



Contribution to the Green Paper on the interconnection of business registers COM(2009) 614/4

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The business register is an important instrument to ensure transparency and legal certainty with regard to economic transactions between enterprises. The Dutch Chambers of Commerce are responsible for the management of the business register in the Netherlands, governed by the Business Register Council of The Netherlands Chamber of Commerce (the Association of Dutch Chambers of Commerce). The Netherlands Chamber of Commerce is a member of the European Business Register (EBR) European Economic Interest Grouping (EEIG).

View of The Netherlands Chamber of Commerce on the questions put forward in the Green Paper:

Q.1. Is an improved network of business registers of the Member States necessary?

We agree with the European Commission that further measures are necessary to improve the access to information on companies in the European Union and thereby improve the application of the company law directives. The need for this will become even stronger since it is to be expected that the cross-border trade in services will also increase due to the implementation of the Services Directive. Furthermore, as already stated by the Commission, once the Statute for an European Private Company (SPE) is adopted, the number of cases that require cross-border cooperation may increase significantly.

In our view it is of the utmost importance that at least all EU countries accede to the EBR-network to facilitate EU wide access to information. It is of particular importance that the users of the business register information can obtain the required information as easily as possible. In this regard, the best solution would be that they can access the information from companies in other EU countries through the same Business Register organisation via which they access company information in their own country.

Additionally, we call upon the European Commission to lay down a minimum format and content for an European business extract, with the goal to further enhance uniformity and legal certainty.

Q.2. Could the details of such a cooperation be determined by a “governance agreement” between the representatives of the Member States and the business registries?

It is desirable that this cooperation is governed by a solid legal basis, through means of a governance agreement or by EU legislation that obliges the competent organisations in the Member States to participate in the cooperation. Such a legal basis, which will be binding for all business registers in the EU-countries, will also enhance the trust in the quality of the information and the systems which are used. This would be an improvement with regard to the current situation in which a number of EBR-participants cannot be member of the EEIG due to legal reasons. On the other hand, it is important to note that within the framework of the current cooperation a lot has already been achieved. Therefore we recommend not to legislate too “heavily”.



Q.3. Do you see any added value in connecting, in the long term, the network of business registers to the electronic network set up under the Transparency Directive?

The Netherlands Chamber of Commerce strongly supports the cooperation and direct link between the electronic network set up by the Transparency Directive for the storage of regulated information on listed companies and the EBR centralised service providing access to the EU Member States business registers.

Q.4 Which solution or a combination of solutions do you favour to facilitate communication between business registers in the cases of cross-border mergers and seat transfers

We favour the implementation of the results of the BRITE-project and consider the support of the European Commission to implement these results invaluable.

Several components deserve to be used as standards in the communication between business registers, such as the international business register number (Registered Entity Identifier; REID), the register of business registers (Directory of Registers; DoR) and the Branch Disclosure Service (BDS), with which the data of the head office and branches and parent companies and subsidiaries are registered in the business registers of the different Member States can be kept up-to-date. EBR is currently in the process of transposing the BRITE-results to concrete systems and products. The European Commission could indicate to member States when and under which conditions each component should be implemented.

The accompanying reliable digital communication can only take place with the systems developed in the BRITE project. IMI is clearly not suited for this. However, IMI is an excellent instrument for the exchange of other data for which there are currently no digital systems available yet. The advantages of the EBR / BRITE route are that, contrary to the manual (error prone) processing of e-mail inquiries via IMI, systems can function completely automated and the provision of information can take place against the established regular prices, while the information provision via IMI is free of charge. According to the Services Directive, competent authorities from other countries must be able to access information from registers under the same conditions as authorities from the home country. It would therefore be rather peculiar if authorities from other countries would get access against more favourable conditions (for example free of charge) than the authorities based in the country of the entity itself.

Eventually it is of the utmost importance that automated communication between business registers will be part of IT-systems in each country on a standard basis.

As a general recommendation we would very much favour if the European Commission takes the approach/determines that existing sources, systems and registers be used first. Only information that is not available through the existing means should be retrieved using IMI. This way IMI would be an excellent complementary system for business register information. With regard to business register information IMI can fulfill a valuable role when online information is not available.

Perhaps that via a technical interface, IMI can be used also as a carrier of digital communication to deliver information, that is retrieved via EBR or local business registers, to an IMI-user.

Q.5 Do you support the proposed solution on the disclosure of branches?

The Netherlands Chamber of Commerce agrees that a permanent connection and an automated comparative check of the content of the two registers is required with regard to branch disclosures. The technical solution could be provided by implementing the Branch Disclosure Service (BDS) from the BRITE-project.



We support the European Commission's idea to establish a legal basis for cooperation between business registers with respect to foreign branches, since the 11th company law directive (89/666/EEC) currently does not lay down a legal requirement for this type of cooperation.

Another innovative solution could be to lay down in the 11th company law directive that the registration of a branch should take place in the register where the company is registered, and that no further registration should be necessary in the jurisdiction where the company establishes the branch.

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