Drop Srbija v2 — Legal Entity

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Decision: ALAI Tech d.o.o. (D9)
Date: 2026-04-16
Status: CEO Approved (Incorporation Pending)

Entity Structure

Drop Srbija operates as a **product line under ALAI Tech d.o.o.**, not as a separate legal entity.

Corporate Hierarchy

```
ALAI Holding AS (Norway, org.nr 932 516 136)
    └── ALAI Tech d.o.o. (Serbia, PIB TBD)
            ├── Drop Srbija (product brand)
            ├── Bilko (product brand)
            └── Tok (product brand)
```

Legal Name vs Trade Names

- **Legal Entity:** ALAI Tech d.o.o.
- **Trade Names:** Drop Srbija, Bilko, Tok
- **Customer-Facing Brand:** "Drop" (app name), "powered by ALAI Tech d.o.o." (fine print)

Rationale (D9)

Context: Early Drop Srbija documentation referenced "Drop Srbija d.o.o." as a separate entity. This implied separate incorporation per product line.

Decision: Single Serbian subsidiary for all ALAI Serbian operations.

Why:

1. **Corporate Simplicity:** One entity, not 3+ separate d.o.o.s
2. **Cost Efficiency:** One incorporation, one tax filing, one audit (vs 3x overhead)
3. **Capital Pooling:** EUR 125,000 NBS PI license capital serves all products
4. **Regulatory Efficiency:** Single NBS/Poverenik/APML relationship
5. **Brand Architecture:** Legal entity = ALAI Tech, product brands = Drop/Bilko/Tok

Alternatives Rejected:

- **Separate d.o.o. per product:** 3x costs, fragmented capital, premature optimization
- **Norwegian parent operates directly:** Not viable for regulated payment services (NBS requires Serbian entity)

Entity Details (Pending Incorporation)

Field	Value
Legal Name	ALAI Tech d.o.o.
Parent Company	ALAI Holding AS (Norway)
Country	Serbia
City	Belgrade (registered address TBD)
Capital	EUR 125,000 (NBS PI license requirement)
PIB	TBD (post-incorporation)
Matični Broj	TBD (post-incorporation)
Product Lines	Drop Srbija, Bilko, Tok

Regulatory Implications

Payment Institution License

ALAI Tech d.o.o. will apply for **Payment Institution (PI) license** from NBS in Year 2 (after agent model Year 1 proves market fit).

- **Year 1 Strategy:** Registered agent under Article 24 of Law on Payment Services (via bank partner)
- **Year 2 Trigger:** 10,000+ MAU + RSD 100M+ monthly volume + profitability
- **PI License Timeline:** 9-14 months from NBS application submission

Agent Registration (Year 1)

ALAI Tech d.o.o. will register as an **agent of a licensed bank** (target: Raiffeisen Banka or BPS) for Drop Srbija Year 1 launch.

- **Registration Time:** 2-3 months
- **Capital Requirement:** None (bank partner holds capital)
- **Fee Structure:** 0.3-0.5% per transaction to bank partner

Data Controller

ALAI Tech d.o.o. is the **data controller** under ZZPL (Serbian GDPR equivalent):

- Privacy Policy references ALAI Tech d.o.o.
- User data processing agreements signed by ALAI Tech d.o.o.
- DPO appointment: TBD (can be external consultant)

Legal Documents Updated (2026-04-16)

All legal documents updated in commit `07b6550` to reference ALAI Tech d.o.o.:

1. **NBS PI License Application Package** — Applicant: ALAI Tech d.o.o.
2. **Privacy Policy** — Data Controller: ALAI Tech d.o.o.
3. **Framework Contract** — Service Provider: ALAI Tech d.o.o.
4. **DPIA** — Controller: ALAI Tech d.o.o.
5. **Incident Notification Template** — Reporting Entity: ALAI Tech d.o.o.

See: `~/ALAI/products/DropSrbija/legal/` (pending Lexicon final review)

Next Steps (CEO Required)

1. Incorporate ALAI Tech d.o.o.

Timeline: 4-6 weeks
Cost: ~EUR 1,500 (incorporation fees + notary)

Requirements:

- [ ] Registered address in Belgrade (office lease or virtual office)
- [ ] Serbian lawyer (srpski advokat) engagement

- [ ] EUR 125,000 capital deposit (can be delayed to Year 2 if agent model Year 1)
- [ ] Statute (društveni ugovor) drafted
- [ ] Registration with Serbian Business Registers Agency (APR)
- [ ] PIB (tax ID) registration
- [ ] Bank account opening (Serbian bank)

2. Engage Serbian Lawyer

Role:

- Draft statute (društveni ugovor)
- Handle APR registration
- Advise on NBS agent registration (Year 1)
- Advise on NBS PI license application (Year 2)
- Review all legal documents (contracts, privacy policy, terms of service)

Estimated Cost: EUR 3,000-5,000 (incorporation + Year 1 support)

3. Register Agent Status

After incorporation:

- Engage bank partner (Raiffeisen P1, BPS fallback)
- Submit agent registration to NBS (under Article 24)
- Obtain certificate of agent status
- Publish agent status on Drop Srbija website (regulatory requirement)

Consequences

Pros:

- Reduced incorporation and ongoing costs vs separate entities per product
- Simplified corporate structure
- Easier capital management (PI license serves all products)
- Single NBS/Poverenik/APML relationship

Cons:

- All Serbian products share liability under one entity
- Reputational risk: if one product fails, impacts others
- Must maintain strong compliance (one NBS audit covers all products)

⚠️ **Mitigation:**

- Strong governance (Lexicon reviews all legal changes)
- Separate brand identities (Drop vs Bilko vs Tok)
- Insurance coverage (E&O, D&O)

Decision Log: 05-decision-log.md
Lexicon Review: Pending final sign-off
Next Action: CEO engagement of Serbian lawyer (srpski advokat)

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