

**Proposal for a Directive of the European  
Parliament and of the Council amending  
Directives 89/666/EEC, 2005/56/EC and  
2009/101/EC as regards the interconnection of  
central, commercial and companies registers  
COM(2011) 79 final**

European Economic and Social Committee  
Section INT/ Single Market Observatory  
Brussels, 5 April 2011

# The objectives

- **Improve business register to business register communication in cross-border operations**
- **Remove (foreign) branches without a (foreign) company from register**
- **Offer better Europe-wide access to company information to the public**

# The structure

- **Article 3: Changes to Directive 2009/101/EC**
- **Article 2: Changes to Directive 2005/56/EC**
- **Article 1: Changes to Directive 89/666/EEC**
- **Article 4-6: Transposition date and formalities**

# Article 3

# Article 3 (1)

## Updating requirement

Member States shall take the measures required to ensure that any changes in the documents and particulars referred to in the first paragraph is disclosed within 15 calendar days.

## Article 3 (2)

### **Use of unique company identifier**

Companies shall have a unique identifier that allows for their unequivocal identification in the European Economic Area.

## Article 3 (3)

### Single European electronic platform

1. Member States shall ensure that the documents and particulars referred to in Article 2 that have been filed with their register can be obtained, on application by any applicant, by electronic means through a single European electronic platform accessible from every Member State.

## Article 3 (3)

### Additional information for users

2. Member States shall also ensure that for each document and particular kept in their register and transmitted in accordance with paragraph 1, clear information is attached explaining the provisions of national law according to which third parties can rely on those documents and particulars, in accordance with paragraphs 5, 6 and 7 of Article 3.



# Article 3 (3)

## Fees

3. The fees charged for obtaining documents and particulars shall not exceed the administrative costs thereof.

# Article 3(4)

## Electronic network

1. Member States shall take the necessary measures to ensure that the registers referred to in Article 3(1) are interoperable and form an electronic network (hereinafter referred to as the electronic network).

## Article 3(4)

### Notification requirement (part 1)

2. The register of the company shall notify, without delay, through the electronic network the register of its branch about any changes in the documents and particulars listed in Article 2 of Directive 89/666/EEC.

# Article 3(4)

## Delegated acts - content

- Governance, management, operation, representation
- Funding
- Third countries
- Security standards
- Unique identifier
- Languages
- Methods of transmission, incl choice of platform
- ICT interoperability
- Standardisation
- Non-compliance

# Article 3: standards clauses

- Paragraph 5: Data protection
- Paragraph 6: Delegated acts

# Article 2

## Article 2 (1)

- Electronic notification, Article 13(1)
- Delegated acts, Article 13(2)
  - Technical transmission standards
  - Standard forms of notification

# Article 2: standard clauses

- Paragraph 2: Delegated act
- Paragraph 3: Data protection



# Article 1

# Article 1 (1)

## Unique identifier for branches

3. Branches shall have a unique identifier that allows their unequivocal identification in the European Economic Area.

# Article 1 (2)

## Notification requirement (part 2)

1. The register of the branch shall notify, without delay, through the electronic network referred to in Article 4a of Directive 2009/101/EC of the European Parliament and of the Council(\*), the register of the company of any changes in the documents and particulars listed in Article 2 of this Directive.

# Article 1 (2)

## Follow-up to notification

2. Member States shall determine the legal procedure to be followed on receipt of the notifications referred to in paragraph 1 of this Article and in Article 4a(2) of Directive 2009/101/EC.

Such procedures shall ensure that branches of companies that have been dissolved or otherwise removed from the register are closed without undue delay.

# Article 1 (2)

## Delegated acts

- Link identification
- Technical transmission standards

# Article 1 – standard clauses

- Paragraph 3: Delegated act
- Paragraph 4: Data protection

# Articles 4-6

- **Transposition date: 1 January 2014**
- **Correlation table**
- **Entry into force**
- **Addressees**