

User instructions for remotely establishing of a company



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INTRODUCTION

e-Osnivanje app was created for the purpose of remotely establishing a company, more specifically for establishing a limited liability company (d.o.o.) and a simple limited liability company (j.d.o.o.) where share capital contributions are paid in money.

Purpose of this document

The purpose of this document is to describe functional and non-functional specifications of an e-service for remote establishment of a company implemented as an upgrade to the Court Register System through the e-Osnivanje module.

The goal is to explain to users the process of remote establishment of a company in more detail.

Terms and abbreviations

d.o.o.	Limited liability company
j.d.o.o.	Simple limited liability company
AKD	Agencija za komercijalnu djelatnost d.o.o.
CBS	Croatian Bureau of Statistics
NCEA	National classification of economic activities
EEA	European Economic Area
EU	European Union
MBS	Company registration number
OIB	Personal identity number
NIAS	National identification and authentication system

SCOPE

The process of remotely establishing a company is initiated using the e-Osnivanje module integrated in the Court Register System. During login, users have to identify themselves using highest-level national security credentials (eIDs) and sign relevant documents with qualified electronic signatures issued by a trust service provider found on EU Trusted Lists here: <https://webgate.ec.europa.eu/tl-browser/#/>.

As each company founder must have a valid Croatian Personal identification number (OIB), nationals of EEA Member States who do not have an OIB will be redirected to the website of the relevant Tax Administration issuing the OIB. Upon receiving the OIB (which may take several days), users may log into the e-Osnivanje service.

Restrictions

A company cannot be established using this service:

- Pursuant to a power of attorney
- If the applicant is a legal person
- By non-EEA nationals
- If a company being established is required to have a supervisory board under law

Founders and authorized persons may be nationals of the Republic of Croatia or other EU/EEA Member States, in which case the applicant initiating the company establishment process must be an EU/EEA national.

Prerequisites for use

To use the e-Osnivanje system, you must have the following:

- Personal computer
- Operating system
- Internet access
- Internet browser
- Valid level 2 or 3 security credentials
- Electronic ID card and reader or a qualified electronic signature on a QSCD reader and corresponding software provided by the certificate issuer
- Bank card for making share capital contribution payments

COMPANY ESTABLISHMENT PROCESS

1. After choosing between establishing a d.o.o. or a j.d.o.o., user fills in all the information necessary for establishing the company and encloses required documents. System uses this data to generate documents required for entering the new company into the court register. The user additionally fills in the information required for the Statement of non-existence of outstanding debts. Then, he/she signs the documents created as a result of entering this information in the application. All documents are generated in the Croatian language.
 - **If more than one participant is establishing the company**, all participants will be notified by email of their participation in the application. Each of the participants is obliged to use the NIAS system to log into e-Osnivanje, accept the terms of use and sign relevant documents. Users sign documents sequentially as they are listed in the application.
2. Share capital is paid to a special State Budget account via the Public Dues Payment System (IPG). Share capital of a j.d.o.o. is paid in full (HRK 10,00 minimum). Share capital of a d.o.o. is paid in the minimum amount of $\frac{1}{4}$ of the full share capital (HRK 5,000.00 minimum).
 - **If more than one participant is establishing the company**, each participant is obliged to pay at least $\frac{1}{4}$ of his/her share capital contribution. Participants can agree to individually and digitally sign a power of attorney to authorize the applicant to pay the share capital on their behalf.
3. The applicant is obliged to pay all relevant court fees using the IPG payment system. If the applicant is exempt from court fees pursuant to any basis, he must indicate this in the application and attach a document proving the basis on which he is exempt.
4. The application is sent to the competent Commercial Court. It is then received by the internal system of the court register from where a court official reviews the application and attached documents. Within 5 business days the judge will adopt one of the following decisions:
 - *Decision on entry, authorizing the entry of the business entity into the court register:* notice of Decision is automatically sent to the e-Osnivanje system. The user then receives an email notice with a link to the Decision on entry. In addition to the Decision, user will also receive a Certificate of the Tax Administration on the Assigned Personal Identification Number (OIB) for the established company.
 - *Conclusion, inviting the user to amend/supplement specific application data:* notice of Conclusion is automatically sent to the e-Osnivanje system. The user then receives an email notice with a link to the Conclusion. Following activities should be carried out in accordance with the instructions in the Conclusion:
 - amend or supplement specific application data
 - generate documents again
 - sign the documents
 - if there are more participants, they must also sequentially sign the new documents
 - pay all court fees if the court found the exemption not to be justified
 - send the application back to the competent court.
 - *Decision on rejection of entry, rejecting the entry of the business entity into the court register:* notice of Decision is automatically sent to the e-Osnivanje system. The user then receives an email notice with a link to the Decision on rejection of entry with a detailed explanation why the application was rejected.

This is the final step in the process (user is no longer able to amend the application).
When the Decision on rejection of entry comes into effect, IPG payment system will pay back the contribution to the card from which the contribution payment was made.

5. Upon adopting the Decision on entry, application is automatically sent to the Croatian Bureau of Statistics (CBS) for classification of the new entity in accordance with the National classification of economic activities (NCEA). After the CBS receives and successfully processes the application, it will submit the Statement on the classification of business entity according to the NCEA to the e-Osnivanje app.

This represents the final step in the e-Osnivanje process. Authorized representative must now open a business account with a commercial bank to which the paid share capital will be transferred.

INTEGRATION WITH OTHER SYSTEMS

Integrations with other systems have been planned and implemented to allow the functionalities mentioned above to be carried out electronically:

- **OIB system** -> is used to retrieve personal data for the entered PIN (OIB), first name and surname, and to assign a PIN (OIB) to a newly established company
- **NIAS system** -> is used to identify and authenticate users based on issued e-Građani credentials
- **CBS system** -> is used to exchange data necessary for registering a business entity and classifying a business entity according to its economic activities (application data is sent to the CBS once per day)
- **Public Dues Payment System (IPG)** -> is used for online authorization of bank cards and paying for services rendered by electronic means of payment
- **Court Register** -> is used to process applications for the establishment of companies or enter changes
- **Email system** -> is used to send email messages from the e-Osnivanje system

SYSTEM OVERVIEW

e-Osnivanje functionalities:

1. User login
2. Name check/search
3. Starting a j.d.o.o.
4. Starting a d.o.o.
5. My applications

1. User login

To log into the system, you need to do the following:

- Enter the following URL in your internet browser:
<https://esudreg.pravosudje.hr/>
- Select *Log In* on the portal.

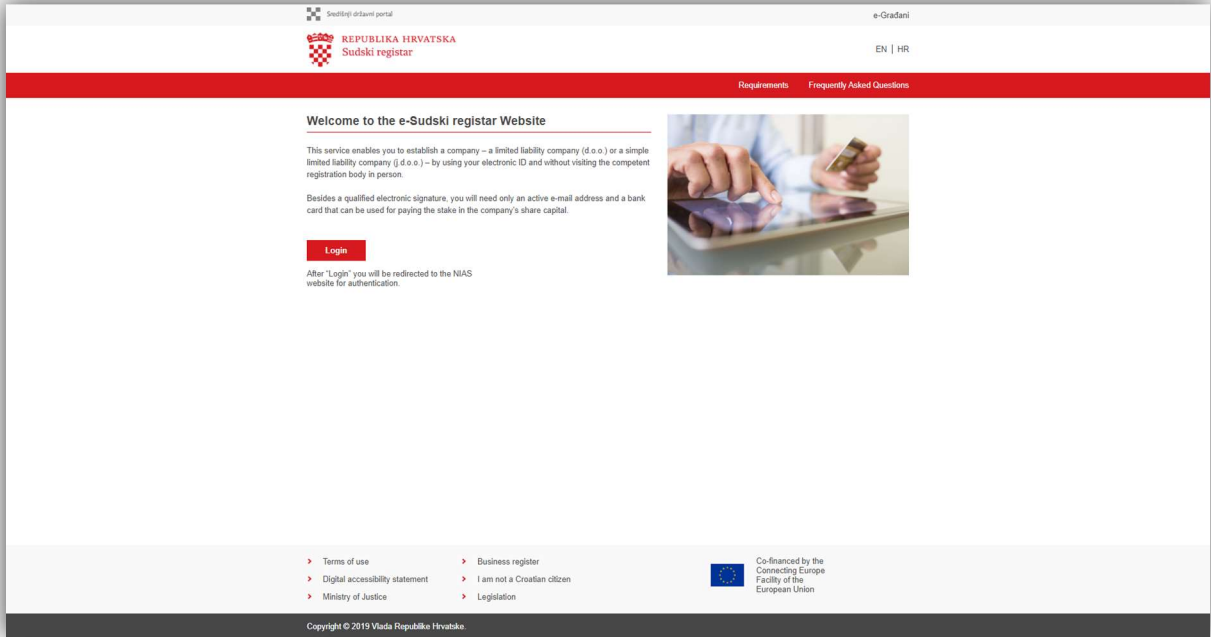


Figure 1 System login

- System redirects the user to the NIAS website, where he/she will select the country, enter and validate his/her credentials.

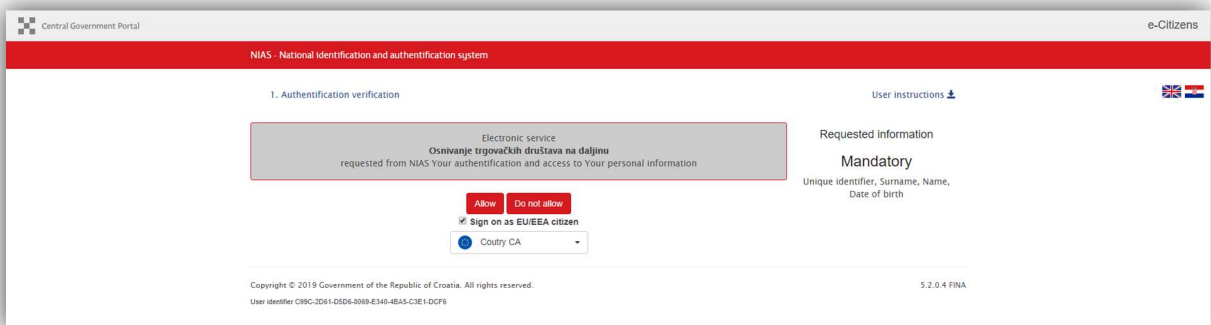


Figure 2 NIAS authentication

- Main system menu is displayed following a successful login attempt.

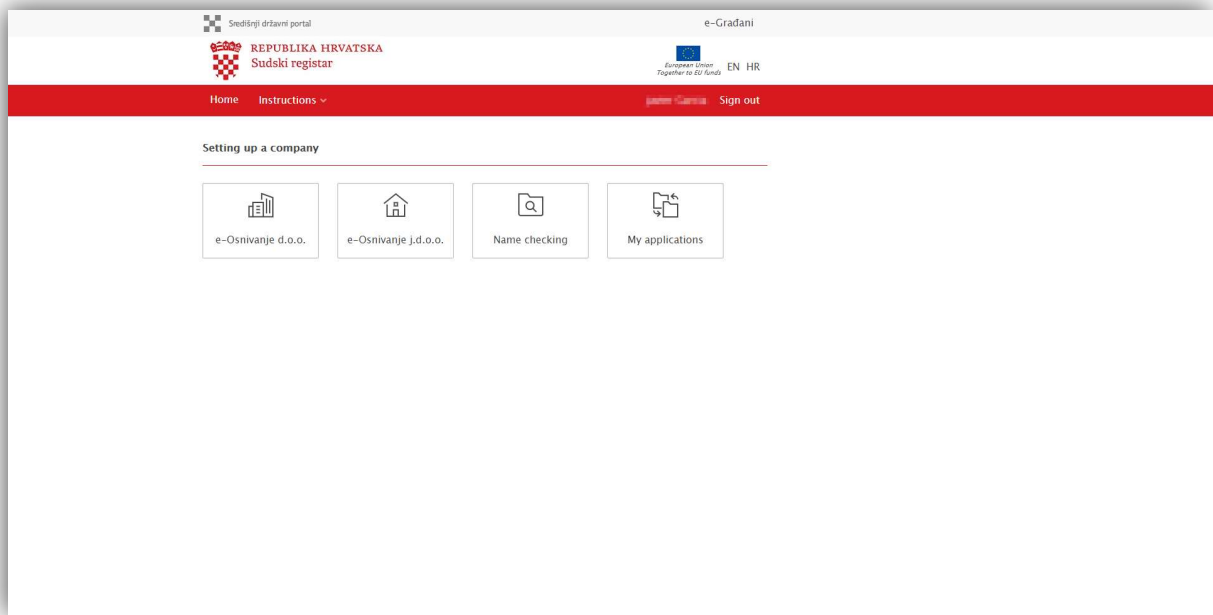


Figure 3 Successful system login

2. Name check/search

You must first choose a company name different from all existing registered company names. Name check is a process that allows you to check the availability of your desired company name. This functionality has been implemented so the users can assess the probability that their desired names will be accepted by the Commercial Court. Use the name check feature before filling out your application, however this is entirely optional.

Language and alphabet

"Company" is the name under which a company operates and participates in legal transactions.

Company name must be written using Croatian and Latin alphabets or an official language of an EU Member State and the Latin alphabet, together with Arabic numerals. Other parts of the company name have to be in Croatian and Latin alphabets.

Company name may contain specific foreign words taken from other languages if they form an integral part of the company name, name of a member of the company or a trademark or service mark of the member protected in the Republic of Croatia, or its company registered in the Republic of Croatia, or if such words are common in the Croatian language, or if there are no corresponding words in Croatian, or if the words are taken from a dead language.

Name restrictions

Please consider the following:

- company name must distinctly differ from all other company names entered in the court register with the same court of registration
- "truthfulness principle" must be observed – meaning that the data contained in the company name must be true
- in addition to company name designation, each company name has to contain an appropriate business activity designation, e.g. OBLAK d.o.o. for services
- company name has to be distinguishable from other company names; parts of the company name may not be such as to create any doubt regarding the business activity of the company, identity or affiliation with another company, violate intellectual and industrial property rights or other rights of others.
- if the company name contains a name that is identical to a name of a previously registered company or a name of another person contained in a previously registered company name, specific additions have to be assigned to the company name that is subsequently incorporated to ensure that these company names are clearly differentiated
- the word "Croatia" and its derivatives, as well as the flag and coat of arms of the Republic of Croatia, including any imitation of the flag and coat of arms of the Republic of Croatia may be incorporated into a company name only with the consent of the Government of the Republic of Croatia or a national body authorized by the Government (Ministry of Public Administration)
- company name may not contain the names, coats of arms, flags or other national emblems of other countries or international (intergovernmental) organizations, nor official marks for quality control and warranty, nor can they be imitated in the heraldic sense
- as an exception to the above rule, parts of the company name mentioned therein may be incorporated into the company name with the permission of the competent authority of the relevant country or international (intergovernmental) organization, and in the event that such party are contained in the company name or name of the founder which are incorporated into the company name
- person's name or a specific part of a person's name may be incorporated into a company name only with his or her consent, and if the person in question has died, with the consent of his/her successors

- name or a specific part of a name of a specific historically significant or otherwise famous person may be incorporated into a company name only with his or her consent, and if the person in question has died, only if used appropriately and with the consent of his/her successors

Company name may be translated into one or more languages and these translations may also be entered into the court register.

Entering a company name into the court register

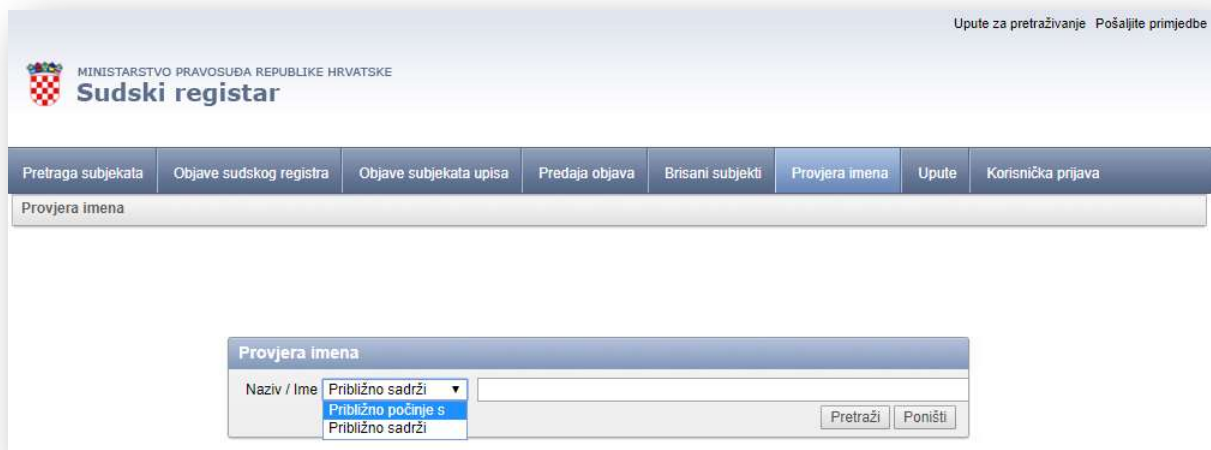
When entering a company name into the court register, the following applies:

- principle of legality – court will refuse to enter a company name that does not comply with provisions of the law
- principle of exclusivity – company name which is identical to or does not clearly differ from a previously registered company name cannot be entered into the court register
- principle of priority – court will enter the company name with an earlier date of application (in cases where more than one company with the same name is being entered).

Name check process

- By clicking the *Name check/search* button located on the system homepage, users will be redirected to the Court Register website:

<https://sudreg.pravosudje.hr/registar/f?p=150:7:0::NO>



The screenshot shows the 'Sudski registar' website interface. At the top, there is a navigation bar with the following tabs: 'Pretraga subjekata', 'Objave sudskog registra', 'Objave subjekata upisa', 'Predaja objava', 'Brisani subjekti', 'Provjera imena', 'Upute', and 'Korisnička prijava'. The 'Provjera imena' tab is currently selected. Below the navigation bar, there is a search form titled 'Provjera imena'. The form includes a text input field for 'Naziv / Ime', a dropdown menu with three options: 'Približno sadrži', 'Približno počinje s', and 'Približno sadrži'. The 'Približno počinje s' option is currently selected. To the right of the input field and dropdown menu are two buttons: 'Pretraži' and 'Poništi'. In the top right corner of the page, there are links for 'Upute za pretraživanje' and 'Pošaljite primjedbu'.

Figure 4 Court Register – Name check website

- Choose from two available options in the drop-down menu: *Starts with approx.* and *Contains approx.*

If you've selected *Starts with approx.*, all companies whose name begins with the name entered will be displayed. If you've selected *Contains approx.*, all companies whose name contains the name entered will be displayed.

- Enter a name and select *Search*.
- The system will list the names of all companies already entered into the Court Register.
- Selecting *Cancel* will delete the name as well as the list of found names.

Suggestions for choosing a company name:

- Chosen name should not describe the business activity of the company (e.g. insurance company), as other companies operating within the same industry must be able to use this word.
- When using a fictitious word, company name should not resemble previously registered or protected company or trademark names, either in visual representation or pronunciation. More information on registered trademarks can be found by visiting the State Intellectual Property Office website: <https://www.dziv.hr/hr/intelektualno-vlasnistvo/zigovi/pretrazivanje-baze-podataka/>
- May contain a personal name or surname. It is common practice to choose a personal name together with a word that describes a business activity (e.g. Mary's Restaurant).
- May contain a word not related to the business activity of the company.
- May contain foreign words (e.g. Travel). If the company name contains foreign words, translation and meaning of these words in Croatian language have to be enclosed in the process of establishing the company.
- May not exclusively contain a name of a specific place. It is common practice to choose a name of a specific place together with a word that describes a business activity (e.g. Zagreb Toy Factory).
- May not exclusively contain letters that do not form a word.
- May not exclusively contain numbers.
- May not be perceived as an internet domain name (e.g. travel.hr).

Upute za pretraživanje Pošaljite primjedbe

MINISTARSTVO PRAVOSUĐA REPUBLIKE HRVATSKE
Sudski registar

Pretraga subjekata Objave sudskog registra Objave subjekata upisa Predaja objava Brisani subjekti **Provjera imena** Upute Korisnička prijava

Provjera imena > Rezultati pretrage


Naziv / Ime

MBS	Naziv	Status	Sud
080005376	TVRTKA izdavačka djelatnost d.o.o.	Brisano	Trgovački sud u Zagrebu
010039792	TVRTKA društvo s ograničenom odgovornošću za trgovinu, ugostiteljstvo, turizam i usluge	Brisano	Trgovački sud u Bjelovaru
060137888	TVRTKA SAMARDŽIĆ društvo s ograničenom odgovornošću za trgovinu, uvoz-izvoz	Brisano	Trgovački sud u Splitu
080828528	TVRTKA NA KVADRAT jednostavno društvo s ograničenom odgovornošću za usluge	Aktivno	Trgovački sud u Zagrebu
030097391	TVRTKA d.o.o. za trgovinu i usluge u stečaju	Brisano	Trgovački sud u Osijeku
040041102	TVRTKA , društvo za trgovinu, usluge i knjigovodstvo s ograničenom odgovornošću u likvidaciji	Brisano	Trgovački sud u Rijeci

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Figure 5 Example of a name check using *Starts with approx.*

Upute za pretraživanje Pošaljite primjedbe

 **MINISTARSTVO PRAVOSUDA REPUBLIKE HRVATSKE**
Sudski registar

Pretraga subjekata Objave sudskog registra Objave subjekata upisa Predaja objava Brisani subjekti **Provjera imena** Upute Korisnička prijava

Provjera imena > Rezultati pretrage

Naziv / ime Približno sadrži tvrtka Pretraži Poništi

MBS	Naziv	Status	Sud
	ALFA-2 tvrtka za grafičku djelatnost, trgovinu, turizam, ugostiteljstvo i posredničke usluge d.o.o.	Prijavljeno za upis - prijava starija od 90 dana	Trgovački sud u Splitu
010001745	SAVJETNIK revizorska tvrtka d.o.o. - "u likvidaciji"	Brisano	Trgovački sud u Bjelovaru
010036317	REVIZIJA KCB društvo s ograničenom odgovornošću revizorska tvrtka - u likvidaciji	Brisano	Trgovački sud u Bjelovaru
010010184	KODEKS revizorska tvrtka d.o.o. - u likvidaciji	Brisano	Trgovački sud u Bjelovaru
030068258	GRUBEŠA d.o.o. Revizorska tvrtka	Aktivno	Trgovački sud u Osijeku
050009297	Revizorska tvrtka LHB REVIZIJA d. o. o. za reviziju, kontrolu i porezno savjetovanje, Našice	Aktivno	Trgovački sud u Osijeku
030025051	REVIZORSKA TVRTKA VOZETIĆ društvo s ograničenom odgovornošću	Aktivno	Trgovački sud u Osijeku
040075637	NAVTEC MARINE tvrtka za projektiranje, konzalting i inženjering, d. o. o.	Aktivno	Trgovački sud u Rijeci
050012760	PPA-REVIZIJA d. o. o. revizorska tvrtka , Nova Gradiška, Petra Svačića 1	Aktivno	Trgovački sud u Osijeku
040037317	Revizorska tvrtka Jakovljević, društvo sa ograničenom odgovornošću za reviziju i financijske usluge	Brisano	Trgovački sud u Rijeci

Figure 6 Example of a name check using *Contains approx.*

3. Starting a j.d.o.o.

This functionality allows the user to remotely establish a simple limited liability company (j.d.o.o.).

The process of remotely establishing a company using this system is initiated by filling in and reviewing required data grouped into following sections:

- Basic data
 - Company name translations
 - Entity activities
 - Company members
 - Other data
 - Statement on non-existence of outstanding debts
 - Signing
 - Payment
-
- User selects the *Start a j.d.o.o.* on the system homepage.

Basic data

Basic data

Establishing a simple limited liability company

Applicant

Applicant name

Settlement

Street and no.

Country

Email

Are you exempt from court fees?

Company

Name designation

Business activity designation for

Full name

Name explanation

Abbreviation

Legal form

Headquarters

Instructions (+)

Settlement

Court

Postal code

Street name

Street number

Phone number

Email addresses

Instructions (+)

Share capital

Share capital amount (HRK)

I will pay the capital on behalf of all founders

Figure 7 Establishing a j.d.o.o. – Basic data

Required information for the *Basic data* section:

- **Applicant:**

Applicant data are data about a natural person. Founder of a remotely established company may not be a legal person.

Applicant name, Settlement, Street and no., Country, Email and *Are you exempt from court fees?*

The screenshot shows a form titled 'Applicant' with the following fields:

- Applicant name:** A text input field containing 'Miroslav...' with a help icon.
- Settlement:** A text input field containing 'Nuremberg' with a help icon.
- Street and no.:** A text input field containing 'Frauengasse 121' with a help icon.
- Country:** A dropdown menu showing 'Njemačka' with a help icon.
- Email:** A text input field containing '...' with a help icon.
- Are you exempt from court fees?:** A checkbox that is currently unchecked.

Figure 8 Establishing a j.d.o.o. – Basic data – Applicant

All fields except *Email* and the court fee exemption check-box are read-only and filled with information provided by the user who initiated the application.

Read-only:

Applicant name field contains the name and surname of the applicant – person submitting the application.

Settlement field contains the name of the applicant's settlement. Names of settlements in the Republic of Croatia also indicate which county they belong to.

Street and no. field contains the street name and number of the applicant as specified in the PIN (OIB) system.

Country field contains the name of the applicant's country as specified in the PIN (OIB) system.

Required data:

Email field contains the email address listed in the user's profile that will be used to communicate with the applicant regarding the current application. This email address can be changed. System checks that the data is in the correct format.

Optional data:

Are you exempt from court fees? check-box allows the user to indicate if he/she is exempt from court fees and as a rule applies only to citizens of the Republic of Croatia.

User can select the basis on which he/she is exempt from court fees in the *Basis of exemption from court fees* drop-down menu.

The screenshot shows a dropdown menu titled 'Basis of exemption from court fees'. The dropdown is currently closed, showing the text 'Odaberite...' and a help icon.

Figure 9 Establishing a j.d.o.o. – Basic data – Basis of exemption from court fees

- **Company:**

Company is the name under which a company operates and participates in legal transactions. Company name must distinctly differ from all other names of companies headquartered in the Republic of Croatia. Company name is established by Articles of Association or Articles of Incorporation. Information contained in the company name must be true.

In addition to company name designation, each company name has to contain an appropriate business activity designation. Business activity designation should be entered using Croatian language, or one of the official languages of the European Union if the company name is in that language.

Parts of the company name may not be such as to create any doubt regarding the business activity of the company, identity or affiliation with another company, violate intellectual property rights or other rights of others.

A company may also use an abbreviated company name. An abbreviated company name must contain a characteristic part of the company name and a designation of the company type. An abbreviated company name is entered into the court register. Company is obligated to use the form and content of its company name and abbreviated company name as they are entered into the court register.

Company name or abbreviated company name must be clearly displayed on the business premises of the company.

Name designation, Business activity designation, Full name, Name explanation, Abbreviation and Legal form (read-only)

The screenshot shows a web form titled "Company" with the following fields:

- Name designation:** An empty text input field.
- Business activity designation:** A text input field with "for" pre-filled.
- Full name:** A large text input field.
- Name explanation:** A large text input field.
- Abbreviation:** A text input field.
- Legal form:** A dropdown menu with "jednostavno društvo s ograničenom odgovornošću" selected.

Figure 10 Establishing a j.d.o.o. – Basic data – Company

Read-only:

Full name field contains the full name or title under which the company intends to operate.

Legal form field contains the legal form of the company being established, i.e. j.d.o.o. or d.o.o.

Required data:

Name designation field is used by the user to enter the company name or title designation.

Business activity designation field is used by the user to enter the business activity designation of the company. E.g. growing citrus fruits, computer engineering, trade. The word "for" is predefined and doesn't need to be entered.

Optional data:

Name explanation field can be used by the user to enter an explanation that clarifies how the chosen name or title differs from other names or titles already entered in the court register.

Abbreviation field is used by the user to enter an abbreviated name or title under which the company intends to operate.

- **Headquarters:**

Company headquarters is a place within the Republic of Croatia where the company's management board is located and from where the company's business is managed or a place where the company permanently carries on its economic activity, and is established by Articles of Association or Articles of Incorporation. A company may have only one headquarters.

Settlement, Court (read-only), Postal code, Street, Street number and Phone number

Figure 11 Establishing a j.d.o.o. – Basic data – Headquarters

Read-only:

Court field will be automatically filled-in according to the location of company headquarters.

Required data:

Using the *Settlement* drop-down menu, user can select the company headquarters where business premises will be located – location in the Republic of Croatia.

Postal code field is used by the user to enter the postal code of company headquarters. You view the list of available postal codes at <https://www.posta.hr/searching-post-offices/6618>.

Using the *Street* drop-down menu, user can select the name of the street in the Republic of Croatia where company business premises will be located.

Optional data:

Using the *Street number* drop-down menu, user can select the street number of the address in the Republic of Croatia where company business premises will be located.

Phone number field is used by the user to enter the phone number of company headquarters, if known at the time of establishment.

- **Email addresses:**

If no email address is entered during the establishment process, authorized representative of the company is obliged to submit a request to the court of registration for entering at least one email address within 3 months from the date of establishment.

Add email address (button) -> *Email address* and *Confirm email address* (button)



Figure 12 Establishing a j.d.o.o. – Basic data – Email addresses



Figure 13 Establishing a j.d.o.o. – Basic data – Add email address

The user can add more than one email address for the company being established. The system checks that these email addresses are in the correct format.

Optional data:

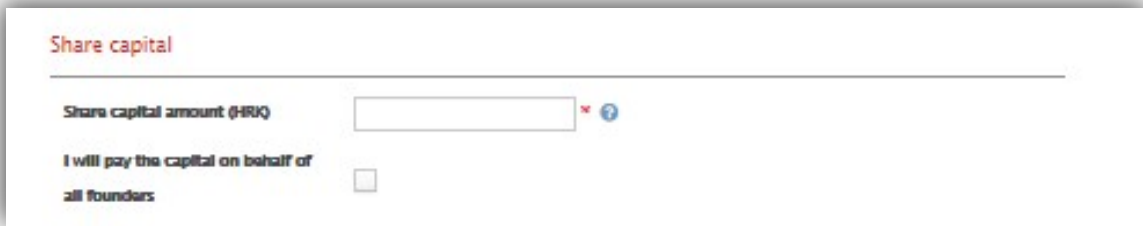
Email field is used by the user to enter the email address of company headquarters.

Confirm email address option can be selected by the user to confirm the entered email address and close the entry form.

Add email address option can be selected by the user to open the email address entry form.

- **Share capital:**

Share capital amount (HRK) and I will pay the capital on behalf of all founders (check-box)



Share capital

Share capital amount (HRK) * ?

I will pay the capital on behalf of all founders

Figure 14 Establishing a j.d.o.o. – Basic data – Share capital

Share capital of a j.d.o.o. should be greater than HRK 10.00 and less than HRK 20,000.00. If there are more than one founders, the applicant (person initiating the company establishment process) can make payment on behalf of all the founders. Other founders will then have to sign a power of attorney using the e-Osnivanje system to authorize the applicant regarding the payment.

Required data:

Share capital amount (HRK) field is used by the user to enter the amount of company share capital in HRK. The amount must be a whole number (entered without a semicolon or a comma). The system will change the entered data to a desired format.

Optional data:

I will pay the capital on behalf of all founders check-box allows the user to select if he/she intends to pay the capital on behalf of all founders. Unless indicated that the applicant will pay the capital on behalf of all founders by selecting the appropriate check-box, each founder will pay his own share capital contribution individually by using the e-Osnivanje system.

Company name translations

If a company name or abbreviated company name translated into a foreign language and written using a foreign alphabet has been entered into the Court Register in addition to the company name or abbreviated company name, the company may use such company name or abbreviated company name translated into a foreign language and written using a foreign alphabet only together with the company name written in the Croatian language and using the Latin alphabet.

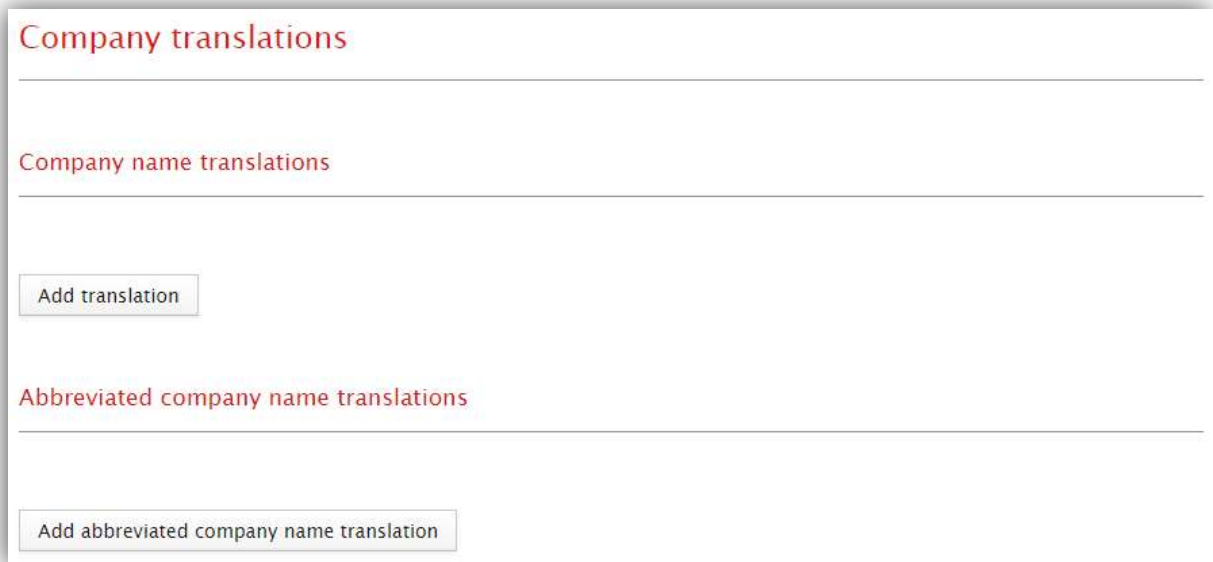


Figure 15 Establishing a j.d.o.o. – Company name translations

Data required for the *Company name translations* section:

- **Company name translations:**
Add translation (button) -> Language, Name translation and Close translation (button)

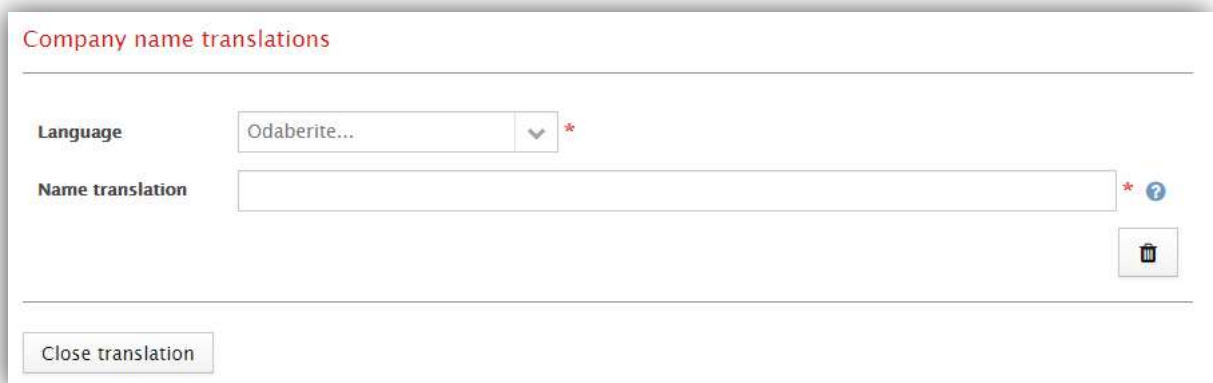


Figure 16 Establishing a j.d.o.o. – Company name translations – Add translation

Required data:

Using the *Language* drop-down menu, user can select the desired language in which to translate the company name.

Name translation field is used by the user to enter the company name as translated into the selected language.

Close translation option can be selected by the user to confirm the entered translation and close the entry form.

Optional data:

Add translation option can be selected by the user to open the name translation entry form.

- **Abbreviated company name translations:**

Add abbreviated translation (button) -> *Language*, *Name translation* and *Close abbreviated translation* (button)

The screenshot shows a web form titled "Abbreviated company name translations". It features a "Language" dropdown menu with the text "Odaberite..." and a red asterisk. Below it is a "Name translation" text input field, also marked with a red asterisk. To the right of the input field is a trash icon. At the bottom of the form is a button labeled "Close abbreviated company name translation".

Figure 17 Establishing a j.d.o.o. – Company name translations – Add (abbreviated) translation

Required data:

Using the *Language* drop-down menu, user can select the desired language in which to translate the abbreviated company name.

Name translation field is used by the user to enter the abbreviated company name as translated into the selected language.

Close translation option can be selected by the user to confirm the entered translation and close the entry form.

Optional data:

Add translation option can be selected by the user to open the abbreviated name translation entry form.

Entity activities

Business activity of a company refers to carrying out any of its permitted economic activities. Any economic activity that is not prohibited by law or contrary to the morals of society is permitted.

If the law stipulates that a company may start carrying out economic activity or activities which are integral to its business activity after a competent authority reaches a decision declaring that the company meets all technical, health, environmental and other conditions prescribed for carrying out these or those activities (consent for the initiation of work), the company may begin to engage in such activity as soon as it has obtained such a decision. The fact that the company obtained this decision is not recorded in the court register nor is this decision recorded in the collection of deeds.

If the law stipulates that specific economic activities may be carried out only by specific types of companies (whereby the legal form is used as a condition for carrying out a specific activity), and that specific economic activities may be carried out only on the basis of consent, permit or some other act of the competent authority (consent for carrying out an activity), such activities may be carried out only by those companies for which such action is prescribed by law, or only if the companies obtain the prescribed consent, permit or other act of the competent authority or institution.

Business activity of a company is defined by a decision of the members of the company, which at the time of its establishment is adopted in the manner prescribed for creating Articles of Association, and amended by the majority required for amending Articles of Association. Business activity may be defined by specifying economic activities that the company intends to carry out or by a general provision without specifying such economic activities.

If the law stipulates that specific economic activities may be carried out only on the basis of consent, permit or other act of the competent authority, business activity in the part in which it relates to those specific economic activities shall be entered into the main register of the court register. These economic activities will be entered into the court register only by obtaining prior consent or permission from that competent authority.

A company may carry out economic activities that form an integral part of the company's business activity, however a company may carry out other economic activities for the purpose of carrying out activities integral to its business activity if they are to a lesser extent or normally carried out in addition to the economic activity integral to the defined business activity of the company.

Entity activities

For more information on economic activities click [here](#).

Prevailing (primary) economic activity

Economic activities ?

Figure 18 Establishing a j.d.o.o. – Entity activities

Data required for the *Entity activities* section:

National classification of economic activities (NCEA) search tool allows users to easily and quickly search and find the correct economic activity code based on one or more keywords and vice versa – users can find a description of required economic activity by entering a known economic activity code.

Prevailing economic activity is selected exclusively from the NCEA code book.

Required data:

Using the *Prevailing (primary) economic activity* drop-down menu, user can select or enter part of the economic activity name or code and select the appropriate economic activity from the list.

Optional data:

NCEA Browser link redirects the user to the Croatian Bureau of Statistics website:

https://www.dzs.hr/App/NKD_Browser/ where he/she can access more information on a particular economic activity.

Each company must have at least one registered economic activity from the NCEA code book. Should a company have more than one registered economic activity, the applicant must select one economic activity that will represent the prevailing (primary) economic activity of the company for which the application is submitted.

Information on the prevailing (primary) economic activity is sent to the CBS upon completion of the establishment process.

Pursuant to Croatian regulations, specific economic activities require some form of identification or qualification to be used in the company establishment process and to carry out that economic activities. If you possess qualifications obtained in another EU country and want to work in the Republic of Croatia, you'll need a professional card that authorizes you to engage in your profession across all EU countries.

The same is true for some economic activities whereby it is necessary to enclose a consent of the competent authority to carry out that specific economic activity. Such economic activities are classified as registry activities and are stated separately in the list of economic activities and on the extract from the court register. Examples of such registry activities are: banking, insurance, etc.

Economic activities:

Add economic activity (button) -> Economic activity, Consent for registry activities and Close economic activity (button)

Figure 19 Establishing a j.d.o.o. – Entity activities – Add economic activity

A company can register more than one economic activity.

Required data:

Using the *Economic activity* drop-down menu, user can select or enter part of the economic activity name or code and select the appropriate economic activity from the list.

File... option allows the user to enclose the consent granted by the competent authority for carrying out the registry activity.

Close economic activity option can be selected by the user to confirm the entered economic activity and close the entry form.

• **Economic activities:**

Enter economic activity (button) -> Economic activity and Close economic activity (button)

Figure 20 Establishing a j.d.o.o. – Entity activities – Enter economic activity

When a company carries out additional economic activities that are not defined by the NCEA, such economic activities may be freely entered but cannot constitute a prevailing (primary) economic activity.

User may enter multiple economic activities by adding them one at a time.

Required data:


Economic activity field is used by the user to enter the name of the economic activity.




Close economic activity option can be selected by the user to confirm the entered economic activity and close the entry form.

Company members

Company members

Founders

 Instructions (+)

 24287319213,  , Nuremberg, Njemačka

Authorized representatives

Figure 21 Establishing a j.d.o.o. – Company members

Data required for the *Company members* section:

- **Founders:**

Add founder (button) -> Founder PIN (OIB), Founder name, Founder surname, Retrieve person (button), Function (read-only), Country (read-only), Settlement (read-only), Street (read-only), Street number (read-only), Street number extension (read-only), Email, Input interest (button) and Confirm founder (button)

Figure 22 Establishing a j.d.o.o. – Company members – Add founder

A j.d.o.o. type company can have up to 5 founders.

After entering the founder's PIN (OIB), name and surname, his/her address information can be retrieved from the PIN (OIB) system by selecting the option "Retrieve person".

Read-only:

Function field will automatically populate with the function of the company founder.

Country field will automatically populate with retrieved personal data.

Settlement field will automatically populate with retrieved personal data.

Street field will automatically populate with retrieved personal data.

Street number field will automatically populate with retrieved personal data.

Street number extension field will automatically populate with retrieved personal data.

Required data:

Founder PIN (OIB) field contains the founder's PIN (OIB).

Founder name field contains the founder's name.

Founder surname field contains the founder's surname.

Retrieve person button can be selected by the user to confirm the validity of entered founder data.

Email field contains the founder's email address. System checks that the data is in the correct format.

Input share button allows the user to enter the number of interests in company share capital.

Confirm founder button can be selected by the user to confirm the entered founder and close the entry form.

- **Input business share**

A limited liability company is a company in which one or more persons invest in a previously agreed share capital. Their contributions don't need to be equal. A founder may take more business shares when establishing the company. Total amount of all contributions must correspond to the amount of the share capital of the company. One founder can pay contributions on behalf of other founders. Other founders should then sign an appropriate power of attorney via the system.

Prior to entering the company into the court register, each founder must pay at least one quarter of his/her contribution for the taken business share in money, provided that the total amount of all payments in money cannot be less than one quarter of the share capital, unless otherwise provided by law. Money contributions have to be fully settled within one year from the date of the company's entry into the court register. Founder who did not settle the contribution for the acquired business share is held personally and jointly liable for the obligations of the company with all other founders who did not settle contributions for the acquired business shares, up to the amount of the unpaid share capital.

Input share (button) -> *Number of shares*, *Nominal amount (HRK)*, *Accept* (button) and *Cancel* (button)

Figure 23 Establishing a j.d.o.o. – Company members – Input share

Required data:

Number of shares field contains the number of business shares of each founder.

Nominal amount (HRK) field contains the nominal amount assumed by each founder together with the obligation of paying the share capital contribution.

Accept option can be selected by the user to confirm the entered business shares and close the share entry form.

- **Authorized representatives:**

Add authorized person(button) -> PIN (OIB), Name, Surname, Retrieve person (button), Function, Country (read-only), Settlement (read-only), Street (read-only), Street number (read-only), Street number extension (read-only), Email, Select authorization... (button) and Confirm authorized person (button)

The screenshot shows a web form titled "Authorized representatives". It includes the following fields and controls:

- PIN (OIB)**: Text input field with a red asterisk.
- Name**: Text input field with a red asterisk.
- Surname**: Text input field with a red asterisk. To its right is a red button labeled "Retrieve personal data".
- Country**: Dropdown menu with a blue question mark icon.
- Settlement**: Dropdown menu with a blue question mark icon.
- Street**: Text input field with a blue question mark icon.
- Street number**: Text input field with a blue question mark icon.
- Street number extension**: Text input field with a blue question mark icon.
- Function**: Dropdown menu.
- Email**: Text input field with a red asterisk.
- Authority**: Dropdown menu with a blue question mark icon.
- Confirm authorized representative**: Button at the bottom left.
- Trash icon**: Button at the bottom right.

Figure 24 Establishing a j.d.o.o. – Company members – Add authorised person

A j.d.o.o. type company may have at most one member of the Management Board who will represent the company independently and without restrictions. His function is the function of the director.

After entering the PIN (OIB), name and surname of the member of the Management Board (authorized person), his/her address information can be retrieved from the PIN (OIB) system by selecting the option "Retrieve person".

Read-only:

Country field will automatically populate with retrieved personal data.

Settlement field will automatically populate with retrieved personal data.

Street field will automatically populate with retrieved personal data.

Street number field will automatically populate with retrieved personal data.

Street number extension field will automatically populate with retrieved personal data.

Function field will automatically populate with the “director” value.

Required data:

PIN (OIB) field contains the PIN (OIB) of the authorized person.

Name field contains the name of the authorized person.

Surname field contains the surname of the authorized person.

Retrieve person button can be selected by the user to confirm the validity of entered authorized person's data.

Email field contains the authorized person's email address. System checks that the data is in the correct format.

Select authorization... button lets the user select the type of authority in the company.

Confirm authorized person button can be selected by the user to confirm the entered authorized person and close the entry form.

Authority field is used by the user to select the type of authority granted to the authorized representative. When establishing a j.d.o.o., this is always set to “*Represents independently and without restrictions*”.

If the applicant entered other natural persons to act as founders of the company and/or authorized representatives, upon completion of the application process they will receive a notice by email, informing them that their personal data has appeared in the process of establishing a company. Documents can only be signed after logging into the e-Osnivanje system, which means that the specific person has the necessary credentials and a qualified electronic signature.

After logging in, user has the option to review his/her applications and accept general terms and conditions. It is possible to view all entered data, however only the applicant can enter new data or modify existing data.

One of the required conditions for establishing a company states that all persons listed in the application have to electronically sign the documents.

Other data

Other data

Statutory change methods

Manage company method	<input type="text"/>	▼ *	?
Announcement publication method	<input type="text"/>	*	?
Company change method	Odaberite...	▼ *	?
Headquarters change method	Odaberite...	▼ *	?
Articles of Association change method	Odaberite...	▼ *	?

Other

Company duration (in years)	<input type="text"/>	?	<input checked="" type="checkbox"/> Unlimited
Ownership form	<input type="text"/>	▼ *	?
Source of capital	<input type="text"/>	▼ *	?

Additional application documents

Figure 25 Establishing a j.d.o.o. – Other data

Data required for the *Other data* section:

- **Statutory change methods:**

Company name change method, Headquarters change method, Articles of Association change method, Company management method and Announcement publication method

The screenshot shows a form titled "Statutory change methods" with five rows of input fields. Each row has a label on the left and a dropdown menu on the right. The dropdown menus for "Company change method", "Headquarters change method", and "Articles of Association change method" are currently set to "Odaberite...". Each dropdown menu is accompanied by a red asterisk and a blue question mark icon.

Figure 26 Establishing a j.d.o.o. – Other data – Statutory change methods

Company name change method, Headquarters change method and Articles of Association change method fields are accessible only if more than one founder has been entered.

Required data:

Company name change method drop-down menu allows the user to select the voting method when changing the company name.

Headquarters change method drop-down menu allows the user to select the voting method when changing the headquarters.

Articles of Association change method drop-down menu allows the user to select the voting method when changing the establishment act.

Company management method drop-down menu allows the user to select the company management method.

Announcement publication method drop-down menu allows the user to select how company-related announcements are published.

- **Other:**

Company duration (in years), Unlimited (check-box), Ownership form and Source of capital

The screenshot shows a form titled "Other" with three main sections: "Company duration (in years)", "Ownership form", and "Source of capital". The "Company duration" section has a text input field, a help icon, and a checked "Unlimited" checkbox. The "Ownership form" and "Source of capital" sections each have a dropdown menu, a red asterisk indicating a required field, and a help icon.

Figure 27 Establishing a j.d.o.o. – Other data – Other

Initial value for the duration of the company is unlimited, however this can be limited should the founders choose to do so.

Required data:

Company duration (in years) field is accessible only if the *Unlimited* check-box is unchecked. The user can use this field to enter a value representing the duration of the company (in years).

Optional data:

Unlimited check-box allows the user to specify unlimited duration of the company.

Ownership form drop-down menu allows the user to select the form of ownership of the company.

Source of capital drop-down menu allows the user to select the source of capital of the company.

- **Additional application documents:**

Enter documents (button) -> *Document type*, *Select...* (button), *Accept* (button) and *Cancel* (button)

The screenshot shows a section titled "Additional application documents" with a single button labeled "Entering documents".

Figure 28 Establishing a j.d.o.o. – Other data – Additional application documents

The screenshot shows a dialog box titled "Entering a document". It contains a "Document type*" dropdown menu with "Odaberite..." selected, a "File*" "Select..." button, and two buttons at the bottom: "Accept" (highlighted in red) and "Cancel".

Figure 29 Establishing a j.d.o.o. – Other data – Enter documents

If necessary, the user may enclose additional documents with the application, e.g. extract or a certified translation of an excerpt or an extract from the register or a record from a foreign country, excerpt from the land registry, copy of a passport for EU/EEA nationals, consent to incorporate a

new company name or other attachment to the application, such as consent to carry out an economic activity.

Maximum attachment size is 10MB. If a document is larger than 10MB, it must be divided into smaller documents.

Required data:

Document type drop-down menu allows the user to select the type of document he/she wants to attach.

Select... options can be used to find a specific document on your device.

Accept option can be selected by the user to confirm the selected document and close the entry form.

Statement on non-existence of outstanding debts

Statement on non-existence of outstanding debts

Use this form to enter data required for the Statement on non-existence of outstanding tax debts, contributions for pension or health insurance or employee net salaries debts.

Please enter all other entities of which you are a member with a share of 5% or more in capital or voting rights, or which enables you to exercise significant influence over company management.

Regardless of whether you have interests in other entities, you must generate a "Statement on non-existence of outstanding debts" by selecting "Generate Statement".

Figure 30 Establishing a j.d.o.o. – Statement on non-existence of outstanding debts

Data required for the *Statement on non-existence of outstanding debts* section:

Enter entity data (button) and *Generate statement* (button)

Optional data:

Enter entity data button is used by the user to open a data entry form for the entity in which he/she has a 5% or more share in capital or voting rights.

Required data:

Generate statement button is used by the user to generate the *Statement on non-existence of outstanding debts* document so he/she can sign and attach it to the application.

Enter entity data (button) -> *Company or name, MBS and OIB*

The screenshot shows a dialog box titled "Enter entity data" with a close button (X) in the top right corner. It contains three input fields:

- Company or name:** A large text input field with a red asterisk (*) to its right, indicating it is a required field.
- Company Registration No. (MBS):** A smaller text input field.
- PIN (OIB):** A smaller text input field with a red asterisk (*) to its right, indicating it is a required field.

At the bottom of the dialog box, there are two buttons: a red "Accept" button and a grey "Cancel" button.

Figure 31 Establishing a j.d.o.o. – Statement on non-existence of outstanding debts – Enter entity data

Required data:

Company or name field is used by the user to enter the name of the company or craft.

OIB field is used by the user to enter the OIB of the company or craft.

Optional data:

MBS field is used by the user to enter the MBS of a company.

Signing

Signing

In order to successfully complete the signing process, you must generate and sign a Statement on non-existence of outstanding debts. Generate the statement in the "Statement on non-existence of outstanding debts" section.

Select a signing method:

e-Osobna iskaznica
 Other electronic signatures
 ?

Document	Signing	Signed
Odluka o utvrđenju predmeta poslovanja, imenovanju člana uprave te određenju	Load	<input type="checkbox"/>
Izjava o osnivanju	Load	<input type="checkbox"/>
Prijava	Load	<input type="checkbox"/>
Popis djelatnosti	Load	<input type="checkbox"/>
Izjava direktora o prihvaćanju postavljenja	Load	<input type="checkbox"/>

Figure 32 Establishing a j.d.o.o. – Signing

Signing is done sequentially, in the order in which participants are added to the application. When one participant has finished signing, the next participant can start. The system offers each participant only those documents that are relevant to that participant.

- Establishing a j.d.o.o.

Documents to be signed:

1. *Prijava* – application for entering a company name into the court register – signed by all participants (founders and director)
2. *Izjava o osnivanju* – establishment act of a j.d.o.o. – signed by all founders
3. *Izjava direktora o prihvaćanju postavljenja* – signed only by the director as a statement that he/she accepts the function under full material and criminal responsibility
4. *Izjava člana uprave o prihvaćanju postavljenja* – signed only by the member of the Management Board as a statement that he/she accepts the function under full material and criminal responsibility
5. *Izjava predsjednika uprave o prihvaćanju postavljenja* – signed only by the president of the Management Board as a statement that he/she accepts the function under full material and criminal responsibility
6. *Odluka o utvrđenju predmeta poslovanja, imenovanju člana uprave te određenju poslovne adrese* – signed by all the founders
7. *Punomoć predlagatelju da uplati temeljni kapital u ime ostalih osnivača* – only if the applicant pays the share capital on behalf of all the founders
8. *Izjava o nepostojanju nepodmirenih dugovanja* – signed individually by each of the founders

Signing documents using *Other electronic signatures*:

Signing

In order to successfully complete the signing process, you must generate and sign a Statement on non-existence of outstanding debts. Generate the statement in the "Statement on non-existence of outstanding debts" section.

Select a signing method:

e-Osobna iskaznica
 Other electronic signatures
 [?](#)

Document	Signing	Signed
Odluka o utvrđenju predmeta poslovanja, imenovanju člana uprave te određenju	<input type="button" value="Load"/>	<input type="checkbox"/>
Izjava o osnivanju	<input type="button" value="Load"/>	<input type="checkbox"/>
Prijava	<input type="button" value="Load"/>	<input type="checkbox"/>
Popis djelatnosti	<input type="button" value="Load"/>	<input type="checkbox"/>
Izjava direktora o prihvatanju postavljena	<input type="button" value="Load"/>	<input type="checkbox"/>

Figure 33 Establishing a j.d.o.o. – Selecting a signing method

Once the signing method is selected, digital signing process can begin. Once a signing method is selected and one document is signed, selected signing method can no longer be changed.

In order to sign the document, click the name of each document on the list to download them to your local PC.

Make sure you have the correct software package of your electronic signature publisher installed on your PC as it is required for the card/token to communicate with the PC on which the document is being signed.

Documents saved on your local PC have to be signed with a qualified digital signature using a specific software program, e.g. Adobe Reader, Foxit Reader, or the like. You must have at least one of the available software programs for viewing PDF files installed. It is recommended that you save signed documents to your PC desktop so that they can be easily uploaded.

As a last step, upload signed documents to the system from your local PC. To upload a document, select the *Upload* option located by the document name. Selecting this option opens a window where you can select a signed document on your PC. This upload process must be repeated for each document on the list.

The system checks if the certificate data matches with the data of the logged-in user and allows signing only if the data is identical, which means that users will not be able to sign documents using other's certificates.

After signing the required documents, you will be directed to pay the share capital and court fees, unless you are exempt from court fees.

Payment

During the company establishment process you will be instructed to pay the share capital and relevant court fees. Payment is made by credit/debit card using the Internet Payment Gateway (IPG) of the Public Dues Payment System.

Data required for the *Payment* section:

- **Payment of share capital:**

Pay (button) -> user will be redirected to the Public Dues Payment System website where he/she can pay the required share capital. Share capital is then deposited into a temporary account, and immediately upon the establishment of the company transferred to the business account of the company which the authorized person will open at a commercial bank in the Republic of Croatia. Should the company not be established, paid share capital will be transferred back to the originating bank card when the decision on rejection comes into force.

Payment

Payment of share capital

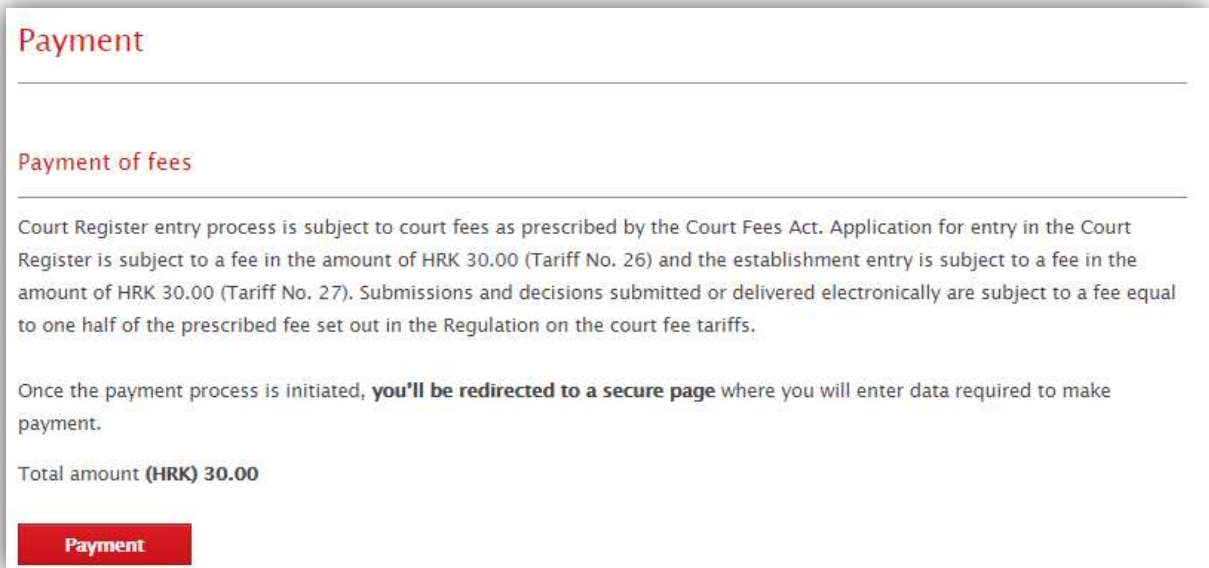
Share capital amount (HRK) 10,000.00

Founder	Amount of interest (HRK)	Paid amount (HRK)	Payment
[Name]	10,000.00	10,000.00	Payment

Figure 34 Establishing a j.d.o.o. – Payment of share capital

- **Payment of court fees:**

Pay (button) -> user will be redirected to the IPG website where he/she can pay the relevant court fees.



The screenshot shows a web interface with a white background and a red header. The header contains the word "Payment" in red. Below the header is a horizontal line. Underneath, the text "Payment of fees" is displayed in red. A paragraph of text follows, explaining that court register entry is subject to fees as prescribed by the Court Fees Act, with specific amounts for HRK 30.00 for different types of entries. It also mentions that electronic submissions are subject to a reduced fee. Below this text, another paragraph states that once payment is initiated, the user will be redirected to a secure page. At the bottom of the text area, the total amount is listed as "Total amount (HRK) 30.00". At the very bottom of the form, there is a red button with the word "Payment" written in white.

Figure 35 Establishing a j.d.o.o. – Payment of court fees

The following persons are exempt from court fees:

- Republic of Croatia and government bodies
- disabled veterans of the Croatian Homeland War are exempt based on a valid document proving their status and the status of a person with disabilities, issued by the Institute of Expertise, Professional Rehabilitation and Employment of Persons with Disabilities
- spouses, children and parents of soldiers killed, missing or detained during the Croatian Homeland War, based on relevant documents proving their status
- spouses, children and parents of those killed, missing or detained during the Croatian Homeland War, based on relevant documents proving their status
- refugees, displaced persons and returnees, based on relevant documents proving their status
- welfare recipients who receive the minimum guaranteed allowance
- humanitarian organizations and organizations dealing with the protection of families of those killed, missing or detained in carrying out humanitarian activities, and organizations for persons with disabilities
- other persons and bodies when required by special law. This does not apply to local and regional self-government units, unless they have been granted public authority in accordance with a special law.

Select card, Credit/debit card number, Card expiration date, CVV code, Payment method (read-only), Name, Surname, Address, City, Postal code, Country, Phone number, Email, Cancel (button) and Pay (button)

CorvusPay
INTERNET PAYMENT GATEWAY

On line autorizacija kreditnih i debitnih kartica
Ovo je zaštićeni server. Razmjena podataka između vašeg web preglednika i ove stranice je sigurna. Sigurnost podataka na ovim stranicama omogućena je uporabom TLS sigurnosnog protokola.

Vrijeme preostalo za unos kartičnih podataka : 13:17 minuta

Trgovac: Fina Presentacija - I - fina.hr
Broj narudžbe: 7299-6895
Sadržaj narudžbe: Plaćanje temeljnog kapitala za postupak osnivanja društva

Iznos narudžbe: **1.00 HRK**

-odaberite karticu-

Broj kreditne/debitne kartice:
Upišite broj kartice

Datum isteka kartice: mm / yy CVV kod: xxxx ?

Način plaćanja:
Jednokratno

Podaci o vlasniku kartice

Ime: [input] Prezime: [input]

Adresa: ZALI BREG 10B Grad: Dobrovo

Pošanski broj: Unesite poštanski broj Država: Slovenija

Telefonski broj: Upišite telefonski broj e-mail: [input]

Odustani **PLATI**

Kartice koje podržavamo

Figure 36 IPG – Internet payment gateway

Read-only:

Payment method field shows how the payment will be made. Only one-time payments are allowed.

Required data:

Select card drop-down menu allows the user to select the type of card to use.

Credit/debit card number field allows the user to enter the card number.

Card expiration date drop-down menu allows the user to select the month and year when the card will expire.

CVV code field allows the user to enter the CVV number shown on the back of the card.

Optional data:

Name and *Surname* fields contain the name and surname of the payer – person who is legally authorized to make the payment.

Address field contains the payer's address as specified on his/her identification document.

City field contains the name of the payer's city of residence.

Postal code field contains the relevant city's postal code.

Country field contains the payer's country as specified on his/her identification document.

Phone number field allows the user to enter the payer's phone number.

Email field allows the user to enter the payer's email address.

Pay button can be selected by the user to confirm the entered data and proceed with payment.

4. Starting a d.o.o.

As the j.d.o.o. is only a form of a d.o.o. type company, this business case is analogous to the previously described establishment of a simple limited liability company, with the following notable differences:

1. Amount of share capital

- Share capital of a j.d.o.o. must be greater than HRK 10.00 and less than HRK 20,000.00 (maximum of HRK 19,999.00).
- Share capital of a d.o.o. must be greater than or equal to HRK 20,000.00.
- Prior to the registration of the company in the register, each founder must pay at least a quarter of the deposits for the takeover of the business interest that he pays in cash, provided that the total amount of all payments in money cannot be less than one quarter of the share capital, unless otherwise provided by law. The deposit in the money must be entered in full within one year from the date of the company's registration in the business register. The founder who has not paid the investment for the acquired business share shall be liable for the obligations of the company personally and jointly with all other founders who have not paid deposits for the acquired business shares up to the amount of the paid-up share capital.
- At present, it is not possible to make a payment of one quarter of the share capital in an application with one founder of a limited liability company (d.o.o.), since the technical conditions for providing adequate digital insurance have not been met. Namely, the Companies Act stipulates that if a company is founded by only one founder, it must, before filing the application, provide adequate assurance that part of the deposits in money which has not been paid will be duly paid.

2. Number of founders and authorized representatives

- Both company types must have a minimum of one founder.
- Up to 5 founders may be added when establishing a j.d.o.o., while this restriction does not apply for a d.o.o.
- Both company types must have at least one authorized representative.
- A single member of the Management Board / director may be added for a j.d.o.o., while this restriction does not apply for a d.o.o.

3. Nominal amount of business shares

- Total sum of all nominal amounts for both company types must correspond to the amount of the share capital.
- In both companies, all participants can sign a power of attorney, granting the applicant the authority to pay at least a quarter of their business contributions on their behalf. However, the applicant could also pay their contributions in full.
- Nominal amount for a j.d.o.o. has to be a whole number, and the minimum is HRK 1.00.
- Nominal amount for a d.o.o. has to be multiple of 100, and may not equal less than HRK 200,00.

4. Signing

- Establishing a d.o.o.

Documents to be signed:

1. *Prijava* – application for entering a company name into the court register – signed by all participants (founders and directors)
2. *Društveni ugovor* – establishment act of a d.o.o. – signed by all founders

3. *Izjava direktora o prihvaćanju postavljenja* – signed by the director as a statement that he/she accepts the function under full material and criminal responsibility
4. *Izjava predsjednika uprave o prihvaćanju postavljenja* – signed by the president of the Management Board as a statement that he/she accepts the function under full material and criminal responsibility
5. *Odluka o utvrđenju predmeta poslovanja, imenovanju člana uprave te određenju poslovne adrese* – signed by all the founders
6. *Izjava članova uprave o prihvaćanju postavljenja* – signed by all members of the Management Board.
7. *Punomoć predlagatelju da uplati temeljni kapital u ime ostalih sudionika* – only if the applicant pays the capital on behalf of all the founders
8. *Izjava o nepostojanju nepodmirenih dugovanja* – signed individually by each of the founders

5. My applications

This functionality allows the user to view his/her applications.

Applications overview is divided into:

- My applications -> all applications created by the user as an applicant
- Applications I participate in -> all applications in which the user is listed as a participant in the company establishment process

Each application has the following visible information:

- *Company name* – represents the name of the company
- *Entry start date* – represents the date the application was opened
- *End date* – represents the date on which the company is entered into the court register
- *Tt number* – represents the case number under which the company has been entered into the court register
- *Status* – represents the current status of the application
- *Action* – represents the currently available action regarding the application
- *Delete* – allows the user to delete an application

Table 1 Available application statuses

Statuses shown in the interface	Meaning within the system
In progress	<p>Role: <i>Holder of the company establishment process</i></p> <p>Once the user has chosen one of the establishment options, he/she is allowed to enter data. User can save changes at any time, i.e. application does not have to be filled all at once. User can log into the system an unlimited number of times and update/amend application data.</p>
Application locked	<p>Role: <i>Holder of the company establishment process</i></p> <p>Application is locked after entering all required application data and clicking on <i>Complete application</i>.</p> <p>Role: <i>e-Osnivanje system</i></p> <p>After the application is locked, system will generate relevant documents. If an error occurred during generation, applicant will see a <i>Generate documents</i> button, which he/she can use to manually generate relevant documents.</p> <p>Role: <i>Holder of the company establishment process</i></p> <p>In the event that automatic generation has failed, the applicant must manually generate relevant documents.</p> <p>Role: <i>e-Osnivanje system</i></p> <p>Should the manual generation of documents also fail, system will show an error message to the user.</p>
Generated documents	<p>Role: <i>e-Osnivanje system</i></p> <p>Once the documents are automatically generated, system will send an email notification to all participants, informing them that the documents are ready to be signed. This notification is first sent to the applicant and then to the other participants in the order in which they were added to the application. When the first person signs all the documents and clicks on <i>Signing completed</i>, notification is sent to the next participant and so on.</p> <p>Role: <i>All application participants</i></p> <p>After receiving the notification stating that the documents have been generated, each user is obliged to log into the system, sign the documents and click on the <i>Signing completed</i> button.</p>
Signed documents	<p>Role: <i>e-Osnivanje system</i></p> <p>After all participants have signed the documents, system will send a notification to all participants that the documents have been signed and share capital must now be paid.</p> <p>Role: <i>Applicant</i></p> <p>Once the documents have been signed, it is possible to proceed with payment of share capital. If the applicant has been granted power of attorney by all co-founders for the purpose of paying capital on their behalf, he/she may proceed to pay the share capital on behalf of them all. If the applicant does not have power of attorney, he/she will pay only his/her share. Payment is made via the IPG system.</p> <p>Role: <i>Other co-founders</i></p> <p>Unless they have granted power of attorney to the applicant so he/she could pay the capital on their behalf, each co-founder is required to log into the system and pay his/her share of capital via the IPG system.</p>
Application is pending entry into the court register	<p>Role: <i>e-Osnivanje system</i></p> <p>Application is waiting to be sent from e-Osnivanje to the court register for processing.</p>

Application received by the court register	<p>Role: <i>Court register's internal app</i></p> <p>Depending on the information and documents obtained from the court register, e-Osnivanje changes system status, and accordingly the status displayed on the interface:</p> <ul style="list-style-type: none"> • <i>Returned for clarification</i> – if it has received the Conclusion • <i>Rejected</i> – if it has received information on rejection, i.e. Decision on rejection • <i>Resolved</i> – if it has received information on successfully completed entry into the court register, i.e. Decision on establishment. <p>Notification stating that the application is pending further processing by the court register is sent to the participants' email addresses after the application is received by the court register.</p>
Returned for clarification	<p>Role: <i>e-Osnivanje system</i></p> <p>System unlocks the application and changes its status to <i>In progress</i>.</p> <p>All signed documents are cancelled (status is changed to <i>Cancelled</i>) and they need to be recreated and resigned. An updated application will automatically be sent to the court register when the last participant signs the documents and a check is made to verify are all the fees paid. Notification is sent to the applicant and to all other participants when the application has been received.</p> <p>Role: <i>Natural persons participating in the company establishment process</i></p> <p>If other natural persons participate in the company establishment process, they have to re-sign appropriate documents depending on their role. These persons are notified that the documents are awaiting their signature. They will receive notifications via email.</p>
Application rejected	<p>Role: <i>e-Osnivanje system</i></p> <p>Holder and all participants are notified that the application has been processed and that a document is waiting to be downloaded in the e-Osnivanje system.</p> <p>Role: <i>Applicant and other natural persons participating in the company establishment process.</i></p> <p>User logs into the system and downloads the document.</p>
Application resolved	<p>Role: <i>e-Osnivanje system</i></p> <p>Applicant and all participants are notified that the application has been processed and that a document is waiting to be downloaded in the e-Osnivanje system.</p> <p>Role: <i>Applicant and other natural persons participating in the company establishment process.</i></p> <p>User may log into the system and download the document.</p>
Application error	<p>Role: <i>e-Osnivanje system</i></p> <p>An internal error occurred while processing the application.</p> <p>Applicant and all participants are notified that a processing error has occurred.</p>
Application has expired	<p>Role: <i>Application participants</i></p> <p>Application was not completed and submitted to the court register within 60 days. (Application was submitted unfinished, general terms and conditions were not accepted, documents were not signed, capital or fees were not paid within 60 days).</p> <p>Applicant and all participants are notified that the application has been closed due to it not being completed within 60 days.</p>
Application deleted	<p>Role: <i>Applicant</i></p> <p>The applicant may delete the application before the last participant finishes signing the documents. Once all the documents have been signed, payment is enabled and deleting the application is no longer possible.</p> <p>Role: <i>e-Osnivanje system</i></p> <p>Checking the application status: once the signing is complete and payment enabled, system should disable the option to delete the application.</p>
Application received by the CBS	<p>Role: <i>CBS system</i></p> <p>Depending on the information obtained from the CBS, system changes the status, and accordingly the status displayed on the interface:</p> <ul style="list-style-type: none"> • <i>CBS completed</i> – when information on successfully completed entry into the CBS has been received <p>Notification is sent to the applicant and all participants.</p>

Application resolved by the CBS	<p>Role: e-Osnivanje system Holder and all participants are notified via email that the application has been processed and that a document is waiting to be downloaded in the e-Osnivanje system.</p> <p>Role: Holder and other natural persons participating in the company establishment process. User logs into the system and downloads the document.</p>
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