apo të drejtave të tjera në një sipërmarrje të shoqërisë, që gjen zbatim nga ligjet e aplikueshme;
  - (e) dhënia apo heqja e prokurave të përgjithshme ose të atyre që kanë një kohëzgjatje të papercaktuar;
  - (f) pënesimi i stafit me një rrogë vjetore më të madhe se 120 000 Leke;
  - (g) blerja ose tjetërsimi i pasurive të paluajtshme dhe vendosja e barres mbi të;



- (h) cdo ndryshim apo devijim nga Plani i Biznesit.



### **Neni 17**

#### **Miratimi i llogarive**

- Administratori do te mbaje llogarite perkatese dhe hartoje raportin financiar perfundimtar ku do te pasqyrohet ne menyre te detajuar gjendja financiare e shoqerise ne perputhje me zerat kryesor te llogarive. Llogarite dhe raporti financiar vjetor do te pergatiten ne forme ne perputhje me standartet e llogarive te parashikuara ne ligj.
  
- Asambleja e Ortakeve emerone te pakten nje Auditor te jashtem te certifikuar, qe do te kete keto pergjegjesi:
  - (a) te auditoje llogarite e shoqerise dhe regjistrimet e veprimtarise se biznesit;
  - (b) te certifikojte, ne perputhje me rregulloret perkatese, raportin vjetor te llogarive financiare ( bilancin, fitimin dhe humbjet dhe deklarimet e lidhura me to) dhe te leshoje nje opinion qe ky raport pasqyron gjendjen financiare reale te shoqerise;
  - (c) te informoje Administratorin dhe ortaket e shoqerise per cdo parregullsi dhe mangesi te verejtur ne procedurat, veprimtarine dhe transaksionet e biznesit qe mund te cojne ne humbje te shoqerise;
  - (d) te rishikojte saktesine e Auditorit te brendshem dhe te kontrolloje praktikat dhe procedurat, dhe nese e gjykon te nevojshme te beje rekomandimet perkatese per permiresimet e mundshme; dhe
  - (e) te permbushe detyrimet qe rrjedhin nga ligji nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare" dhe nga ligjet e tjera te aplikueshme.

### **Neni 18**

- Shperndarja e dividendeve do te behet ne perputhje me dispozitat e ligjit nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare" dhe te ligjeve te tjera te aplikueshme.
- Te gjitha ceshtjet, te cilat nuk jane te specifikuar ne kete statut, do ti nenshtrohen dispozitave te ligjit nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare", si dhe amendimeve te mundshme te tij.

## **KAPITULLI VI**

### **KUFIZIMI I AFATIT, PRISHJA DHE LIKUIDIMI I SHOQERISE**

#### **NENI 19**

##### **NDRYSHIMET E AFATIT**

- Kufizimi apo zgjatja e afatit te aktivitetit te shoqerise mund te vendoset nga Asambleja e Ortakeve me shumicen e ortakeve qe zoterojne mbi 3/4 e kapitalit themeltar apo nga vete Ortaku i Vetem.

#### **NENI 20**

##### **PRISHJA E SHOQERISE**

- Shoqeria priset ne perputhje me kushtet e percaktuara ne kete statut, me vendim te Asamblese se Ortakeve me kerkesen e 3/4 te pjesmarrjes ne kapitalin themeltar apo me vendimin e Ortakut te Vetem.
- Shkaqet e prishjes se Shoqerise;
  - a. kur mbaron kohezgjatje e parashikuar ne themelimin e saj;
  - b. me vendim te Asamblese se Pergjithshme apo te Ortakut te Vetem;
  - c. me hapjen e procedurave te falimentimit;
  - d. nese nuk ka kryer veprimtari tregtare per 2 vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne Q.K.R;
  - e. me Vendim Gjykate;



Shoqeria nuk prishet kur njeri nga ortakët falimenton, behet i paafte ose vdes.

## **NENI 21**

### **LIKUIDIMI I SHOQERISE**

- Shoqeria hyn ne procesin e likuidimit qe ne momentin e prishjes se saj. Per kryerjen e ketij procesi Asambleja apo Ortaku i Vetem emerone nje ose disa likuidues te cilet i paraqesin asaj/atij raportin mbi gjendjen e aktivitetit dhe te pasivitetit te shoqerise, mbi ndjekjen e operacioneve te likuidimit dhe mbi afatin e domosdoshem te perfundimit te tyre.
- Ne fund te procesit te likuidimit Asambleja me shumicen e ortakëve qe zoterojne mbi 3/4 e kapitalit themeltar apo Ortaku i Vetem vendos, mbi bilancin perfundimtar financiar, mbi aktin e rregullshmerise te punes se likuiduesit dhe mbylljen e procesit te likuidimit.
- Pas pagimit te kreditorëve dhe shlyerjes se pjeseve te kapitalit themeltar tek kontribuesit perkates, likuiduesi ndan kapitalet e mbetura ndermjet ortakëve proporcionalisht me pjeset qe ata zoterojne ne kapitalin themeltar dhe njofton Q.K.R per perfundimin e likuidimit dhe kerkon c'eregjistrimin e Shoqerise.

## **KREU VII**

### **DISPOZITA TE FUNDIT**

## **NENI 22**

### **SHNDERRIMI I SHOQERISE**

- Shnderrimi i shoqerise me pergjegjesi te kufizuar ne shoqeri aksionere mund te kryhet me miratim unanim te ortakëve, ndersa shnderrimi ne shoqeri aksionere, me miratimin e shumices se ortakëve qe zoterojne mbi 3/4 e kapitalit themeltar.



- Marredheniet e brendshme ndermjet punetoreve dhe shoqerise midis tyre dhe organeve te shoqerise do te rregullohen me anen e nje rregulloreje.



### **NENI 23**

#### **INTERPRETIMET STATUTORE**

- Pavlefshmeria e dispozitave te vecanta te kesaj marreveshje nuk e prek teresine e saj vepruese. Ne vend te dispozitave te pavlefshme ose per mbushjen e hapsirave statutore, ortaket bien dakord per nje rregullim te pershtatshem, ne perputhje me qellimin e hartimit te ketij statuti, duke ruajtur interesat e perbashketa.
- Per gjithshka jo te parashikuar ne kete statut do te respektohen normat ligjore te legjislacionit shqiptar ne fuqi.
- Gjykate kompetente per zgjidhjen e te gjitha mosmarreveshjeve qe mund te lindin gjate ekzistences se shoqerise, ose gjate periudhes se likuidimit ndermjet ortakeve, ndermjet shoqerise dhe ortakeve, apo ndermjet shoqerise dhe te treteve, do te jete **Gjykata e Rrethit Gjyqesor Tirane**.
- Ky Statut hartohet ne 4 ekzemplare origjinale, hyn ne fuqi ditën e nenshkrimimit nga Ortakut te Shoqerise GLOBAL CONSULTING & SYS” **SH.P.K.**

### **NENI 24**

#### **DISPOZITA TE FUNDIT**

- Per te gjitha çeshtjet qe nuk gjejne rregullim ne kete Statut, aplikohen dispozitat e ligjit nr. 9901 dt. 14.04.2008 “Per tregtaret dhe shoqerite tregtare”.
- Per efekt te interpretimit te ketij Statuti me ligj tregtar nenkuptohet ligji nr. 9901 dt. 14.04.2008 “Per tregtaret dhe shoqerite tregtare”
- Pavlefshmerite eventuale te dispozitave te vecanta te Statutit nuk mund te cenojne vlefshmerine ne teresi te tij.

#### **ORTAKET**

CHAIM AZAR

AZAR CHAIM

ROLAND DOMI

Roland Domi

RD

*[Signature]*

**ARTICLES OF ASSOCIATION AND MEMORANDUM OF ASSOCIATION**

**OF THE LIMITED LIABILITY COMPANY**

**"GLOBAL FINANCIAL TRADING" LTD.**

In compliance with law no. 9901, dated 14.04.2008 "On traders and companies" and Law no. 9723, dated 03.05.2007 "On the National Registration Center" that regulate trade relations and the operation of companies, the following persons:

- **Chaim Azar**, born on 13.02.1956, in Haifa, Israel and resident in Haifa Israel, adult with full legal capacity to act, for whose identity I was ascertained by his personal document, Passport no. **22639732** and **Personal No. 0-5391795-1**.
- **Roland Domi**, born on 28.09.1972, in Tirana and resident in Tirana, adult with full legal capacity to act, for whose identity I was ascertained by his personal document, Passport no. **BE1028855** and **Personal No. H20928022W**.

in the capacity of the founding partner, drafts these Articles of Association of the Company "GLOBAL FINANCIAL TRADING"SH.P.K" with the following provisions:

**CHAPTER I**

**Legal grounds, Legal form**

**Article 1**

The company "GLOBAL FINANCIAL TRADING" **Ltd.**, which reserves the right to use the abbreviation "company" was established in accordance with law no. 9901, dated 14.04.2008 "On traders and companies".



## Article 2

The legal form of the company is that of *“limited liability company”* therefore the liability of the partners is limited to the amount of the share owned by the share capital.

## CHAPTER II

### Name, Headquarter, Duration

## Article 3

- The company name is :**“GLOBAL FINANCIAL TRADING” Ltd.**
- All instruments, invoices, advertisements and publications contain the name of the company followed by the:
  - (i) word “limited liability company” of the abbreviation “Ltd.”
  - (ii) registration number
  - (iii) headquarter

## Article 4

- The headquarter of the company is established in Tirana, Rr. **“Ali Kelmendi”, Nr. 1/1, Tirana, Albania.**
- By decision of the Assembly of Partners the company can move its operational headquarters to another city of the Republic of Albania. According to the law the company can open or create secondary and administrative headquarters, branches, subsidiaries, agencies, representative offices as in Albania as well as outside it, by decision of the Assembly of Partners

## Article 5

The duration of the company “GLOBAL FINANCIALTRADING” Ltd., is indefinite, starting from its registration with the National Business Center.





## CHAPTER III

### Object

#### Article 6

The company object is:

Financial consulting, financial activities, research in natural resources (mining, science, hydrocarbons), research and development in bio energy (green energy), its production and marketing, sale and purchase of various food items, wholesale and retail industrial, construction, activity in the field of construction, entrepreneurship, investment, etc.

## CHAPTER IV

### Share capital

#### Article 7

- The share capital of the company is set at 100,000 (one hundred thousand) ALL.
- The share capital is divided into two quotas.
- Quotas will be shared by the partners as follows:
- Partner **Chaim Azar** owns a quota that represents 99% of the company's capital in the nominal value of 99,000 (ninety nine thousand) ALL.
- Partner **Roland Domi** owns a quota that represents 1% of the company's capital in nominal value 1,000 (one thousand) ALL.

#### Article 8

### Capital increase

The increase of the share capital can be done by decision of the Assembly of Partners. The increase of the share capital can be done by cash flow or in kind contributions, in this case these contributions must be accompanied by a technical-financial evaluation report performed by a contribution evaluation expert, appointed by the Partners Assembly and that must be



attached to the decision of the Assembly of Partners, at the time of registration of documentation at the National Business Center.

## **Article 9**

### **Capital reduction**

The reduction of the share capital can be done by decision of the Assembly of Partners, on the proposal of the administrator, only in the case when the company can suffer such losses that make this reduction necessary.

This action will be performed based on the provisions of law no. 9901, dated 14.04.2008 "On traders and companies".

## **Article 10**

### **Transfer of equity shares**

- Equity quotas are nominal and transferable.
- Shares of equity capital are freely transferable by inheritance, in case of division of property between spouses and through ancestors and descendants.
- Shares of equity capital may be transferred to third parties who are not members of the company, only with the prior approval of the majority of the partners who own the shares and on unfavorable terms than those with which they were previously offered other partners respecting the right of pre-emption of the partners.
- The transfer of parts of the capital will be performed based on the provisions of law no. 9901, dated 14.04.2008 "On traders and companies".
- The above actions will be recorded in the company register.

## **CHAPTER V**

### **Company administration**

## **Article 11**

### **Managing bodies**

- The managing bodies of the company "GLOBAL FINANCIALTRADING" Ltd., are:



- a) **General Assembly** of the partners, which is the highest decision-making body.
- b) **The administrator** of the company appointed by decision of the Assembly of Partners, based on the relevant legal provisions.

## **Article 12**

### **DECISIONMAKING**

- The assembly, regularly convened and composed of partners of the company, represents the will of the partners. The decisions taken by it, as long as they are valid in accordance with the law and the articles of association, oblige all members of the assembly, although not present and dissenting.
- Each partner has the right to attend the meetings of the assembly in person and has a number of votes equal to the share of the share capital that he owns. Each partner has the right to be represented in the Assembly by third parties by issuing to them special power of attorney for each meeting of the assembly.
- Decisions, in the absence of the presence of the partners, can be taken after their written consultation, in case all partners approve in writing the content of the consultation. In this case, the procedures defined by the commercial law are applied.
- The partners are notified about the holding of the meeting of the Assembly by letter or electronic message, which must contain the place, date, time of the meeting and the agenda no later than 7 days before the date of the meeting.
- The assembly meeting can be convened by the Administrator of the company, by one or some of the partners of the company who own at least 5% of the share capital.
- Any irregularly convened assembly meeting may be canceled. Cancellation is not valid, if all partners are present or represented..

## **ARTICLE 13**

### **COMPETENCES OF THE GENERAL ASSEMBLY**

- The General Assembly of Partners, among others, is the only body that decides on:



- appointment or dismissal of administrators, certified public accountants and liquidators;
- setting remuneration for the administrator, the accounting expert and the liquidators;
- defining the commercial policies of the company;
- overseeing the implementation of trade policies by administrators, including the preparation of annual financial statements and performance reports;
- approval of administration and control reports;
- approval of annual accounts, profit disposition, etc .;
- changes in the articles of association;
- increase or decrease of share capital;
- division of quotas and their cancellation;
- representation of the company in the Court and in other proceedings against administrators;
- reorganization and dissolution of company;
- approval of the procedural rules of the assembly meetings;
- transfer of parts of share capital to third parties;
- extension of the activity of the company or its dissolution and transition to the liquidation process;
- transformation of a limited liability company into other forms;
- etc.

#### ARTICLE 14

#### QUORUM

- The General Assembly may take valid decisions if one or more partners who own more than 30% of the share capital are present or represented. In cases where the General Assembly has to decide on issues such as: ***Amendment of the Articles of Association, Increase or Reduction of registered capital, distribution of profits, reorganization and dissolution of the company***, it can make valid decisions only if the partners who own more than 50 % of capital are present.
- If the meeting of the General Assembly is not held due to lack of quorum, the second meeting is convened within 30 days in the same



order. Even in this case, valid decisions are taken only if the necessary quorum is formalized depending on the issue, agenda.

- Amendments to the articles of association, transfer of shares of share capital to third parties, increase or decrease of registered capital, distribution of profits, reorganization or dissolution of the company and transition to liquidation, transformation into another form, are decided at the meeting of the assembly only when the required quorum consists of partners who own more than  $\frac{1}{2}$  of the share capital and decides by the  $\frac{3}{4}$  of votes of the participating partners.
- The Assembly is chaired by a member elected by the partners present. All decisions of the Assembly are transcribed and stored in the registers of the company. In cases provided by law, the decisions of the assembly must be registered at the National Registration Center.
- ***The above provisions regarding the manner and quorum required for decision making, apply in case the company will be owned by more than one Partner.***

## Article 15

### The administrator

- The administrator, who can have any kind of citizenship, will be elected indefinitely.
- The company will be administered by an Administrator. This task will be performed by **Mr. CHAIM AZAR**
- In case of death, resignation, dismissal or disqualification of the Administrator, the latter's replacement will be elected by decision of the Assembly of Partners, according to the legal provisions in force.
- Upon acceptance of the task, the administrator will declare in writing that his task will be performed in good faith; in this respect his dismissal through the decision of the Assembly of Partners, based on legal provisions, is considered as a legitimate reason for dismissal.



• The Assembly of Partners enjoys the right to dismiss the administrator in writing. In case of an unreasonable dismissal, the latter enjoys the right to financial compensation, according to the law.

• The daily activity of the company is directed by the administrator, who for the realization of the goals of the company and its business activity has the right to sign checks, orders, various contracts, lease contracts, notices, as well as any other documents necessary for this purpose. The administrator also has the right to sign any document made on behalf of the company, except when this is contrary to any legal provision or when the company, by decision of the Assembly of Partners, has charged someone else to perform this action.

• The Administrator will prepare the business plan of each financial year, which will be approved by decision of the Assembly of Partners.

• The Administrator during the performance of his activity must fulfill the obligations deriving from the legal provisions, the Articles of Association of the company and other provisions that regulate this activity and report to the Assembly of Partners when required to do so.

• The Administrator must perform the tasks to be assigned to him by the Assembly of Partners, and may delegate these tasks in whole or in part to other members of the company, or between them, pursuant to the management rules governing the division of business as well as procedures for management decisions taken by the Assembly.

• Any action of the administrator, which goes beyond the scope of his normal activity, must be approved in advance by the Assembly of Partners.

## Article 16

### **Business Actions Requiring Prior Approval of the Assembly of Partners**

• The Administrator may not terminate business transactions that go beyond the normal course of business of the company, without the prior approval of the Assembly of Partners.



- Each of the decisions and transactions listed below require the prior approval of the Partners Assembly:

- (a) the provision by the company of financing, loans, insurance, guarantees, or capital increase or decrease, and borrowing from third parties, whether such legal or natural persons;

- (b) the termination, expiry, or amendment of a substantive provision of contracts exceeding the duration of three years or exceeding the amount of ALL 10,000,000;

- (c) sale of company assets;

- (d) the acquisition of property interests in a company, partnership or grouping in another enterprise, the establishment of a subsidiary, the purchase and sale of shares or other shares or rights in an enterprise of a company, which is governed by the laws of applicable;

- (e) granting or removing general or power of attorneys of indefinite duration;

- (f) employment of staff with an annual salary in excess of ALL 120,000;

- (g) the purchase or alienation of immovable property and the imposition of encumbrances on it;

- (h) any changes or deviations from the Business Plan.

## Article 17

### Approval of the accounts

- The administrator will keep the relevant accounts and draft the final financial report which will reflect in detail the financial situation of the company in accordance with the main items of the accounts. The accounts and the annual financial report will be prepared in a form in accordance with the standards of accounts provided by law.

- The Partners Assembly appoints at least one certified External Auditor, who will have the following responsibilities:

- (a) audit the company's accounts and business records;



(b) certify, in accordance with the relevant regulations, the annual report of the financial accounts (balance sheet, profit and loss and related statements) and issue an opinion that this report reflects the real financial condition of the company;

(c) inform the Administrator and the partners of the company of any irregularities and deficiencies observed in the procedures, activity and business transactions that may lead to the loss of the company;

(d) review the accuracy of the Internal Auditor and review practices and procedures, and if deemed necessary make appropriate recommendations for possible improvements; and

(e) to fulfill the obligations deriving from law no. 9901, dated 14.04.2008 "On traders and companies" and other applicable laws.

#### **Article 18**

- The distribution of dividends will be done in accordance with the provisions of law no. 9901, dated 14.04.2008 "On traders and companies" and other applicable laws.
- All issues, which are not specified in the articles of association hereof, will be subject to the provisions of law no. 9901, dated 14.04.2008 "On traders and companies", as well as its possible amendments.

### **CHAPTER VI**

#### **LIMITATION OF THE DURATION, DISSOLUTION, WINDING-UP**

#### **ARTICLE 19**

##### **DURATION LIMITATION**

- The limitation or extension of the duration of the company's activity can be decided by the Assembly of Partners with the majority of partners who own more than 3/4 of the share capital or by the Sole Partner itself.

  
The stamp is circular and contains the following text: "PËRSHYRËSE ZYRTARE" at the top, "ADMIRA LAKNORI" in the center, "DIPLOMOR TRANSLATOR" at the bottom, and "Diplome Nr. 37 Tirane - Mëb: 069 71 33 53" at the very bottom.



## ARTICLE 20

### DISSOLUTION

- The company is dissolved in accordance with the conditions set out herein, by decision of the Assembly of Partners with the request of 3/4 of the participation in the share capital or by the decision of the Single Partner.
  
- Causes of the dissolution of the Company;
  - a. when the duration provided in its establishment ends;
  - b. by decision of the General Assembly or of the Single Partner;
  - c. with the opening of bankruptcy proceedings;
  - d. if he has not performed commercial activity for 2 years and the suspension of activity in National Business Center has not been notified;
  - e. by Court Decision;

The company shall not be dissolved when one of the partners goes bankrupt, becomes incapacitated or dies.

## ARTICLE 21

### WINDING-UP

- The company starts winding-up from the moment of its dissolution. To carry out this process, the Assembly or the Single Partner appoints one or more liquidators who submit to him / her a report on the assets and liabilities of the company, on the follow-up of winding-up operations and on the necessary deadline for their completion.
- At the end of the winding-up process, the Assembly with the majority of partners holding more than 3/4 of the share capital or the Sole Partner decides, on the final financial balance sheet, on the act of regularity of the liquidator's work and the closure of the winding-up process.
- After paying the creditors and repaying the share capital to the respective contributors, the liquidator divides the remaining capital between the partners in proportion to the shares they own in the share capital and notifies the National Business Center of the completion of the winding-up and requires the writing-off.



## CHAPTER VII

### FINAL PROVISIONS

#### ARTICLE 22

#### COMPANY TRANSFORMATION

- The transformation of a limited liability company into a joint stock company can be carried out with the unanimous approval of the partners, while the transformation into a joint stock company, with the approval of the majority of partners who own more than 3/4 of the share capital.
- Internal relations between employees and company between them and the bodies of the company will be regulated by a regulation.

#### ARTICLE 23

#### STATUTORY INTERPRETATIONS

- The invalidity of the special provisions of this agreement does not affect its entirety. Instead of invalid provisions or for all issues not included, the partners agree on an appropriate arrangement, in accordance with the purpose of drafting these articles of association, preserving the common interests.
- For all issues not included in the present articles of association, the legal provision of the Albanian legislation in force shall apply.
- The competent court for resolving all disputes that may arise during the existence of the company, or during the period of winding-up between the partners, between the company and the partners, or between the company and third parties, will be the **Court of the Tirana Judicial District**.
- These Articles of Association are drafted in 4 original copies and shall enter into force on the day of signing by the Partners of **GLOBAL CONSULTING & SYS** Ltd.



## **ARTICLE 24**

### **FINAL PROVISIONS**

- For all issues not included in the present articles of association, the provisions of law no. 9901 dt. 14.04.2008 "On traders and companies" shall apply.
- For the purpose of interpretation the present articles of association, commercial law means law no. 9901 dt. 14.04.2008 "On traders and companies"
- The eventual invalidity of the special provisions of the Articles of Association may not affect its validity in its entirety.

### **PARTNERS**

**CHAIM AZAR**

**ROLAND DOMI**



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Nr. Rep. 18

REPUBLIC OF ALBANIA  
NOTARY PUBLIC OF TIRANA  
Nr. REP 18

## Vertetim

Vertetohet firma e **ERMIRA LAKNORI** perkthyesse zyrtare te Ministrise se Drejtesise, NIPT L61313069A e cila perktheu dokumentin e mesiperm, nga **Shqipja ne Anglisht.**

Tirane, me 19 / 01 / 2021

**NOTER PUBLIK**

## Certificate

It is certified the signature of **ERMIRA LAKNORI**, sworn translator accredited to Ministry of Justice, TIN L61313069A who translated the above document, from **Albanian to English.**

Tirana, on 19 / 01 / 2021

**NOTARY PUBLIC**

*Ermeta J. Duka*  
*ERMIRA LAKNORI*

