

MUJA LAW

Legal Update

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Muja Law brings you the latest issue of the *Legal Update*.

Recently, several important legal acts have been published in the Official Journal of the Republic of Albania. Of particular significance are Law No. 119/2026, "On Certain Amendments to Law No. 9901, dated 14 April 2008, 'On Entrepreneurs and Commercial Companies', as amended", and Law No. 116/2026, "On Consumer Protection". At the same time, a number of legislative acts concerning the protection of industrial property have also been adopted.

Some of the key provisions introduced by these acts are outlined below:

❖ Law No. 119/2026, "On Certain Amendments to Law No. 9901, dated 14 April 2008, 'On Entrepreneurs and Commercial Companies', as amended", published in Official Journal No. 146, dated 13 November 2026.

Special Register

Under the new law, commercial companies are required to maintain a special register in which they must record and retain the following information:
a) the company's name;
b) its legal form and legal status;
c) its constitutional documents (the deed of incorporation and the articles of association);
d) the address of its registered office;
e) the list of the company's directors or administrators;
f) its unique identification number;
g) a register of shareholders or members, containing their respective names;
h) the number of shares held by each shareholder, together with the relevant share class (including the nature of the voting rights attached thereto).

Commercial companies are required to retain the information specified above for a period of at least ten (10) years.

Grounds for Disqualification of Members of Management and Supervisory Bodies and Administrators

Under the new law, persons who have been convicted by a final court decision of criminal offences against property or in the economic sphere, as provided for under the Criminal Code, may not, for a period of up to five (5)

years from the date of such conviction, hold the position of legal representative of a commercial company, serve as members of the management board or supervisory board, or act as shareholders' representatives at the general meeting.



The following persons are also disqualified from acting as legal representatives of a commercial company, serving as members of its management board or supervisory board, or representing shareholders at the general meeting:
a) persons who have been convicted of a criminal offence in another country, where such offence corresponds, in terms of its nature, legal basis and the date on which the conviction or security measure became effective, to the criminal offences referred to above;
b) persons who are subject to a security measure prohibiting them from practising a profession that falls, wholly or partly, within the scope of the company's business activities, for the duration of such prohibition;
c) persons who have been prohibited, in another country, from practising a profession that falls, wholly or partly, within the scope of the company's business activities, for the duration of such prohibition.

An appointment as administrator, or membership of the management board or supervisory board, shall automatically terminate by operation of law if, following the adoption of the appointment decision, circumstances arise which, had they existed at the time of the appointment, would have precluded such appointment under the law and this Article.

An administrator or a member of the management board or supervisory board whose appointment has terminated as a result of a final court decision or the imposition of a measure restricting the disposal of their assets is required to notify the company without delay, and in any event no later than three (3) days thereafter. In such cases, the shareholders, acting within the scope of their respective powers under the articles of association, must submit the decision dismissing the administrator or the relevant member of the management board or supervisory board within no more than three (3) days.

The National Business Centre (NBC) shall establish, publish and administer, as part of the Commercial Register, a data module concerning persons who are disqualified from serving as administrators and/or members of the management board or supervisory board under this provision.

For the registration of an administrator or a member of a management or supervisory body with the National Business Centre, the company must electronically submit, through the “e-Albania” portal, official documentation certifying that the appointed person:
a) has no final criminal conviction for offences that disqualify them from exercising management functions under Albanian legislation, or any equivalent criminal conviction issued by another country;
b) is not subject to any security measure or prohibition preventing them from practising a profession related to the company's business activities.

The company shall be responsible for filing the relevant declaration with the National Business Centre at the time of submitting the registration

application through the "e-Albania" portal.

Transfer of Shares

In cases involving the transfer of shares by contract, the terms and conditions of the transfer, the time at which title to the share passes, and any other transfer conditions, including the timing of payment of the purchase price, shall be governed by the agreement between the parties. Such agreement must be executed in the form of a notarial deed, which constitutes a condition for the validity of the contract.

Unless expressly provided otherwise by law or agreed otherwise by the parties in the contract, the validity of the transfer of title to shares shall not be conditional upon the completion of formalities having declaratory effect, including the registration or publication of the contract or of the transfer of title.

Transactions carried out electronically shall be deemed to have been executed in written form, in accordance with the provisions of the applicable legislation on capital markets.

Distribution of Profits and Repayment of Unauthorised Payments

The company may not distribute profits or make any other payments in favour of its shareholders if, according to the company's latest annual financial statements, its net assets are, or following such distribution would become, lower than the aggregate amount of its registered capital and those reserves which, under the law or the company's articles of association, may not be distributed to shareholders.

For the purpose of calculating the registered capital, only the capital actually paid up shall be taken into account, excluding any unpaid portion of the capital that is not recognised among the company's assets in its balance sheet.



By way of exception, the prohibition shall not apply to:
a) payments made in performance of a valid contractual obligation to transfer the company's profits to another person, provided that such obligation was entered into before the profits were generated and is based on an agreement clearly specifying the terms and extent of such transfer;
b) payments made to a shareholder where the company receives economically equivalent consideration in exchange for the payment made;
c) the repayment of loans or funds provided by shareholders for the purpose of replacing capital or having a similar economic nature.

A shareholder who has received payments in breach of this provision, the company's articles of association or decisions of its corporate bodies shall be obliged to repay the amounts received to the company. The repayment of amounts received in breach of this provision shall be governed by this provision as a special rule applicable to cases not involving the distribution of profits.

A shareholder may retain the amount received only where:
a) the shareholder acted in good faith; and
b) repayment of the amount is not necessary to satisfy the company's obligations towards its creditors.

Members of the company's management body who, through fault or failure to duly perform their duties, have allowed unauthorised payments to be made shall be jointly and severally liable to the company for the resulting damage, including any amounts that the company has been unable to recover from the relevant shareholder.

The company's claims for the repayment of unauthorised payments shall be subject to a limitation period of five (5) years from the date on which the payment was made, except where the company proves that the recipient knew that the payment was unauthorised.

Entry into Force

This Law shall enter into force fifteen (15) days after its publication in the Official Journal.



- **Law No. 116/2026, "On Consumer Protection, published in Official Journal No. 244, dated 11 November 2026.**

The Law aligns Albanian legislation with the European Union acquis in the field of consumer protection through the full transposition of the requirements of 14 EU Directives and partial alignment with Regulation (EU) 2017/2394.

The legal act aims to strengthen and modernise the consumer protection legal framework by addressing matters relating to online commerce, the supply of digital content and digital services, the sale of goods, the right to repair, protection against unfair commercial practices and misleading environmental claims, as well as cooperation between the authorities responsible for enforcing consumer protection legislation.

One of the key innovations introduced by the Law is the establishment of the National Consumer Protection Agency (Agjencia Kombëtare për Mbrojtjen e Konsumatorit – AKMK), as the authority responsible for consumer protection matters.

At the same time, the Law regulates the procedural protection of consumer rights, including alternative dispute resolution and the protection of consumers' collective interests. The relevant provisions establish the procedures, admissibility criteria, time limits and conditions for submitting complaints to the alternative dispute resolution bodies operating under the Dispute Administration Office (Zyra e Administrimit të Mosmarrëveshjeve – ZAM).

Under the new Law, consumers are entitled to withdraw from distance and off-premises contracts within fourteen (14) calendar days, without providing any reason. Where the trader fails to inform the consumer of this right, the withdrawal period is extended by up to twelve (12) months. Traders are required to reimburse all payments received, including standard delivery costs, within fourteen (14) days.

For contracts concluded through online interfaces, traders must provide a permanently accessible and prominently displayed "withdraw from the contract here" function and acknowledge receipt of the withdrawal request on a durable medium. Manipulative interface design practices, including making contract cancellation more difficult than subscription, are expressly prohibited in relation to distance contracts for financial services.

Furthermore, the new Law provides that sellers are liable for any lack of conformity that becomes apparent within two (2) years of delivery, including in respect of goods with digital elements. Where the consumer opts for repair, this period is extended once by an additional twelve (12) months. Any lack of conformity that becomes apparent within the first year is presumed to have existed at the time of delivery.

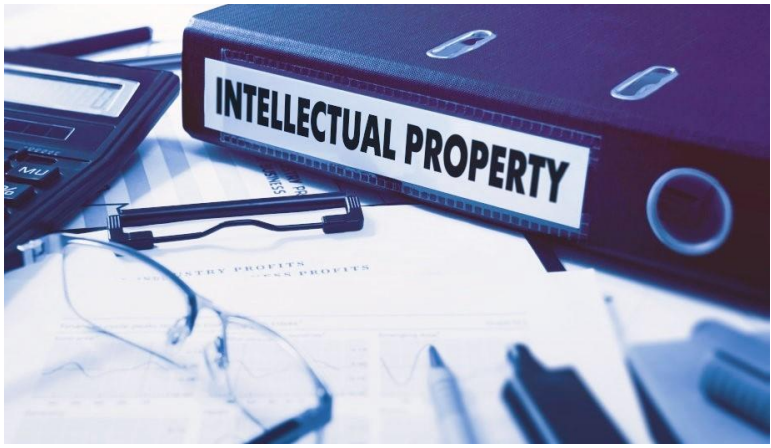
Consumers are entitled to choose between repair and replacement, free of charge, before exercising their rights to a price reduction or termination of the contract. Manufacturers and sellers are required to ensure the availability of spare parts for at least the duration of the guarantee period.

The Law also provides for the establishment of a European online repair platform, designed to enable consumers to identify repairers and, where applicable, sellers of refurbished goods, purchasers of defective goods for refurbishment, and repair initiatives established by the European Union.

The European online repair platform comprises national sections operating through a common online interface. The National Consumer Protection Agency (AKMK) shall use the European online repair platform for the Albanian national section.

Entry into Force

Most provisions of the new Law shall become applicable six (6) months after its publication in the Official Journal. Certain provisions, including those concerning the harmonised notice and label on the legal guarantee and most of the rules governing the right to repair, shall take effect two (2) years after publication, while other provisions shall become applicable only upon Albania's accession to the European Union. Existing secondary legislation shall remain in force until replaced, insofar as it is consistent with the provisions of the new Law.



- **Law No. 104/2026, dated 9 October 2026, "On Certain Amendments and Additions to Law No. 52/2025, 'On Trademarks'", published in Official Journal No. 231, dated 28 October 2026.**

The Law provides that the effects of applications for registration of European Union trademarks (EUTMs) filed before the date of the Republic of Albania's accession to the European Union, as well as those of European Union trademarks registered before that date, shall extend to the territory of the Republic of Albania as of the date of its accession to the European Union.

In virtue of the new amendments, a European Union trademark for which an application for registration was filed before the date of the Republic of Albania's accession to the European Union shall be deemed an earlier trademark in relation to:
a) national trademark applications filed after the date of accession;
b) national trademarks registered on the basis of the applications referred to in point (a); and
c) international trademark registrations designating the territory of the Republic of Albania, where the date of registration applicable to Albania falls after the date of accession.

The proprietor of a national trade mark whose application for registration was filed before the date of the Republic of Albania's accession to the European Union, or the proprietor of an international trade mark registration whose international registration date applicable to the territory of the Republic of Albania precedes the date of accession, may bring court proceedings seeking to prohibit the use in Albania of a European Union trade mark whose effects have been extended to the territory of the Republic of Albania.



The claimant must demonstrate that the use of the European Union trademark conflicts with its own trademark on one of the grounds set out in the Law.

The protection of European Union trademarks against infringement of rights in the Republic of Albania shall be governed by the European Union Trademark Regulation and, to the extent applicable, by the provisions of this Law governing the protection of national trademarks against infringement.

As per the Law, in the Republic of Albania, the Tirana Court of First Instance of General Jurisdiction shall act as the European Union trademark court with jurisdiction to hear cases at first instance, within the meaning of the European Union Trademark Regulation.

The Court of Appeal of General Jurisdiction shall act as the European Union trademark court with jurisdiction to hear cases at second instance, within the meaning of the European Union Trademark Regulation.

Entry into Force

This Law has entered into force fifteen (15) days after its publication in the Official Journal.



- **Law No. 105/2026, "On Certain Amendments and Additions to Law No. 53/2025, 'On Patents, Utility Models and Supplementary Protection Certificates'", published in Official Journal No. 231, dated 28 October 2026.**

The Law provides that the exclusive rights conferred by a patent shall not extend to a product covered by the patent once that product has been placed on the market within the territory of the European Union or the European Economic Area by the patent holder or with their consent.

Entry into Force

This Law has entered into force fifteen (15) days after its publication in the Official Journal.

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If you wish to know more on our publications, legal updates, tax updates, legal bulletins, or other articles, you may contact the following:

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Muja Law is a family-run law office where we work hard for the success of our clients and to provide excellence in legal service. Our roots go back to 2001 when our Managing Partner, Krenare Muja (Sheqeraku), opened her law practice office in Tirana, Albania. Krenare's son Eno joined her in 2014, and the other son Adi entered the practice in 2019. What started in Tirana as a small, family-run law office has grown and flourished in the community for the last 20 years. The office consists of various respected and talented lawyers who possess outstanding educational and community service backgrounds and have a wealth of experience in representing a diverse client base in various areas of the law.

The office is full-service and advises clients on all areas of civil, commercial and administrative law. With significant industry expertise, we strive to provide our clients with practical business driven advice that is clear and straight to the point, constantly up to date, not only with the frequent legislative changes in Albania, but also the developments of international legal practice and domestic case law. The office delivers services to clients in major industries, banks and financial institutions, as well as to companies engaged in insurance, construction, energy and utilities, entertainment and media, mining, oil and gas, professional services, real estate, technology, telecommunications, tourism, transport, infrastructure and consumer goods. In our law office, we also like to help our clients with mediation services, as an alternative dispute resolution method to their problems.

While we have grown over the past 20 years and become recognized as one of Albania's leading law offices, we are grounded in the essence of "who" we are and "where" we started. We understand the importance of family, hard-work, and dedication.

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