

Pursuant to Article 88 item 2 of the Constitution of the Republic of Montenegro I hereby pass the

**DECREE PROMULGATING THE LAW ON ACCOUNTING AND AUDITING**  
**(Official Gazette of the Republic of Montenegro, No 69/05 of 18 November 2005;**  
**Official Gazette of Montenegro No 80/08 of 26 December 2008)**

I hereby promulgate the Law on Accounting and Auditing, adopted by the Parliament of the Republic of Montenegro at the second sitting of the second regular session in 2005 on 10 November 2005.

Number: 01-1140/2  
Podgorica, 15 November 2005

The President of the Republic of Montenegro  
Flip Vujanović, m.p.

**LAW ON AMENDMENTS TO THE LAW ON ACCOUNTING  
AND AUDITING**

**I BASIC PROVISIONS**

**1. General Provisions**

**Article 1**

- (1) This Law governs the conditions and the manner for keeping business books, preparation and presentation of financial statements (hereinafter referred to as the accounting), as well as the conditions and the manner for conducting procedure and performing audits of financial statements (hereinafter referred to as the auditing) and other issues important for accounting and auditing.
- (2) This Law shall apply to legal entities registered for performing economic and non-economic activities, and to parts of foreign companies (hereinafter referred to as the legal entities).
- (3) This Law shall not apply to entities financed from the budget and extra-budgetary funds.

**2. Meaning of Specific Terms**

**Article 2**

Specific terms, as used in this Law, shall have the following meaning:

- Auditing Firm shall mean a business organization established to conduct auditing activities at the territory of the Republic of Montenegro (hereinafter referred to as Montenegro) in accordance with the law;
- Auditing shall mean an examination of financial statements for the purpose of expressing an opinion whether the financial statements subject to the audit represent true and fair

- condition of assets, capital and liabilities, as well as of results of operations, by applying the International Standards of Auditing and Code of Ethics;
- Financial Statements shall mean, in accordance with IAS or IFRS:
    - Balance sheet,
    - Income statement,
    - Cash flow statement,
    - Statement of changes in equity,
    - Accounting policies and notes to the Financial Statements;
  - Financial Reports shall represent the set of Financial Statements and other supporting reports that might also include reports of management, comments of the board, auditor's opinions and reports, and other documents;
  - IAASB shall mean the International Auditing and Assurance Standards Board as an independent regulatory body of the International Federation of Accountants (IFAC);
  - IASB shall mean the International Accounting Standards Board as an independent regulatory body of the International Accounting Standards Committee Foundation (IASCF);
  - IFAC shall mean the International Federation of Accountants, a global regulatory body in the area of accounting profession;
  - IFRIC (International Financial Reporting Interpretations Committee) shall mean a committee of the IASB in charge of analysis of issues in the area accounting within the context of the existing International Accounting Standards (IAS) and IASB Framework;
  - Code of Ethics for Professional Accountants shall mean the Code accepted based on the IFAC's International Code of Ethics for Professional Accountants – ICEPA, which defines generally accepted standards of conduct for professional accountants;
  - IAS shall mean the International Accounting Standards, International Financial Reporting Standards - IFRS and relevant explanations of the Standards and amendments to these standards and relevant explanations issued or adopted by the IASB and the IFRIC;
  - Statistical annex shall mean the report containing information about the legal entity and its delivered with financial statements;
  - ISA shall mean the International Standards of Auditing as promulgated by the IAASB and IFAC;
  - Registry shall mean the register of certified accountants, authorized auditors, and auditing firms;
  - Authorized Auditor shall mean a natural person who, holds a licence for carrying out audits;
  - Auditor of a group of related legal entities shall mean an authorized auditor or auditing firm that carries out audits of consolidated financial statements.
  - Authorized Professional Accountant shall mean an accountant having a certificate of the state administration authority competent for finance issued in accordance with the Law on Accounting and Auditing (Official Gazette of the Republic of Montenegro, No 6/02);
  - Certified Accountant shall mean an accountant having a certificate of the state administration authority competent for of finance (hereinafter referred to as the Competent Authority).

## **II FINANCIAL STATEMENTS AND STANDARDS**

### **Article 3**

- (1) Legal entities shall compile financial statements in compliance with the International Accountant Standards (IAS), or the International Financial Reporting Standards (IFRS), as promulgated by the IASB, and adopted and published by the Competent Authority

that obtained a translation and publishing copyright from the relevant body of the International Federation of Accountants (IFAC).

- (2) Auditing and presentation of financial statements shall be done in accordance with the International Standards of Auditing (ISA) promulgated by the IASB, as the body of the International Federation of Accountants (IFAC), and adopted and published by the Competent Authority.

### **Classification of Legal Entities**

#### **Article 3a (Article 3a of this Law shall apply as of 1 July 2009)**

- (1) Legal entities, within the meaning of this Law, shall be classified into small, medium and large ones, depending on the average number of employees, aggregate revenue on the annual level, and aggregate assets.
- (2) Legal entities meeting two out of three below stated criteria, as of the day the financial statement is compiled, shall be classified as medium-size legal entities:
  - 1) having the average number of employees in the year the annual report is submitted for ranges from 50 to 250;
  - 2) having aggregate annual revenue ranging from EUR 10,000,000 to 50,000,000;
  - 3) having aggregate assets ranging from EUR 10,000,000 to 43,000,000.
- (3) Legal entities having two out of three criteria lower than the lowest criteria referred to in paragraph 2 of this Article, shall be classified as the small legal entities, whereas legal entities having two out of three criteria higher than the highest criteria referred to in paragraph 2 of this Article shall be classified as the large legal entities.
- (4) Classification in line with the criteria referred to in paragraphs 2 and 3 of this Article shall be conducted by the legal entity independently as of the day the financial statements are compiled and shall use the obtained data for the following business year.
- (5) Newly established legal entities shall be classified, in accordance with paragraphs 2 and 3 of this Article, based on the data from the financial statements of the current business year and the number of months of operation, and the set data shall be used for the current and subsequent business year.
- (6) The average number of employees shall be calculated by dividing the aggregate number of employees at the end of each month, including the employees abroad, by the number of months.

### **Consolidated Statements**

#### **Article 3b**

- (1) Legal entities that have control (parent legal entities) over one or more legal entities (subsidiary legal entities) shall be obliged to compile, deliver, and disclose consolidated financial statements, in line with IAS.
- (2) Consolidated financial statements shall mean statements of a single economic unit comprising of the parent and all subsidiary legal entities.

### **III ACCOUNTING AND BOOKKEEPING**

#### **1. Business Books**

##### **Article 4**

- (1) Legal entities shall be obliged to keep the business books.
- (2) Business books shall be kept as a double entry bookkeeping system.
- (3) Business books shall mean the transaction journal, the general ledger and ancillary records.
- (4) Legal entities shall regulate the organisation of accounting activities by general act in accordance with this law.
- (5) A legal entity shall be obliged to register all business transactions and keep their records in the business books.
- (6) Business transactions shall be registered in line with the accrual accounting method.
- (7) The accounting records must be based on credible accounting documents, in accordance with the rules of regular bookkeeping and must demonstrate true financial position and operating results.

#### **2. Principles of Accrual and Cash Based Accounting**

##### **Article 5**

Deleted (*Official Gazette of Montenegro*, No 80/08)

#### **3. Preparation and Submission of Financial Statements**

##### **Article 6**

- (1) Legal entities shall be obliged to prepare annual financial statements and consolidated statements as of 31<sup>st</sup> December of the business year, or as of the day of registration of status changes (merger, acquisition, division) or as of the day of the adoption of the decision on voluntary liquidation of the legal entity.
- (2) Legal entities shall be obliged to submit financial statements in paper and electronic form to the Central Register of the Commercial Court at the latest by 28<sup>th</sup> February of the current for the previous year.
- (3) The statistical annex shall also be submitted along with the statements referred to in paragraph 1 of this Article.
- (4) The balance sheet and income statement shall be published on the website of the Central Register of the Commercial Court.

- (5) The Competent Authority shall stipulate a more detailed manner of keeping financial statements referred to in paragraph 1 of this Article and the content of the statistical annex.

### **Obligation to Compile Financial Statements** **Article 6a**

- (1) A large legal entity, medium-size legal entity, and parent legal entity having an obligation to compile consolidated financial statements, legal entity issuing securities and other financial instruments traded on an organized market shall be obliged to submit the financial statements and consolidated statements to the Central Register of the Commercial Court in line with IAS/IFRS requirements.
- (2) A small legal entity shall be obliged to submit the balance sheet, income statement, and statistical annex to the Central Register of the Commercial Court.

### **Submission of Financial Statements** **Article 6b**

- (1) A joint stock company and other legal entity issuing securities and other financial instruments traded on the organized market, as well as a parent legal entity obliged to compile consolidated financial statements, shall be obliged to compile and submit to the Securities Commission in paper and electronic form the annual and quarterly financial statements.
- (2) The Securities Commission shall publish financial statements referred to in paragraph 1 of this Article on its website.
- (3) The Securities Commission shall stipulate a more detailed content, deadlines, and the manner of compiling and submitting statements referred to in paragraph 1 of this Article.

## **4. Keeping Business Books**

### **Article 7**

- (1) A person appointed by the general act of the legal entity shall keep business books and compile financial statements of the legal entity.
- (2) Keeping of business books and compiling of financial statements referred to in paragraph 1 of this Article may be carried out by a person that has not been convicted for criminal offences making him/her unworthy for performing affairs in the field of accounting.
- (3) Business books shall be kept in written and electronic form.
- (4) The Competent Authority shall stipulate a more detailed manner of keeping business books by way of its regulation.

## 5. Signing of Financial Statements

### Article 8

The person that has compiled the financial statement of the legal entity, the head of financial-accounting affairs and the chairperson of the board of directors, or, the executive director shall be obliged to sign the financial statements of the legal entity and shall be responsible for their accuracy.

### Article 9

Deleted (*Official Gazette of Montenegro*, No 80/08)

## 7. Closing and Safekeeping Business Books

### Article 10

- (1) A legal entity shall be obliged to harmonize business books with a performed inventory and close them as of 31 December of the business year, and to keep them within the following deadlines:
  - 1) Annual calculations of employees' wages, or original payrolls for periods for which annual calculations signed by employees are not at the disposal, are to be kept permanently;
  - 2) Financial Statements (year-end account), the general ledger, and its correspondent transactions journal are to be kept for at least 10 years, whereas ancillary books and financial statements for shorter reporting periods are to be kept for at least five years;
  - 3) Bookkeeping documents that served as a base for the bookkeeping entries, are to be kept for at least five years, whereas sales and control slips, ancillary forms and similar documentation, as well as documents that relate to the payments operation in an institution that performs such operations, are to be kept for at least three years;
- (2) The Competent Authority shall stipulate the manner and deadlines for carrying out the inventory referred to in paragraph 1 of this Article by way of its regulation.

## 8. Certification of Accountants

### Article 11

- (1) An authorized professional accountant may acquire the professional title of certified accountant if he/she passes the exams set forth by the certification program adopted by the competent authority in accordance with the IFAC education standard.
- (2) The certificate of an accountant may be acquired by the person who has:
  - 1) passed the exams set forth by the certification program adopted by the competent authority, in accordance with the Education Standards of the IFAC;
  - 2) a university degree;
  - 3) three years of work experience in accounting activities;
  - 4) not been convicted of a crime that makes him/her unworthy to perform activities in the area of accounting.

- (3) The competent authority, or a legal entity entrusted to perform such affairs, shall organize the taking of the exam for acquiring the professional title of the certified accountant.
- (4) A person that has acquired a title of the certified accountant in an organization which is member of IFAC or IASB, may also acquire the certificate of the accountant, provided that the curriculum under which the applicant has acquired professional qualifications corresponds to the programme of education and exam to the one of the competent authority.
- (5) Authorised professional and certified accountants must act in line with the Code of Ethics for Professional Accountants.
- (6) The competent authority shall stipulate the content of the documentation, which is to be submitted for acquiring the professional title of certified accountant by way of its regulation.
- (7) The competent authority shall determine whether the requirements referred to in paragraph 2 of this Article are met, and shall issue the certificate for the accountant.

## **IV AUDITING OF FINANCIAL STATEMENTS**

### **1. Obligatory Nature of Audit**

#### **Article 12**

- (1) The audit of financial statements shall be obligatory for joint stock companies, large legal entities, and parent legal entities that jointly with the subsidiary legal entities meet the requirements to be classified in the large legal entity category.
- (2) The audit of financial statements shall also be obligatory for insurance companies, banks, and other financial institutions, the Central Depository Agency (CDA), authorized participants on the securities markets, investment funds, and other collective investment schemes.
- (3) Legal entities referred to in paragraphs 1 and 2 of this Article shall be obliged to submit to the Central Register of the Commercial Court, in paper and electronic form, a report on the audit with an opinion on the financial statements, at the latest by 30 June of the current for the previous business year.
- (4) The Central Register of the Commercial Court shall publish on its website the report on the audit with an opinion on the financial statements.
- (5) A joint stock company and other legal entity that issues securities and other financial instruments traded on the organized market, as well as parent legal entity obliged to compile consolidated financial statements, shall be obliged to submit to the Securities Commission, in paper and electronic form, the audit report with an opinion on the financial statements at the latest by 30 June of the current for the previous business year.
- (6) The Securities Commission shall publish on its website the report on the audit with an opinion on the financial statements.

## **2. Requirements for Carrying Out an Audit**

### **Article 13**

- (1) An authorized auditor shall carry out an audit of financial statements and records.
- (2) An authorized auditor may engage other persons as assistance during the carrying out of the audit, provided that such persons are carrying out auditing activities under the supervision of an authorised auditor.
- (3) An authorized auditor shall sign an audit report with an opinion on financial statements of an organization.
- (4) The audit may not be performed by an authorized auditor:
  - 1) who is a shareholder, member or founder of the legal entity referred to in Article 12 paragraph 2, subject to the audit;
  - 2) who performs accounting activities or provides consulting services for the needs of the legal entity subject to the audit;
  - 3) in other cases stipulated by the Code of Ethics.

## **3. License Issuing for Carrying Out an Audit**

### **Article 14**

- (1) A licence for performing an audit may be issued to a person meeting the following requirements:
  - 1) that has the professional title of certified accountant;
  - 2) that has carried audit activities of legal entities, for a minimum of three years, under the supervision of an authorized auditor based on an employment contract;
  - 3) was not convicted of a crime that makes such person unworthy to carry out the activities in the area of accounting and auditing.
- (2) The competent authority shall stipulate detailed requirements and the documentation to be submitted for obtaining a licence for carrying out of the audit.
- (3) The competent authority shall determine whether the requirements referred to in paragraph 1 of this Article are met, and it shall issue a license for carrying out of the audit.

## **4. Auditing Firm**

### **Article 15**

- (1) An auditing firm may be established for carrying out auditing activity, provided that at least two founders must be authorized auditors and have at least a two-thirds majority of votes in managing the firm.
- (2) The auditing firm or an authorized auditor carrying out the auditing activity shall be obliged to sign a contract of a compulsory third party liability insurance against damage that could be incurred to a person for whom the audit is performed.



- (3) The competent authority shall prescribe the sum insured referred to in paragraph 2 of this Article.

## **5. Carrying Out an Audit**

### **Article 16**

- (1) An authorized auditors and auditing firms may carry out the audit at the territory of Montenegro provided that meet the requirements stipulated by this Law.
- (2) The authorized auditor must act in line with the Code of Ethics.
- (3) The authorized auditors and auditing firms may only provide services of appraisal of assets, liabilities and capital, financial analysis services and development of financial detailed studies, in addition to the audit of financial statement.

### **Operating License**

#### **Article 16a**

- (1) An auditing firm may carry out audit activities only based on an operating license.
- (2) The competent authority shall grant and revoke the operating license referred to in paragraph 1 of this Article.
- (3) The license referred to in paragraph 1 of this Article shall be granted based on an application.

### **Decision on Application**

#### **Article 16b**

The competent authority shall be obliged to render a decision as regard to the application for granting an operating license within 30 days from the day of duly submitted application.

### **Revoking the License**

#### **Article 16c**

The operating license shall be revoked from the auditing firm that fails to meet the requirements referred to in Article 15 of this Law.

### **Auditor's Opinion**

#### **Article 16d**

- (1) An auditor's opinion on completed audit of financial statements (hereinafter referred to as the auditor's opinion) shall be prepared in line with the IAS.
- (2) The auditor's opinion must contain, in written form, a clearly expressed opinion and opinion with explanatory note on financial statements viewed as a whole.

- (3) The auditor's opinion shall be prepared and signed by an authorized auditor on his/her own behalf or on behalf of the auditing firm.
- (4) The financial statements which were subject of the audit shall be submitted along with the auditor's opinion.

### **AUDITING BOARD** **Article 16e**

- (1) Large legal entities must have an auditing board having at least three members.
- (2) A General Shareholders Meeting of the joint stock company or an competent body as set by the charter shall appoint the auditing board.
- (3) At least one member of the auditing board must be an expert in the field of accounting and auditing.

### **Auditing Board Competency** **Article 16f**

The auditing board shall:

- 1) monitor the financial reporting procedure;
- 2) monitor the effectiveness of internal control of the company and internal audit;
- 3) monitor statutory audit of annual and consolidated financial statements;
- 4) monitor the independence of engaged authorized auditors or the auditing firms carrying out audits, as well as contracts on supplementary services referred to in Article 16 paragraph 3 of this Law;
- 5) give recommendations to the general shareholders meeting of the company or to the founders with regard to the selection of the authorised auditor or auditing firm;
- 6) discuss plans and annual report of the internal control, as well as other issues related to financial reporting and audit.

### **Reporting Obligation** **Article 16g**

The authorised auditor or auditing firm shall be obliged to report to the auditing board of the legal entity on key issues arising from the audit, and especially on operation and oversights of the internal control.

### **Internal Auditor** **Article 16h**

- (1) A large legal entity must have an internal auditor.
- (2) An internal auditor or a special organizational part of the legal entity may carry out the internal audit function with the large legal entity.

- (3) The person performing the internal audit activities cannot perform other activities in the large legal entity.
- (4) The internal auditor or a person managing the organizational part in charge of the internal audit must have a university degree and at least three years work experience in accounting or auditing activities.

### **Internal Audit Plan Article 16i**

- (1) The internal audit in the large legal entity shall be performed based on the annual internal audit plans, which are prepared based on risk evaluation and shall contain, including but not limited to, the following:
  - 1) objectives and tasks of the internal audit;
  - 2) areas of operation with especially pronounced risks;
  - 3) areas of operation that will be subject to an audit;
  - 4) degree of comprehensiveness of the internal audit by legal entity's specific areas of operation;
  - 5) audit procedures for the most important areas of operation of the legal entity;
  - 6) deadlines for the performance of planned activities;
  - 7) reporting schedule on the internal audit findings.

### **Standards for Organizing Internal Audit Article 16j**

The functioning of the internal audit shall be organized in such manner that provides for the continuity of performing the internal audit function, accessibility of all operations for audit, independence, objectivity and impartiality in the work of the internal auditor, and timely reporting on the internal audit findings, adequate and organized internal audit performance.

### **Register Article 16k**

- (1) The competent authority shall keep a register of authorized auditors and a register of auditing firms, as a public record.
- (2) The register of authorized auditors shall contain:
  - 1) name, surname, and address of the authorized auditor;
  - 2) number and date of the decision on issuing license for carrying out audit;
  - 3) number and date of the decision on revoking license for carrying out audit;
  - 4) name, address, and the registration number of the auditing firm whereat the authorized auditor is employed or whereat he/she is otherwise engaged;
  - 5) data on registration of the authorized auditor with competent authorities of another states (name of the competent authority for registration and registration number).
- (3) The register of auditing firms shall contain:
  - 1) name, address, and registration number of the auditing firm;
  - 2) number and date of the decision on issuing operating license;
  - 3) number and date of the decision on revoking operating license;
  - 4) person in charge of contact and website address;

- 5) name and registration number of authorized auditors who are employed in the auditing firm or otherwise engaged by the firm;
  - 6) name, surname, and address of all founders of the firm;
  - 7) name, surname, and address of all members of the board of directors or executive director;
  - 8) data on registration with competent authorities of another states (name of the competent authority for registration and registration number) if any.
- (4) The business organization which was not granted an operating license by the competent authority, must not contain the words “auditing firm” in its name.

### **Change of Information Article 16l**

Authorized auditors and auditing firms shall be obliged to inform the competent authority on changes of information entered in the register of authorized auditors and register of auditing firms, no later than seven days as of the day the change occurred.

## **V BREACH OF PROFESSIONAL CONDUCT RULES**

### **Revoking a License of an Authorized Auditor Article 17**

- (1) A license may be revoked from an authorized auditor in the event that an authorized auditor carries out auditing activities in an unprofessional manner and incompliant with the ISA and the Code of Ethics.
- (2) The competent authority shall issue a decision on revocation of the authorized auditor's license.
- (3) The decision referred to in paragraph 2 of this Article shall be final and an administrative dispute can be instituted against it.
- (4) The authorized auditor whose license was revoked shall be prohibited to perform the auditing activity, or auditing tasks in virtue of an auditor employed with an auditing firm, as well as to have ownership and management rights in an auditing firm for the period of ten years upon the decision becomes final and binding.

## **Va THE COUNCIL FOR ACCOUNTING AND AUDITING**

### **Establishment Article 17a**

- (1) The Government of Montenegro (hereinafter referred to as the Government) shall establish the Council based on the proposal of the competent authority.
- (2) The registered office of the Council shall be in Podgorica.

## **Composition and the Term of Office**

### **Article 17b**

- (1) The Council shall have seven members.
- (2) The Council members shall be appointed with the term of office of five years and they may be reappointed for the same period.
- (3) The Council members shall be appointed from the chorus of experts, at the proposal of the Ministry of Finance, the Ministry for Economic Development, the Central Bank of Montenegro, the Securities Commission, the Commercial Court, the Insurance Supervision Agency, and the institution which has been delegated with the activities of the state administration authority competent for accounting and auditing affairs by the competent authority, and having knowledge in the field of accounting, finance, and auditing.
- (4) The Council shall have a secretary to be appointed by the Government for the period of five years.
- (5) The Government shall adopt the act on appointment of the Council members and the secretary.

## **Scope of Operation**

### **Article 17c**

- (1) The Council shall review and take position about the issues of: the development and improvement of the accounting and auditing practice in Montenegro; provision of advice to policy makers, regulators, and the state authorities; provision of expert assistance to improve quality of financial reporting; and other matters important for the implementation and improvement of the accounting and auditing practice in Montenegro
- (2) The Council shall review and issue opinions about drafts and proposals of laws and other regulations having importance for the accounting and auditing.
- (3) The Council shall submit the opinion referred to in paragraphs 1 and 2 of this Article to a competent authority that has prepared the law.
- (4) The competent authority referred to in paragraph 3 of this Article shall be obliged to inform the Council about the positions of the competent authority taken with regard to the opinion of the Council within 30 days from the day of the submission of the opinion.
- (5) The Council may submit its opinion to the Government provided that the competent ministry and the Council do not reach agreement with regard to the opinion about the specific regulation.

## **Administrative-Technical Affairs**

### **Article 17d**

- (1) The Secretary shall perform administrative-technical affairs for the Council.

- (2) Resources for the operation of the Council shall be provided from the Budget of Montenegro.
- (3) The work of the Council shall be public.
- (4) The Council shall adopt the Rules of Procedures, which shall regulate the organization and the manner of operation of the Council.
- (5) The Council shall submit an annual report on operations to the Government.

### **Article 36**

The act on the appointment of the Council members and the secretary, in accordance with this Law, shall be adopted within 60 days as of the day this Law enters into force.

## **VI SUPERVISION**

### **Article 18**

- (1) The competent body shall perform the supervision over the implementation of this Law and regulations adopted pursuant to this Law.
- (2) An authorised officer of the competent authority shall carry out the inspection supervision affairs as part of the supervision competences referred to in paragraph 1 of this Article, in accordance with the law.
- (3) In addition to obligations and authorizations established by the Law on Inspection Supervision, the authorized officer referred to in paragraph 2 of this Article shall have the obligation and authority to examine:
  - accuracy of classification of legal entities into small, medium-sized and large ones;
  - whether legal entities have regulated the organization of accounting activities in line with this Law;
  - whether business books and accounting records are kept in line with this Law;
  - whether legal entities submit the annual financial statements and consolidated statements to the Central Register of the Commercial Court within the deadlines established by this Law and whether they were published in a prescribed manner;
  - whether the statistical annex is also submitted with the financial statements;
  - whether financial statements and consolidated statements were signed by the responsible person;
  - whether legal entities have submitted to the Central Register of the Commercial Court an audit report with an opinion on conducted audit in paper and electronic form, within the deadline prescribed by law, and whether it was published in a prescribed manner;
  - whether legal entities referred to in Article 6b paragraph 1 of this Law have submitted to the Securities Commission the annual and quarterly financial statements, within the deadline prescribed by law,
  - whether legal entities referred to in Article 14 paragraph 5 of this Law have submitted an audit report with an opinion on the financial statements to the Securities Commission, within the deadline prescribed by law,
  - whether the auditing firm carries out auditing activities pursuant to an operating license.

### **Article 18a**

Minutes shall be kept on the performed supervision with a legal entity.

A copy of the minutes shall be delivered to the legal entity.

### **Article 18b**

If an authorized officer of the competent authority establishes that provisions of this Law were violated by a general or individual act or an action taken, he/she shall have an obligation and authorisation to:

- 1) order by way of a decision that the established violations of this Law are to be corrected and to determine a deadline for it to be done;
- 2) undertake other measures and actions as authorized for by law.

### **Article 18c**

- (1) A complaint may be lodged with the competent authority against the decision of the authorized officer within 15 days as of the day of delivering of the decision.
- (2) The complaint against the decision referred to in Article 18b paragraph 1 of this Law shall not postpone the enforcement of the decision.
- (3) The competent authority shall be obliged to render a decision regarding the complaint within 30 days as of the day of receiving the complaint.
- (4) An administrative dispute may not be initiated against the final decision referred to in Article 18b paragraph 1 item 1 of this Law and the decision referred to in paragraph 3 of this Article.
- (5) If the auditing firm fails to Act in line with the order and within the deadline established in the final decision referred to in Article 18b paragraph 1 of this Law, the competent authority shall render a decision on the revoking of the licence for the performance of auditing activities, at the proposal of the authorized officer.
- (6) The decision referred to in paragraph 5 of this Article shall be final and an administrative dispute may be initiated against it.
- (7) The competent authority shall also deliver a copy of the decision referred to in paragraph 5 of this Article to the organization competent for keeping the register of commercial entities.

## **VII PENALTY PROVISIONS**

### **Article 19**

- (1) A pecuniary fine in the amount from ten fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity that fails to safekeep business books within the deadlines defined in Article 10 of this Law.

- (2) Pecuniary fine in the amount of twenty fold of the minimum wage in Montenegro shall also be imposed for an offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 19a**

A pecuniary fine in the amount from twenty fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity that fails to compile financial statements in accordance with the IAS or IFRS (Article 3 paragraph1)

#### **Article 19b**

- (1) A pecuniary fine in the amount from twenty fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for a violation on a legal entity that fails to compile, submit, and disclose consolidated financial statements in accordance with the IAS (Article 3b paragraph 1).
- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for an offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 19c**

- (1) A pecuniary fine in the amount from twenty fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on the legal entity referred to in Article 6a paragraphs 1 and 2 of this Law, that fails to submit, in paper and electronic form, financial statements and consolidated financial statements to the Central Register of the Commercial Court, within the deadline prescribed under Article 6 paragraph 2 of this Law.
- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 19d**

- (1) A pecuniary fine in the amount from twenty fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on the legal entity referred to in Article 6b paragraph 1 of this Law, that fails to deliver in paper and electronic form annual and quarterly financial statements to the Securities Commission, within the deadline prescribed under Article 6 paragraph 2 of this Law.
- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 19e**

- (1) A pecuniary fine in the amount from twenty fold to two-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity that fails to submit the statistical annex along with the financial statements (Article 6 paragraph 3).



- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for an offence referred to in paragraph 1 of this Article on the responsible person of the legal entity.

#### **Article 19f**

- (1) A pecuniary fine in the amount from ten fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on the legal entity if it submits to the Central Register of the Commercial Court or to the Securities Commission unsigned financial statements (Article 8).
- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 19g**

- (1) A pecuniary fine in the amount from ten fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity if business books are not harmonized with executed inventory of property and liabilities (Article 10 paragraph 1).
- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 20**

- (1) A pecuniary fine in the amount from twenty fold to two-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on the legal entity referred to in Article 12 paragraph 1 of this Law that adopts auditor's report signed by an auditor not licensed by the competent authority.
- (2) A pecuniary fine in the amount from six fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity referred to in Article 12 paragraph 1 of this Law.

#### **Article 21**

- (1) A pecuniary fine in the amount from twenty fold to two-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity if fails to keep business books in accordance with this Law.
- (2) Pecuniary fine in the amount from six fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

#### **Article 21a**

- (1) A pecuniary fine in the amount from twenty fold to three-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entities that fails to submit an audit report with an opinion on financial statements within the deadline prescribed by Article 12 paragraphs 3 and 5 of this Law.

- (2) Pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

### **Article 22**

- (1) A pecuniary fine in the amount from twenty fold to two-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on an auditing firm that carries out auditing activity but does not meet the requirements prescribed under Articles 13, 15, and 16 of this Law.
- (2) Pecuniary fine in the amount from six fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the auditing firm.

### **Article 23**

A pecuniary fine in the amount from twenty fold to two hundred fold of the minimum wage in Montenegro shall be imposed for an offence on an auditing firm that fails to carry out audit in accordance with this Law, IAS and ISA, IFRS, and the Code of Ethics.

### **Article 24**

A pecuniary fine in the amount from ten fold to twenty fold of the minimum wage in Montenegro shall be imposed on an auditor that fails to carry out audit in accordance with this Law, IAS and ISA, IFRS, and the Code of Ethics.

### **Article 25**

A pecuniary fine in the amount from ten-fold to twenty fold of the minimum wage in Montenegro shall be imposed for an offence on a natural person that performs auditing activity but does not meet the requirements prescribed by Articles 13 and 14 of this Law.

### **Article 25a**

- (1) A pecuniary fine in the amount from ten-fold to two-hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity (an auditing firm) that fails to notify the competent authority within the prescribed deadline on changes of information entered in the register (Article 16l).
- (2) Pecuniary fine in the amount from ten-fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a natural person – authorized auditors and a responsible person of the legal entity (auditing firm).

### **Article 25b**

- (1) A pecuniary fine in the amount from twenty fold to three hundred fold of the minimum wage in Montenegro shall be imposed for an offence on a legal entity which was not granted an operating license by the competent authority, and in its name contains the text “auditing firm” (Article 16k paragraph 4).

- (2) Pecuniary fine in the amount from ten-fold to twenty fold of the minimum wage in Montenegro shall also be imposed for the offence referred to in paragraph 1 of this Article on a responsible person of the legal entity.

### **Article 26**

A pecuniary fine in the amount from ten-fold to twenty fold of the minimum wage in Montenegro shall be imposed for an offence on a natural person that concludes a contract with the legal entity making a false representation as a certified accountant and who does not meet the requirements prescribed by Article 12 of this Law.

## **VIII TRANSITIONAL AND FINAL PROVISIONS**

### **Article 27**

Deleted (*Official Gazette of Montenegro*, No 80/08)

### **Article 28**

Notwithstanding provisions of Article 5 of this Law, legal entities having less than EUR 500,000 of annual revenue may apply either the accrual based accounting principle or cash based accounting principle, by applying simplified accounting methods, in accordance with the Law on Accounting and Auditing (*Official Gazette of the Republic of Montenegro*, No 6/02) until 31 March 2006.

### **Article 29**

- (1) A person that acquired a license pursuant to the Law on Accounting and Auditing (*Official Gazette of the Republic of Montenegro*, No 6/02) shall be obliged to pass exams envisaged by the program for certification of accountants by 31 March 2006.
- (2) License of the persons that fails to pass the exams referred to in paragraph 1 of this Article shall cease to be valid as of 1 April 2006.

### **Article 30**

The provisions of paragraph 2, Article 15 of this Law shall apply from 1 April 2006.

### **Article 30a**

Large legal entities and auditing firms shall harmonize their operations with the provisions of Articles 18, 16e, and 16h of this Law by 1 January 2012.

### **Article 30b**

Notwithstanding provisions of Article 6 paragraph 2 of this Law, the financial statements for 2008 shall be submitted by the 30 June 2009.

### **Article 31**

As of the day this Law enters into force, the Law on Accounting and Auditing (*Official Gazette of the Republic of Montenegro*, No 6/02) shall be rescinded.

## **Article 32**

This Law shall enter into force on the eighth day following its publication in the *Official Gazette of the Republic of Montenegro*.