

AKTI I THEMELIMIT DHE STATUTI I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR " MY TIME" SH.P.K.

**AKTI I THEMELIMIT DHE STATUTI I
SHOQERISE ME PERGJEGJESI TE
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**KREU I
EMRI I SHOQERISE, SELIA, KOHEZGJATJA, OBJEKTI**

**NENI 1
EMRI I SHOQERISE**

1.1 Sot, ne Tirane me date **22/02/2024**:

Ortaku i vetem i Shoqerise e tregtise dhe sherbimeve VOÇ ID SHPKNJ Shkup (VOÇ ID SHPKNJ Shkup) me nr. Biznesi 6174485, themeluar me 28/12/2006 me seli kryesore ne Bulevardi "8-te SHTATORI" nr.3- Lamela 4/ Lokali 4, Shkup-Karposh, Maqedoni e Veriut perfaqesuar nga **Z. Stevislav Saldjiev**, lindur ne Shkup, banues ne Bulevardi Partizanski Odredi nr.95/17,Shkup me Nr. Personal: 0607962450166, shtetas i Republikës së Maqedonisë së Veriut vendos për themelimin e shoqërisë.

" MY TIME" (Me poshte e quajtur "**Shoqeria**")

**NENI 2
SELIA DHE FORMA LIGJORE E SHOQERISE**

2.1 Selia e Shoqerise ndodhet ne adresen: **Rruga "Ukraina e Lirë", Njësia bashkiake nr.5, Pallati 1, Kati 1, Ap.4, Tiranë.**

2.2 Ortaket mund te vendosin mbi transferimin e selise se Shoqerise ne nje adrese tjeter. Personat pergjegjes per administrimin e Shoqerise mund te celin ose mbyllin dege dhe/ose zyra perfaqesimi si brenda ashtu edhe jashte Republikes se Shqiperise.

2.3 Forma ligjore e shoqerise eshte "shoqeri me pergjegjesi te kufizuar" ose "SHPK". Megjithate, ajo mund te shnderrohet ne nje forme tjeter ne perputhje me legjislacionin tregtar shqiptar ne fuqi.

**NENI 3
KOHEZGJATJA**

3.1 Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore me afat te pacaktuar duke filluar nga data e regjistrimit prane Qendres Kombetare te Biznesit.

**NENI 4
OBJEKTI I SHOQERISE**

4.1 Shoqeria ka per objekt te saj kryerjen dhe marrjen pjese ne te gjitha aktivitetet qe nje shoqeri me pergjegjesi te kufizuar mund te ushtroje ne baze te legjislacionit shqiptar, dhe ne vecanti:

- Tregti me pakice me ore dhe bizhu ne shitore te specializuara.

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Per te arritur objektin e saj, Shoqeria mund te realizoje drejtperdrejte apo ne menyre te terthorte cdo lloj pjesemarrjeje ne shoqeri te tjera shiptare apo te huaja, si edhe te hyje ne marredhenie kontraktore, bashkepunimi ose ortakerie me persona te trete, private ose publike, vendas ose te huaj. Shoqeria mund te ushtroje cfaredolloj aktiviteti tjetër te papercaktuar ne kete akt, te cfaredolloj natyre qe nuk eshte ne kundërshtim me legjislacionin shqiptar ne fuqi pa asnje kufizim.

KREU II KAPITALI I SHOQERISE TRANSFERIMI I KUOTAVE

NENI 5 KAPITALI I SHOQERISE

5.1 Kapitali i Shoqerise eshte 10,000.00 (dhjete mijë) Lek, i perbere nga 1 (nje) kuote, i ndare si me poshte:

1. VOÇ ID SHPKNJP Shkup (VOÇ ID SHPKNJ Shkup) shpk, zoterues i 1 (nje) kuote 100% ne vleren 10,000 (dhjetemije) leke.

5.2 Derdhja e kapitalit do te kryhet pas regjistrimit te Shoqerise ne regjistrin tregtar, gjate fazes se zhvillimit te aktivitetit te Shoqerise.

NENI 6 TRANSFERIMI I KUOTAVE TE KAPITALIT TEK TE TRETET

6.1 Transferimi i kuotave te kapitalit te Shoqerise mund te behet me shitje, dhurim, trashëgimi, ose me cdo menyre tjetër te parashikuar nga legjislacioni perkates ne fuqi ne Republiken e Shqiperise.

6.2 Ne rast transferimi te kuotave tek persona te trete jashte Shoqerise, qofte me shitje qofte me dhurim, ortaku qe synon te transferoje kuotat duhet t'i komunikojë ortakeve te tjere vullnetin e tij me shkrim. Ortaket e tjere kane te drejten e parablerjes te kuotave te ortakeve, me kushte te barabarta, dhe duhet to ushtrojne kete te drejte brenda 30 diteve nga marrja e komunikimit te vullnetit te ortakut per te transferuar kuotat. Mosrespektimi i kesaj dispozite e ben tepalvlefshem transferimin e kuotave.

6.3 Vlera e kuotes qe transferohet do te percaktohet nga nje ekspert i emeruar nga ortaket me marreveshje ose nga gjykata ne rast se ortaket nuk bien dakort.

NENI 7 BARRA MBI KUOTAT E KAPITALIT

7.1 Kuotat e kapitalit te Shoqerise mund te rendohen lirisht me barre siguroese apo te drejta te tjera reale.

KREU III
ORTAKET E SHOQERISE, FINANCIMET

NENI 8
ORTAKET

8.1 Ortaket e shoqerise jane:

Ortaku i vetem i Shoqerise e tregtise dhe sherbimeve VOÇ ID SHPKNJP Shkup (VOÇ ID SHPKNJ Shkup) me nr. Biznesi 6174485, themeluar me 28/12/2006 me seli kryesore ne Bulevardi “8-te SHTATORI” nr.3- Lamela 4/ Lokali 4, Shkup-Karposh, Maqedoni e Veriut perfaqesuar nga administratori **Z. Stevislav Saldjiev**, lindur ne Shkup, banues ne Bulevardi Partizanski Odredi nr.95/17,Shkup me Nr. Personal: 0607962450166, shtetas i Republikës së Maqedonisë së Veriut.

NENI 9
ORGANET E SHOQERISE

Organet e Shoqerise jane:

- a) Asambleja e Pergjithshme;
- b) Administratore

NENI 10
ASAMBLEJA E PERGJITHSHME

10.1 Asambleja e Pergjithshme eshte organi me i larte vendimmarres i Shoqerise dhe merr vendime kur eshte mbledhur rregullisht.

10.2 Vendimet e marra nga Asambleja e Pergjithshme, e thirrur dhe e mbledhur rregullisht, ne perputhje me ligjin dhe me kete Statut jane te detyrueshme per te gjithë ortaket perfshireata qe mungojne.

10.3 Asambleja e Pergjithshme mblidhet ne rastet e parashikuara nga ky Statut, nga ligji per shoqerite tregtare, ligje te tjera, dhe sa here eshte e nevojshme per mbrojtjen e interesave te Shoqerise.

10.4 Asambleja e Pergjithshme mbahet ne seline e Shoqerise ose ne cdo vend tjeter te shenuar ne njoftimin per mbledhje. Njoftimi per mbledhje i dergohet me shkrim te gjithë ortakeve jo me vonë se 7 (shtate) dite perpara dates se mbledhjes. Njoftimi duhet te permbaje vendin, daten, oren dhe rendin e dites se mbledhjes.


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10.5 Mbledhja e Asamblese se Pergjithshme thirret nga administratoret. Thirrja e Asamblese se Pergjithshme mund te kerkohet edhe nga ortaku ose ortaket qe perfaqesojne te pakten 5% te totalit te votave ne Asamblene e Pergjithshme.

10.6 Asambleja e Pergjithshme thirret ne sesione te zakonshme e jashtezakonshme.

NENI 11 ASAMBLEJA E ZAKONSHME

11.1 Asambleja e zakonshme mblidhet, cdo vit brenda gjashte muajve nga data e mbylljes se vitit financiar, per miratimin e raportit te administratoreve, inventareve dhe llogarive vjetore.

11.2 Vendimet merren me shumice te zakonshme te votave ne prani te ortakeve me te drejte vote qe zoterojne me shume se 80 % te kuotave.

11.3 Nese nuk arrihet kuorumi sipas pikes 11.2, Asambleja do te mblidhet perseri jo me vone se 30 dite me te njejtin rend dite. Ne rast se as ne mbledhjen e dyte nuk arrihet kuorumi, ortaket e pranishem ose rregullisht te perfaqesuar do te perbejne kuorumin.

NENI 12 ASAMBLEJA E JASHTEZAKONSHME

12.1 Asambleja e Pergjithshme thirret ne sesione te jashtezakonshme sa here eshte e nevojshme per marrjen e vendimeve ne interes te Shoqerise.

12.2 Vendimet qe kane te bejne me (por pa u kufizuar vetem ne to): ndryshimin e neneve te Statutit, zmadhimin ose zvogelimin e kapitalit, ndryshimin thelbesor te objektit te veprimtarise se Shoqerise, prishjen e Shoqerise konsiderohen vendime te jashtezakonshme.

12.3 Vendimet e jashtezakonshme merren nga Asambleja e Pergjithshme me 3/4 e votave ne prani te te gjithë ortakeve qe zoterojne 100% te kapitalit.

12.4 Nese nuk arrihet kuorumi sipas pikes 12.3, Asambleja mblidhet perseri jo me vane se 30 dite me te njejtin rend dite. Ne rast se ne mbledhjen e dyte nuk arrihet kuorumi, ortaket e pranishem ose rregullisht te perfaqesuar do te perbejne kuorum

NENI 13
Pjesemarrja, Votimi dhe Perfaqesimi

13.1 Secili ortak ka te drejten e pjesemarrjes dhe votimit ne mbledhjen e Asamblese se Pergjithshme. Votat e disponuara nga secili ortak jane ne numer te barabarte me kuotate zoteruara prej tij.

13.2 Secili ortak mund te perfaqesohet ne mbledhjet e Asamblese nga nje ortak tjetër apo nga nje person i trete me autorizim. Autorizimi mund te jepet vetem per nje mbledhje te Asamblese se Pergjithshme, e cila perfshin edhe mbledhjet vijuese me te njetin rend dite.

NENI 14
Kompetencat e Asamblese se Pergjithshme

14.1 Asambleja e Pergjithshme vendos per:

- a) percaktimin e politikave tregtare;
- b) ndryshimin e Statutit;
- c) emerimin dhe shkarkimin e anetareve te Keshillit te Administrimit dhe caktimin e shperblimit te tij/tyre;
- d) emerimin dhe shkarkimin e likuidatori/eve dhe eksperteve kontabel teautorizuar dhe shperblimin e tyre;
- e) mbikyrjen e zbatimit te politikave tregtare nga administratoret, perfshirepergatitjen e pasqyrave financiare vjetore dhe raporteve te ecurise se veprimtarise;
- f) miratimin e pasqyrave financiare vjetore dhe raportet e ecurise se veprimtarise;
- g) miratimin e zmadhimit dhe zvogelimit te kapitalit te Shoqerise;
- h) pjestimin e kuotave dhe anulimin e tyre;
- i) perfaqesimin e Shoqerise ne gjykate dhe ne procedime te tjera kunder administratorit/eve.
- j) shperndarjen e fitimeve;
- k) riorganizimin dhe prishjen e Shogerise;
- l) miratimin e rregullave proceduriale te mbledhjeve te Asamblese;
- m) ceshtje tjetër te caktuar nga ligji ose nga ky Statut.
- n) Kerkesa per kredi bankare dhe / ose nenshkrimet te faturave, garanci ose garanci ne favor te paleve te treta.

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NENI 15
FINANCIMI I SHOQERISE

15.1 Organi i Administrimit të Shoqerise në përputhje me dispozitat në fuqi përveç rasteve të zmadhimit të kapitalit ka të drejtë të kërkojë nga ortakët e Shoqerise fondet e nevojshme për arritjen e objektivave të shoqerise

15.2 Financimet e metejshme të ortakëve në shoqeri do të jenë me shpërblim (interesa) apo pa shpërblim, në varesi të titullit nëpërmjet të cilit do të levrohen këto fonde.

KREU IV
ADMINISTRIMI I SHOQERISE

NENI 16
ADMINISTRIMI I SHOQERISE

16.1 Shoqeria administrohet nga një Administrator:

- **Z/znj. Ivana Saldjjeva** shtetase maqedonase, lindur në Shkup më 13/08/1995, mbajtese e pasaportës me nr. M0570514.

i cili emërohet nga ortakët e shoqerise për një periudhë 5 (pese) vjeçare me të drejtë rizgjedhje.

Administratori shkarkohet nga detyra, në çdo kohë, me vendim të zakonshëm të Asamblesë së Përgjithshme sipas Statutit të Shoqerise.

Administratori ka kompetencat dhe detyrat e mëposhtme:

- a) mbikeqyr dhe zbaton politiken e biznesit të Shoqerise;
- b) përfaqëson Shoqerine;
- c) kujdeset që Shoqeria të zbatojë ligjet dhe standartet e mbajtjes së llogarive;
- d) përgatit dhe nënshkruan bilancin dhe raportin e ecurisë së veprimtarisë dhe së bashku me propozimet për shpërndarjen e fitimeve ja paraqet Asamblesë së Përgjithshme për miratim;
- e) siguron që deklaratat e llogarive vjetore si dhe raportin e ecurisë së biznesit dhe çdo dëldarim tjetër i detyrueshëm sipas ligjit ose statutit, janë bërë siç duhet;
- f) siguron që auditimi i librave dhe i të dhënave kryhet të pakten një herë në vit nga eksperte kontabel të certifikuar dhe raportin e llogaritave publike të certifikuar t'i vihet në dispozicion Asamblesë së Përgjithshme;


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- g) krijon nje sistem paralajmerimi ne kohen e duhur per rrethanat qe kercenojne mbarevajtjen e veprimtarise dhe ekzistencen e Shoqerise;

16.2 Administratori mund te ndermarre apo te kerkoi kryerjen e te gjitha akteve qe konsideron te nevojshme per arritjen e objektit te Shoqerise pervec atyre qe ligji apo statuti i rezervon Ortakeve apo organeve te tjera te Shoqerise.

16.3. Pervec sa me siper, Administratori ka gjithashtu

- a. te gjitha te drejtat e administrimit te zakonshem dhe te jashtezakonshem, te gjitha kompetencat dhe te drejtat per te vepruar ne marredhenie me te tretet ne emer te shoqerise, ne te gjitha rrethanat me perjashtim te kompetencave qe ligji ua njeh shprehimisht ortakeve.
- b. Administratori, bazuar ne nje vendim te asamblese se ortakeve, mund te emeruje drejtore, perfaqesues me prokure dhe te mandatuar te pergjithshem per veprime te caktuara ose kategori veprimesh.
- c. Administratori i shoqerise nuk mund to shese dhe/ose bleje pasuri te paluajtshme ne emer dhe per llogari te shoqerise, pa marre me pare miratimin paraprak me shkrim te asamblese se ortakeve.

NENI 17 SHPERBLIMI I ADMINISTRATORIT

17.1 Shperblimi i administratorit te shoqerise do te percaktohet nga Ortaket.

KREU V KONTROLI KONTABEL I SHOQERISE VITI FINANCIAR DHE BILANCI

NENI 18 KONTROLI KONTABEL

18.1 Kontrolli i jashtem kontabel i Shoqerise kryhet nga Ekspert Kontabel te Autorizuar, ne perputhje me legjislacionin shqiptar ne fuqi. Ortaket do te emerojne nje apo me shume eksperte kontabel ne ato raste kur emerimi i tyre konsiderohet i nevojshem ose kerkohet ne laze te ligjit.

NENI 19 VITI FINANCIAR

19.1 Viti financiar i Shoqerise fillon me 1 Janar dhe mbaron me 31 Dhjetor te cdo viti. Si perjashtim, viti i pare financiar i veprimtarise se Shoqerise fillon nga data e regjistrimit te saj ne Regjistrin Tregtar te Qendres Kombetare te Biznesit.


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NENI 20
BILANCI DHE REZERVAT

20.1 Me mbylljen e secilit vit financiar Administratoret marrin masat e nevojshme per hartimin e bilancit te aktivitetit per vitin financiar te mbyllur ne menyre qe ortaket te vendosin mbi miratimin apo ndryshimet e mundshme te tij brenda afateve te percaktuara nga ligji.

20.2 Ortaket vendosin mbi ndarjen e dividendeve qe rezultojne si fitime sipas bilancit te miratuar rregullisht, pasi nga keto shuma jane zbritur humbjet e mundshme te viteve te meparshme.

20.3 Ortaket ne cdo moment mund te vendosin krijimin e rezervave, si edhe masen e tyre.

KREU VI
PRISHJA DHE NJOFTIMET

NENI 21
PRISHJA DHE LIKUIDIMI I SHOQERISE

21.1 Ne rastin e likuidimit te Shoqerise do te zbatohen dispozitat e parashikuara ne ligj in nr. 9901 date 14/04/2008 "Per Tregtaret dhe Shoqerite Tregtare" (te ndryshuar).

NENI 22
NJOFTIMET

22.1 Te gjitha njoftimet kerkesat ose komunikimet e tjera qe u jepen personave ose qe bejne personat sipas Statutit do te kryhen me shkrim ose permes komunikimit elektronik (nese ka) dhe do te konsiderohen te kryera ne menyre te rregullt kur u dergohen ne adresat e deklantara prej tyre prane Administratoreve te Shoqdrise. Per kete qellim, brenda 5 (pese) diteve nga regjistrimi efektiv i cdo ortaku (si i tille) ne regjistrin tregtar, ky i fundit eshte i detyruar ti komunikoj administratorit adresen postare dhe adresen postare elektronike ku deshiron te marre njoftimet. Brenda te njejtit afat i komunikon administratorit te shoqerise adresen e re, kur adresa ndryshon, ne te kundert njoftim konsiderohet si i kryer rregullisht.

22.2 Njoftimet zyrtare te komunikimeve me ane te mjeteve elektronike vertetohen sipas Legjislacionit per nenshkrimin elektronik dhe dergohen ne adresat elektronike te deklaruara prej tyre.

22.3 Ne rastin kur nje kuote zoterohet nga me shume se nje person te gjitha njoftimet do ti drejtohen perfaqesuesit te bashkezoteruesve te kuotes.

**KREU VII
DISPOZITA PERFUNDIMTARE**

**NENI 23
LIGJI I ZBATUESHEM**

23.1 Shoqeria do të zhvillojë aktivitetin e saj në përputhje të plotë me këtë Akt themelues dhe Statutin e shoqërisë, si dhe me ligjin shqiptar. Për sa nuk është parashikuar në këtë Akt, do të zbatohen dispozitat e legjislativës shqiptare përkatëse në fuqi.

23.2 Ky Akt hartohet në 4 (katër) kopje origjinale në gjuhën Shqipe, dhe pasi lexohet nga Ortaket themelues, firmoset si më poshtë prej tyre.

ORTAKET E SHOQËRISË

"MY TIME" SHPK


Z. Stevislav Saldjiev



STEVISLAV SALDJIEV

THE ACT OF ESTABLISHMENT AND THE STATUTE OF THE LIMITED LIABILITY COMPANY
" MY TIME" LTD

**THE ACT OF ESTABLISHMENT AND THE
STATUTE OF THE LIMITED LIABILITY
COMPANY
" MY TIME" SHPK**



**THE ACT OF ESTABLISHMENT AND THE STATUTE OF THE LIMITED LIABILITY
COMPANY " MY TIME" Ltd**

**TITLE I
COMPANY NAME, HEADQUARTERS, DURATION, OBJECT**

**ARTICLE 1
COMPANY NAME**

1.1 Today, in Tirana at 22/02/2024:

The only partner of the Society: Trade and services company VOÇ ID SHPKNJ Skopje (VOÇ ID SHPKNJ Skopje) with Business no. 6174485, established on 28/12/2006 with its main headquarters in Boulevard "8-te SHTATORI" no. 3- Lamela 4/ Local 4, Skopje-Karposh, North Macedonia represented by the administrator Mr. Stevislav Saldjiev, born in Skopje, resident of Boulevard Partizanski Odredi no. 95/17, Skopje with no. Personal: 0607962450166, citizen of the Republic of North Macedonia.

" MY TIME" (Hereafter "Company")

**ARTICLE 2
HEADQUARTERS AND LEGAL FORM OF THE COMPANY**

2.1 The headquarters of the Company is located at the address: "Ukraine e Lire" Street, Municipal Unit no. 5, Building 1, Floor 1, Apartment 4, Tirana.

2.2 The partners can decide on the transfer of the headquarters of the Company to another address. The persons responsible for the administration of the Company may move or close branches and/or representative offices both inside and outside the Republic of Albania.

2.3 The legal form of the company is "limited liability company" or "SHPK". However, it can be converted into another form in accordance with the Albanian commercial legislation in force.

**ARTICLE 3
DURATION**

3.1 The company will develop its activity for an indefinite period of time starting from the date of registration with the National Business Center.

**ARTICLE 4
OBJECT OF THE COMPANY**

4.1 The purpose of the company is to carry out and participate in all the activities that a limited liability company can carry out based on Albanian legislation, and in particular:

- Retail trade in watches and jewelry in specialized stores.

To achieve its object, the Company can directly or indirectly carry out any type of participation in other domestic or foreign companies, as well as enter into contractual relations, cooperation or partnership with third parties, private or public, local or foreigners. The company can exercise any other activity not specified in this act, of any nature that is not in conflict with the Albanian legislation in force without any restrictions.

TITLE II
CAPITAL OF THE COMPANY TRANSFER OF QUOTAS

ARTICLE 5
CAPITAL OF THE COMPANY

5.1 The capital of the Company is 10,000.00 (ten thousand) Lek, consisting of 1 (one) quota, divided as follows:

VOÇ ID SHPKNJP Shkup (VOÇ ID SHPKNJ Shkup) LTD, owner of 1 (one) 100% quota in the value of 10,000 (ten thousand) lekë.

5.1 The capital infusion will be carried out after the registration of the Company in the commercial register, during the development phase of the Company's activity.

ARTICLE 6
TRANSFER OF CAPITAL QUOTAS TO THIRD PARTIES

6.1 The transfer of the shares of the Company's capital can be done by sale, donation, inheritance, or in any other way provided by the relevant legislation in force in the Republic of Albania.

6.2 In case of transfer of quotas to third parties outside the Company, either by sale or by donation, the partner who intends to transfer the quotas must communicate his will to the other partners in writing. Other partners have the right to pre-purchase the partners' quotas, under equal conditions, and must exercise this right within 30 days of receiving the communication of the partner's will to transfer the quotas. Failure to comply with this provision renders the transfer of quotas invalid.

6.3 The value of the quota that is transferred will be determined by an expert appointed by the partners by agreement or by the court in case the partners do not agree.

ARTICLE 7
BURDEN ON CAPITAL QUOTAS

7.1 The shares of the Company's capital can be freely listed with insurance liens or other real rights.

TITLE III
PARTNERS OF THE COMPANY, FINANCING

ARTICLE 8
PARTNERS

8.1 The partners of the company are:

The only partner of: Trade and service company VOÇ ID SHPKNJ Skopje (VOÇ ID SHPKNJ Skopje) with no. Business 6174485, established on 28/12/2006 with its main headquarters in Boulevard "8-te SHTATORI" no. 3- Lamela 4/ Local 4, Skopje-Karposh, North Macedonia represented by the administrator Mr. Stevislav Saldjiev, born in Skopje,



Skopje, resident of Boulevard Partizanski Odredi no. 95/17, Skopje with no. Personal: 0607962450166, citizen of the Republic of North Macedonia.

ARTICLE 9
COMPANY COMPOSITION

- 9.1 Company is made of:
- a) General Assembly;
 - b) Administrators

ARTICLE 10
GENERAL ASSEMBLY

10.1 The General Assembly is the highest decision-making body of the Company and takes decisions when it meets regularly.

10.2 The decisions taken by the General Assembly, convened and convened regularly, in accordance with the law and this Statute are binding for all partners, including those who are absent.

10.3 The General Assembly is convened in the cases provided by this Statute, by the law on commercial companies, other laws, and as often as necessary for the protection of the Company's interests.

10.4 The General Assembly is held at the headquarters of the Company or at any other place indicated in the meeting notice. The meeting notice is sent in writing to all partners no later than 7 (seven) days before the date of the meeting. The notification must contain the place, date, time and agenda of the meeting.

10.5 The meeting of the General Assembly is called by the administrators. The call of the General Assembly can also be requested by the partner or partners representing at least 5% of the total votes in the General Assembly.

10.6 The General Assembly is convened in ordinary and extraordinary sessions.

ARTICLE 11
ORDINARY ASSEMBLY

11.1 The General Assembly is convened, every year within six months from the closing date of the financial year, for the approval of the administrators' report, inventories and annual accounts.

11.2 Decisions are made by ordinary majority of votes in the presence of the partners with the most voting rights who own more than 80% of the quotas.

11.3 If the quorum is not reached according to point 11.2, the Assembly will convene again no later than 30 days with the same agenda. In case the quorum is not reached even in the second meeting, the partners present or regularly represented will constitute the quorum.


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**ARTICLE 12
EXTRAORDINARY ASSEMBLY**

12.1 The General Assembly is convened in extraordinary sessions as often as necessary for making decisions in the interest of the Company.

12.2 Decisions that have to do with (but not limited to): the amendment of articles of the Statute, the increase or decrease of the capital, the fundamental change of the object of the Company's activity, the dissolution of the Company are considered extraordinary decisions.

12.3 Extraordinary decisions are taken by the General Assembly with 3/4 of the votes in the presence of all partners who own 100% of the capital.

12.4 If the quorum is not reached according to point 12.3, the Assembly convenes again no later than 30 days with the same agenda. In the event that the quorum is not reached at the second meeting, the partners present or regularly represented will constitute the quorum.

**ARTICLE 13
PARTICIPATION, VOTING AND REPRESENTATION**

13.1 Each partner has the right to participate and vote in the General Assembly meeting. The votes available from each partner are equal in number to the quotas owned by him.

13.2 Each partner can be represented in the Assembly meetings by another partner or by a third person with authorization. Authorization can be given only for one meeting of the General Assembly, which also includes subsequent meetings with the same agenda.

**ARTICLE 14
POWERS OF THE GENERAL ASSEMBLY**

14.1 The General Assembly decides on:

- a) definition of commercial policies;
- b) amending the Statute;
- c) appointing and dismissing the members of the Administrative Council and determining his/her remuneration;
- d) appointment and dismissal of liquidator/s and authorized accounting experts and their remuneration;
- e) monitoring the implementation of commercial policies by administrators, including the preparation of annual financial statements and activity progress reports;
- f) approval of annual financial statements and activity progress reports;
- g) approval of the increase and decrease of the Company's capital;
- h) allocation of quotas and their cancellation;
- i) representing the Company in court and in other proceedings against the administrator/s.
- j) distribution of profits;
- k) reorganization and dissolution of the Company;
- l) approval of the procedural rules of the Assembly meetings;



- m) other issue determined by the law or by this Statute.
- n) request for bank loans and/or signing invoices, guarantees or guarantees in favor of third parties.

ARTICLE 15
COMPANY FINANCING

15.1 The Company's Administration Authority, in accordance with the provisions in force, except in cases of capital increase, has the right to request from the Company's partners the necessary funds to achieve the company's objectives.

15.2 Further financing of partners in the company will be with remuneration (interest) or without remuneration, depending on the title through which these funds will be traded.

TITLE IV
COMPANY ADMINISTRATION

ARTICLE 16
COMPANY ADMINISTRATION

16.1 The Company is administered by an Administrator:

- **Mrs. Ivana Saldjieva**, Macedonian citizen, born in Skopje on 13/08/1995, holder of passport no. M0570514.

who is appointed by the partners of the company for a period of 5 (five) years with the right of re-election.

The administrator is dismissed from office, at any time, by ordinary decision of the General Assembly according to the Company's Statute.

The administrator has the following powers and duties:

- a) supervises and implements the business policy of the Company;
- b) represents the Company;
- c) takes care that the Company implements the laws and standards of keeping bank account ;
- d) prepares and signs the balance sheet and activity progress report and submits it to the General Assembly for approval together with the proposals for the distribution of profits;
- e) ensures that the statements of the annual accounts as well as the report of the business progress and any other mandatory filing according to the law or the statute, have been done properly;
- f) ensures that the audit of books and data is performed at least once a year by certified accounting experts and the report of certified public accountants is made available to the General Assembly;
- g) creates a timely warning system for circumstances that threaten the continuation of the activity and the existence of the Company;



16.2 The Administrator may undertake or request the performance of all acts that he considers necessary for the achievement of the Company's object, except those reserved by the law or the statute to the Partners or other bodies of the Company.

16.3. In addition to the above, the Administrator also has

- a. all ordinary and extraordinary administration rights, all powers and rights to act in relation to third parties on behalf of the company, in all circumstances with the exception of the powers that the law expressly recognizes for partners.
- b. The administrator, based on a decision of the assembly of partners, can appoint directors, representatives with power of attorney and general mandate for certain actions or categories of actions.
- c. The administrator of the company cannot sell and/or buy real estate in the name and on behalf of the company, without first obtaining the prior written approval of the assembly of partners.

ARTICLE 17 REMUNERATION OF THE ADMINISTRATOR

17.1 The remuneration of the company administrator will be determined by the Partners.

TITLE V ACCOUNTING CONTROL OF THE COMPANY FINANCIAL YEAR AND BALANCE SHEET

ARTICLE 18 ACCOUNTING CONTROL

18.1 The external accounting control of the Company is performed by an Authorized Accounting Expert, in accordance with the Albanian legislation in force. The partners will appoint one or more accounting experts in those cases when their appointment is considered necessary or required under the law.

ARTICLE 19 FINANCIAL YEAR

19.1 The financial year of the Company begins on January 1 and ends on December 31 of each year. As an exception, the first financial year of the Company's activity begins from the date of its registration in the Commercial Register of the National Business Center.

ARTICLE 20 BALANCE SHEET AND RESERVES

20.1 At the end of each financial year, the Administrators take the necessary measures to draw up the activity balance for the closed financial year in such a way that the partners can decide on its approval or possible changes within the deadlines set by the law.

20.2 The partners decide on the division of dividends that result as profits according to the regularly approved balance sheet, after the possible losses of previous years have been deducted from these amounts.

20.3 The partners at any moment can decide the creation of reserves, as well as their amount.

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**TITLE VI
DISRUPTION AND NOTICES**

**ARTICLE 21
DISRUPTION AND LIQUIDATION OF THE COMPANY**

21.1 In the case of the liquidation of the Company, the provisions provided for in law no. 9901 dated 04/14/2008 "For Traders and Trade Societies" (amended).

**ARTICLE 22
NOTICES**

22.1 All notices, requests or other communications given to persons or made by persons according to the Statute shall be made in writing or through electronic communication (if any) and shall be considered duly made when sent to the addresses declared by them to the Administrators of the Society. For this purpose, within 5 (five) days from the effective registration of each partner (as such) in the commercial register, the latter is obliged to communicate to the administrator the postal address and electronic postal address where he wishes to receive notifications. Within the same deadline, he communicates the new address to the company administrator, when the address changes, otherwise the notification is considered to have been made regularly.

22.2 Official notices of communications by electronic means are authenticated according to the Legislation for electronic signature and are sent to the electronic addresses declared by them.

22.3 In the event that a quota is owned by more than one person, all notifications will be directed to the representative of the co-owners of the quotas.

**TITLE VII
FINAL PROVISIONS**

**ARTICLE 23
APPLICABLE LAW**


23.1 The company will develop its activity in full compliance with this Foundation Act and the Company Statute, as well as with Albanian law. As far as it is not provided in this Act, the provisions of the relevant Albanian legislation in force will be applied.

23.2 This Act is drawn up in 4 (four) original copies in the Albanian language, and after it is read by the founding partners, it is signed by them as below.

PARTNERS OF THE SOCIETY

" MY TIME" LTD

Z. Stevislav Saldjiev


STEVISLAV SALDŽIEV