

Business and Charities registration – a European perspective

*International Committee on Fundraising Organizations
– Annual General Meeting*

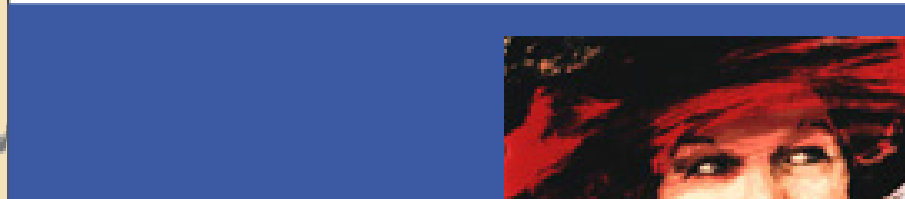
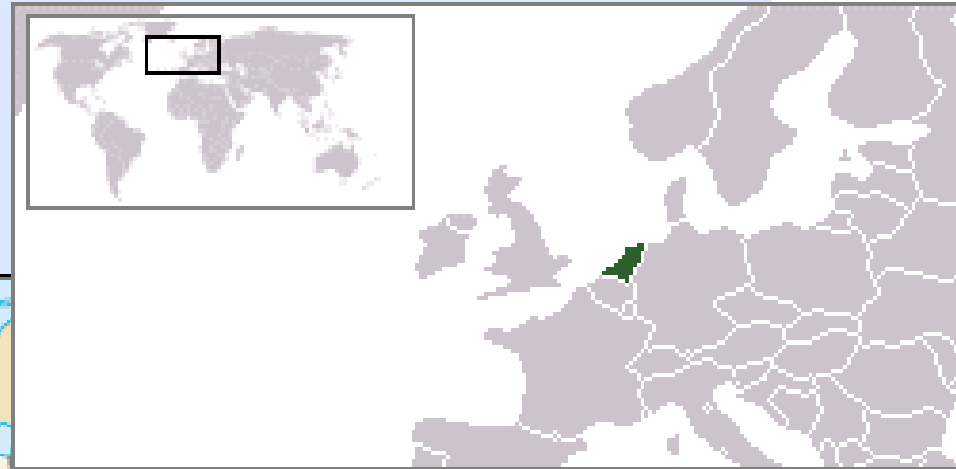


Ricco Dun, Manager International Affairs Trade Register

Amsterdam, 24 April 2009



The Netherlands



The Chambers of Commerce in the Netherlands

- > 1803 1st CCI in NL: Rotterdam
- > Brought by Napoleon
- > Original task: advising government on business affairs
- > Current main task: helping entrepreneurs doing their business the best they can
- > 1921 Trade Register at the CCI
- > Current legal structure:
 - *2008 Trade Register Act*
 - *2008 CCI Act*



The 12 Chambers of Commerce in the Netherlands



Gooi- Eem- en
Flevoland



The Chambers of Commerce in the Netherlands

- > 12 separate public bodies: regional CCI's
- > 1 national organisation: CCI NL
 - *CCI NL is a private association*
 - *Founded by the CCI's to facilitate and coordinate*
 - *All CCI's are member*
- > Organisation
 - *55 offices*
 - *2000 employees total; 600 Trade Register*
 - *1.8 mln companies*
 - *€ 210 mio budget (\$ 263 mio) total;*
 - *€ 90 mio Trade Register (\$ 113 mio)*



Trade register: registration

- > Legal basis
 - *Trade Register Act*
 - *Civil Code*
 - *EU Directives*
- > Registration is obligatory
 - *for all Dutch companies*
 - *all branches in NL of foreign companies*
 - *including sole traders, associations and foundations*
- > New registration for
 - *agricultural and fishing sector*
 - *professionals (e.g. medical doctors)*
 - *public and government bodies*
- > 85% (new: 100%) of all economic entities is registered
- > Payment for registration also obligatory

Staatsblad
van het Koninkrijk der Nederlanden



Jaargang 2007

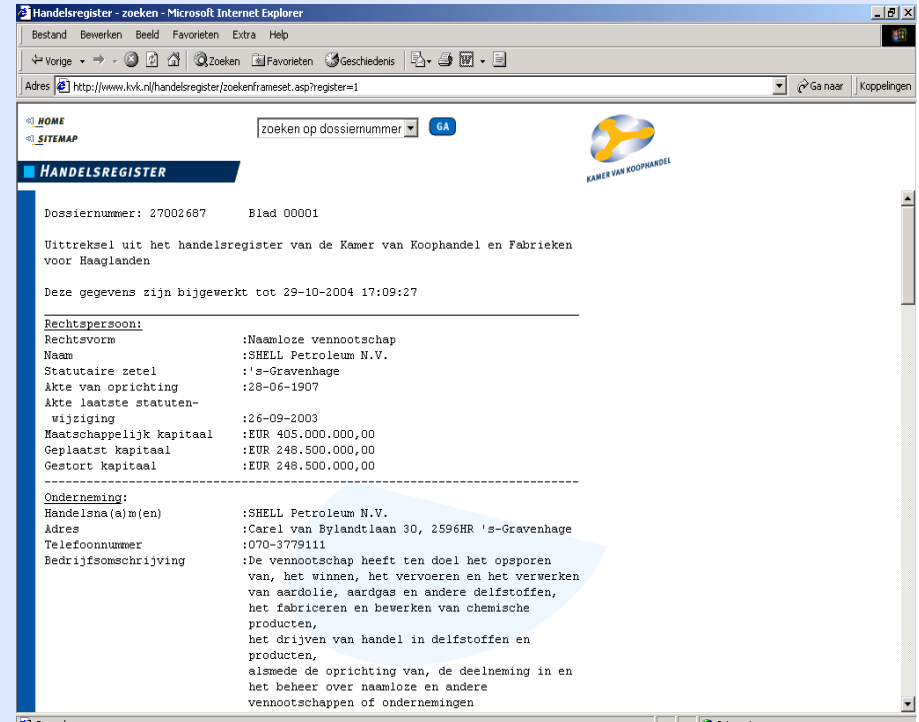
153

**Wet van 22 maart 2007, houdende regels
omtrent een basisregister van ondernemingen
en rechtspersonen (Handelsregisterwet 2007)**



Trade register: registration

- > Data to be registered
 - *name(s) of the company*
 - *legal form*
 - *seat*
 - *brief description of activities*
 - *owners, managers etc*
 - *names and addresses*
 - *power of attorney*
 - *capital invested*
 - *number of employees*
 - *etc*



The screenshot shows a Microsoft Internet Explorer browser window displaying the Handelsregister website. The address bar shows the URL: <http://www.kvk.nl/handelsregister/zoekenframeset.asp?register=1>. The page title is "Handelsregister - zoeken - Microsoft Internet Explorer". The main content area displays the following information:

HANDELSREGISTER

Dossiernummer: 27002687 Blad 00001

Uittreksel uit het handelsregister van de Kamer van Koophandel en Fabrieken voor Haaglanden

Deze gegevens zijn bijgewerkt tot 29-10-2004 17:09:27

Rechtspersoon:

Rechtsvorm	: Naamloze vennootschap
Naam	: SHELL Petroleum N.V.
Statutaire zetel	: 's-Gravenhage
Akte van oprichting	: 28-06-1907
Akte laatste statutenwijziging	: 26-09-2003
Maatschappelijk kapitaal	: EUR 405.000.000,00
Geplaatst kapitaal	: EUR 248.500.000,00
Gestort kapitaal	: EUR 248.500.000,00

Onderneming:

Handelsna(m)(en)	: SHELL Petroleum N.V.
Adres	: Carel van Bylandtlaan 30, 2596HR 's-Gravenhage
Telefoonnummer	: 070-3779111
Bedrijfsomschrijving	: De vennootschap heeft ten doel het opsporen van, het winnen, het vervoeren en het verwerken van aardolie, aardgas en andere delfstoffen, het fabriceren en bewerken van chemische producten, het drijven van handel in delfstoffen en producten, alsmede de oprichting van, de deelneming in en het beheer over naamloze en andere vennootschappen of ondernemingen



Trade register: registration numbers

> 1.8 million entities registered

Individual Enterprise	515.000
Private Limited Company	656.000
Public Limited Company	3.400
General Partnership	148.000
Associations	117.000
Foundations	164.000
EEIG	71
SE	6

> Output:

- *12 million extracts*
- *2.5 million annual accounts*
- *60 million addresses*



Trade Register internationally

- > Trade Register (Companies register) is everywhere
 - *EU 1st Directive Company Law*
- > Content basically the same
- > Registration authorities quite diverse, almost never CCI
 - *UK en EI agency Ministry*
 - *FR en DE courts*
 - *NO one central register center*
 - *NL en IT CCI*
- > Main differences
 - *registration companies versus sole traders*
 - *registration associations and foundations*
 - *filing annual accounts*
 - *funding*
 - *disseminating of data*



International affairs Trade Register

- > EBR
 - *European Business Register*
- > ECRF
 - *European Commerce Registers' Forum (11&12 June Lux)*
- > BRITE
 - *Business Register Interoperability throughout Europe*
- > e-Justice
 - *EC cooperation between judicial organisations*
- > Services Directive / IMI
 - *Internal Market Information System*
- > EC CLEG
 - *Company Law Expert Group*
- > CRF
 - *Corporate Registers Forum*
- > IACA
 - *International Association of Commercial Administrators*



EBR

European Business Register



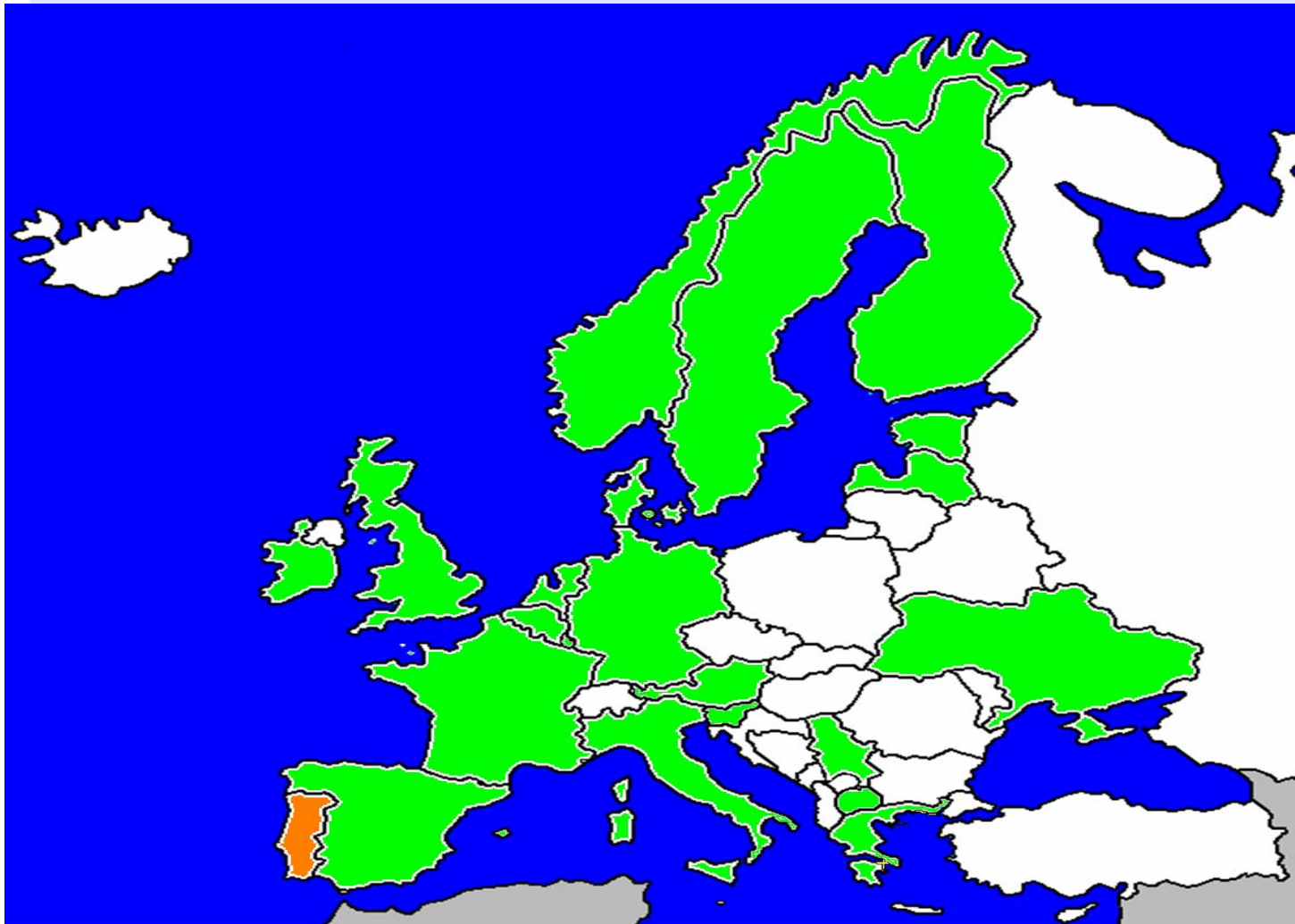
- > Started in 1992
- > EEIG (EESV) established in 1998
- > Initiative of a number of company registers to create an internet network which gives easy multilingual access to the official company information in Europe
- > KvK NL member since 2006

“ The [EBR] was established because the absence of a fully integrated information service on European Companies is a potential threat to the effective operation of the Single European Market. Aim of the project is to ensure that basic information on all companies in Europe is available throughout Europe without barriers due to differing technologies, languages, registration systems, networks etc.”

European Commission “Green paper on public sector information in the information society”, Ch. 1.2, 1999



EBR



EBR

members (1)

- > Agency of the Republic of Slovenia for Public Legal Records and Related Services (SI)
- > Athens Chamber of Commerce and Industry (GR)
- > Bolagsverket (SE)
- > Bronnoysund Registers Centre (NO)
- > Bundesanzeiger (DE)
- > Central Register of the Republic of Macedonia (MK)
- > Centre of Registers and Infosystem (EE)
- > Coface Services (BE)
- > Colegio de Registradores (ES)
- > Companies House (UK)
- > Companies Registration Office (IE)
- > Danish Commerce and Companies Agency (DK)



EBR

members (2)

- > InfoCamere (IT)
 - > Institut National de la Propriété Industrielle (FR)
 - > Information Resource Centre (UA)
 - > Jersey Financial Services Commission (JE)
 - > Lursoft (LV)
 - > Netherlands Chamber of Commerce (NL)
 - > PRH – Patent and Registration Office (FI)
 - > Registre de Commerce et des Sociétés (LU)
 - > Serbian Business Registers Agency (RS)
 - > Telekom Austria (AT)
-
- > New:
 - *Guernsey Registry (GG; May 2009)*
 - *Instituto dos Registos e do Notariado (PT; Nov 2009)*



EBR

Business model

- > Enhancing transparency in Europe
- > Only the data from the official registers
 - *in all EU-countries based on the 1st Directive*
- > Multilingual where possible
 - *e.g. don't translate the legal form*
- > Access through participating registers
 - *e.g. customer of Bolagsverket can access through their website (with usual password payment method) data from NL*
- > Partners first become provider, thereafter also distributor
- > Data of 20 million companies to be accessed



EBR

Products

- > Standard products
 - *Company search*
 - *Company profile*
 - *Company officials profile*
 - *Person search*
 - *Person profile*

- > National products
 - *Annual accounts*
 - *Deeds (articles of association etc)*



EBR

Legal framework

- > The cooperation within EBR is governed by a contract, called the Information Sharing Agreement (ISA)
- > All partners are participants to this multilateral ISA

- > An European Economic Interest Grouping (EEIG) has been established to manage the cooperation
- > Not all partners are EEIG-member
 - *Not always legally possible, e.g. non-EU and Ministry agencies*

Charities registration in the Netherlands

- > All associations and foundations are in the Trade Register
- > Almost all charities in NL are a foundation
- > No special characteristic identifying as a charity
- > Registration with a activity-code (based on NACE)
 - *benefit funds human health work*
 - *idealistic organizations*
 - *other benefit funds*
 - *other activities auxiliary to health care*
 - *other secretarial activities*
 - *umbrella organizations for health care*
 - *umbrella bodies and cooperation and advisory bodies in the field of recreation*
 - *umbrella organizations, counselling bodies and funds for social work*



Charities registration in the Netherlands (2)

- > From 1998 all associations and foundations which run a business and have a net turnover of € 4.4 mn have to file an annual account
- > There are ideas of making filing an annual account mandatory for all foundations (fighting terrorism)
 - *but: EC initiative to exclude small companies from filing*
- > The Dutch Tax office registers charities which have applied for a special status (Institution for General Benefit , 'ANBI')
 - *gifts to an ANBI are deductible*





Charities registration in Ireland

- > The status of 'charity' is mainly relevant for tax purposes:
non profit company
 - *no tax paying*
 - *gifts are deductible*
- > Registration at the tax office (not public)
 - *tax registration number*
- > Ireland doesn't know the legal form 'foundations'
- > When a charity chooses to incorporate, they usually do as a 'guarantee company'
 - *these are registered at the Companies Registration Office (CRO)*
 - *and file an annual account*
- > According to new legislation there will be a 'register of charities' (2010?) and a Charities Regulator
- > Then there will be a connection with CRO to prevent double filing



Charities registration in Sweden

- > Foundations and trusts are registered with the County Administrative Boards (21 in Sweden; 2010: 7)
- > Fundraising foundations are obliged to have an annual account and an audit; filing at the CA Board
- > They have an organizational number from the Tax office

- > 500 registered fundraising foundations
- > 100 other 'general foundations' with fundraising activities, with less strict regulations



Charities registration in the UK

- > Associations and foundations register in the companies register at Companies House (CH)
- > Fundraising activities are mainly organized as a 'private company limited by guarantee'
- > These register at CH and at the Charities Commission
- > Both require filing of an annual return

- > CICS: Community Interest Companies
 - *limited companies*
 - *for community benefit, not private advantage*
 - *'community interest test' and 'asset lock' to assure that the assets and profits are dedicated to the community benefit*
 - *registered at the CIC authority*



Charities registration in Belgium

- > All associations, foundations and charities are registered in the business register
- > They usually are a not for profit association (VZW; vereniging zonder winstoogmerk)
- > They have to file an annual account
 - *the content differs with the size of the VZW*
 - *as does the place to file (National Bank or court)*

Charities registration in Germany



- > Charities are not registered in the business register
- > Most charities are associations
 - *eingetragener Verein (e.V.)*
 - *registered by the court*
 - *published in the associations register (Vereinsregister)*
- > Other charities are foundations
 - *Stiftungen*
 - *registered by the 'Bezirksregierung' (local government)*
 - *published in a 'Stiftungsverzeichnis' (register)*
- > No annual accounts?



Charities registration in Norway

- > Associations doing business are registered in the Register of Business Enterprises (RBE)
- > Associations not doing business are registered in the Central Coordinating Register for Legal Entities (CCRLE)
 - *which assigns a organization number*
- > Associations can register in the Register of Voluntary Organisations (RVO)
- > Foundations doing business are registered in RBE
- > All foundations are registered in the Register of Foundations and in CCRLE and can register in RVO
- > Charities are not registered in RBE
- > Companies must always register in RBE (even when only doing charity work)



Charities registration in Norway (2)

- > The Register of Voluntary Organisations (RVO) is designed to ease the interaction between charities and the government
- > The entities are classified according to the International Classification of Non-Profit Organizations
- > In the Central Coordinating Register for Legal Entities (CCRLE) the charities are given a special indication as well; a NACE-code based on their activity

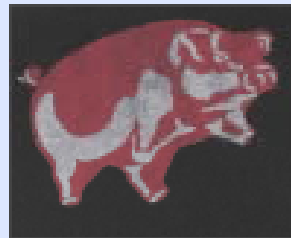
- > Charities registered in the RVO can choose to file an annual account
- > Foundations have to file as well as larger associations



Europe

- > Uniformity in legislation for company registration
- > Not for other legal forms
- > Same for annual accounts

- > In general: more differences than similarities



Any questions?

ricco.dun@kvk.nl
www.kvk.nl/english
www.ebr.org
www.ecrforum.org

