

II

(Non-legislative acts)

REGULATIONS

COMMISSION IMPLEMENTING REGULATION (EU) 2015/884

of 8 June 2015

establishing technical specifications and procedures required for the system of interconnection of registers established by Directive 2009/101/EC of the European Parliament and of the Council

(Text with EEA relevance)

THE EUROPEAN COMMISSION,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to Directive 2009/101/EC of the European Parliament and of the Council of 16 September 2009 on coordination of safeguards which, for the protection of the interests of members and third parties, are required by Member States of companies within the meaning of the second paragraph of Article 48 of the Treaty with a view to making such safeguards equivalent ⁽¹⁾, and in particular Article 4c thereof,

Whereas:

- (1) Article 4c of Directive 2009/101/EC requires the Commission to adopt technical specifications and procedures for the system of interconnection of registers established by that Directive.
- (2) The system of interconnection of registers is also to be used to implement certain requirements set out in Council Directive 89/666/EEC ⁽²⁾ and in Directive 2005/56/EC of the European Parliament and of the Council ⁽³⁾.
- (3) In order to establish the system of interconnection of registers, it is necessary to define and adopt technical specifications and procedures which ensure uniform conditions for the implementation of the system, while accounting for the differences in the technical characteristics of the Member States' registers.
- (4) The measures provided for in this Regulation are in accordance with the opinion of the Committee on the Interconnection of Central, Commercial and Companies Registers,

HAS ADOPTED THIS REGULATION:

Article 1

The technical specifications and procedures for the system of interconnection of registers referred to in Article 4a(2) of Directive 2009/101/EC shall be as set out in the Annex.

⁽¹⁾ OJ L 258, 1.10.2009, p. 11.

⁽²⁾ Council Directive 89/666/EEC of 21 December 1989 concerning disclosure requirements in respect of branches opened in a Member State by certain types of companies governed by the law of another Member State (OJ L 395, 30.12.1989, p. 36).

⁽³⁾ Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies (OJ L 310, 25.11.2005, p. 1).

Article 2

This Regulation shall enter into force on the twentieth day following that of its publication in the *Official Journal of the European Union*.

This Regulation shall be binding in its entirety and directly applicable in all Member States.

Done at Brussels, 8 June 2015

For the Commission
The President
Jean-Claude JUNCKER

ANNEX

setting out the technical specifications and procedures referred to in Article 1

Where reference is made herein to 'registers', it is always to be understood as 'central, commercial and companies registers'.

The system of interconnection of registers shall be referred to as the Business Registers Interconnection System (BRIS).

1. Methods of communication

BRIS shall use service-based methods of electronic communication, such as Web-services, for the purpose of interconnection of registers.

The communication between the portal and the platform, and between a register and the platform, shall be one-to-one communication. The communication from the platform to the registers may be one-to-one or one-to-many.

2. Communication protocols

Secure internet protocols, such as HTTPS, shall be used for the communication between the portal, the platform, the registers and the optional access points.

Standard communication protocols, such as Simple Object Access Protocol (SOAP), shall be used for the transmission of structured data and metadata.

3. Security standards

For the communication and distribution of information via BRIS, the technical measures for ensuring minimum information technology security standards shall include:

- (a) Measures to ensure confidentiality of information, including by using secure channels (HTTPS);
- (b) Measures to ensure the integrity of data while being exchanged;
- (c) Measures to ensure the non-repudiation of origin of the sender of information within BRIS and the non-repudiation of receipt of information;
- (d) Measures to ensure logging of security events in line with recognized international recommendations for information technology security standards;
- (e) Measures to ensure the authentication and authorisation of any registered users and measures to verify the identity of systems connected to the portal, the platform or the registers within BRIS.

4. Methods of exchange of information between the register of the company and the register of the branch

The following method shall be used for the exchange of information between the register of the company and the register of the branch as referred to in Article 3d of Directive 2009/101/EC and in Article 5a of the Directive 89/666/EEC:

- (a) The register of the company shall make available, without delay, to the platform the information on the opening and termination of any winding-up or insolvency proceedings and on the striking-off of the company ('disclosed information');
- (b) To ensure receipt without delay of the disclosed information, the register of the branch shall request that information from the platform. That request may consist of indicating to the platform the companies on which the register of the branch is interested to receive disclosed information;
- (c) Upon that request, the platform shall ensure that the register of the branch has access to the disclosed information without delay.

Appropriate technical measures and procedures shall be in place to handle any communication error between the register and the platform.

5. List of data to be exchanged between registers

5.1. Branch disclosure notification

For the purposes of this Annex, the exchange of information between registers set out in Article 3d of Directive 2009/101/EC and in Article 5a of Directive 89/666/EEC shall be referred to as 'branch disclosure notification'. The proceeding triggering that notification shall be referred to as 'branch disclosure event'.

For each branch disclosure notification referred to in Article 3d of Directive 2009/101/EC and in Article 5a of Directive 89/666/EEC, Member States shall exchange the following data:

Data type	Description	Cardinality (1)	Additional description
Issuance Date and Time	Date and time when the notification was sent	1	Date and Time
Issuing Organisation	Name/Identifier of the organisation that issues this notification	1	Party data structure
Legislation Reference	Reference to relevant national or EU legislation	0...n	Text
Proceeding-related data		1	Group of Elements
Effective Date	Date when the proceeding affecting the company has come into effect	1	Date
Proceeding Type	Type of proceeding leading to a branch disclosure event as referred to in Article 5a(1) of Directive 89/666/EEC	1	Code (Winding-up Opening Winding-up Termination Winding-up Opening and Termination Winding-up Revocation Insolvency Opening Insolvency Termination Insolvency Opening and Termination Insolvency Revocation Striking-off)
Company data		1	Group of Elements
EUID	Unique identifier of the company making subject of this notification	1	Identifier See section 8 of this Annex for structure of the EUID
Alternate ID	Other identifiers of the company (e.g. Legal Entity Identifier)	0...n	Identifier
Legal form	Type of legal form	1	Code As referred to in Article 1 of Directive 2009/101/EC

Data type	Description	Cardinality ⁽¹⁾	Additional description
Name	Name of the company making subject of this notification	1	Text
Registered Office	Registered office of the company	1	Text
Register Name	Name of the register where the company is registered	1	Text

(1) Cardinality 0 means that the data is optional. Cardinality 1 means that the data is mandatory. Cardinality 0...n or 1...n means that more than one piece of the same type of data may be provided.

The notification message may also include technical data necessary for the proper transmission of the message.

The exchange of information shall also include technical messages necessary for the acknowledgement of receipt, logging and reporting purposes.

5.2. Cross-border merger notification

For the purposes of this Annex, the exchange of information between registers as referred to in Article 13 of Directive 2005/56/EC shall be referred to as 'cross-border merger notification'. For each cross-border merger notification referred to in Article 13 of Directive 2005/56/EC, Member States shall exchange the following data:

Data type	Description	Cardinality	Additional description
Issuance Date Time	Date and time when the notification was sent	1	Date and Time
Issuing Organisation	Organisation that issued this notification	1	Party data structure
Recipient Organisation	Organisation this notification is addressed to	1	Party data structure
Legislation Reference	Reference to relevant national or EU legislation	0...n	Text
Merger-related data		1	Group of Elements
Effective Date	Date when the merger became effective	1	Date
Merger Type	Type of merger as defined by Article 2(2) of Directive 2005/56/EC	1	Code (Cross-border merger by acquisition Cross-border merger by formation of new company Cross-border merger of wholly owned company)
Resulting company		1	Group of Elements
EUID	Unique identifier of the company resulting from the merger	1	Identifier See section 8 of this Annex for structure of the EUID

Data type	Description	Cardinality	Additional description
Alternate IDs	Other identifiers	0...n	Identifier
Legal form	Type of legal form	1	Code As referred to in Article 1 of Directive 2009/101/EC
Name	Name of the company resulting from the merger	1	Text
Registered Office	Registered office of the company resulting from the merger	1	Text
Register Name	Name of the register where the company resulting from the merger was registered	1	Text
Merging Company		1...n	Group of Elements
EUID	Unique identifier of the company being merged	1	Identifier See section 8 of this Annex for structure of the EUID
Alternate IDs	Other identifiers	0...n	Identifier
Legal Form	Type of legal form	1	Code As referred to in Article 1 of Directive 2009/101/EC
Name	Name of the company taking part in the merger	1	Text
Registered Office	Registered office of the company taking part in the merger	0...1	Text
Register Name	Register where the merging company was registered	1	Text

The notification message may also include technical data necessary for the proper transmission of the message.

The exchange of information shall also include technical messages necessary for the acknowledgement of receipt, logging and reporting purposes.

6. Structure of the standard message format

The exchange of information between the registers, the platform and the portal shall be based on standard data-structuring methods and shall be expressed in a standard message format such as XML.

7. Data for the platform

The following type of data shall be provided for the platform to perform its functions:

- (a) Data allowing for the identification of systems that are connected to the platform. Those data could consist of URLs or any other number or code uniquely identifying each system within BRIS;
- (b) An index of the particulars listed in Article 3c(2) of Directive 2009/101/EC. This data shall be used to ensure consistent and quick results of the search service. Where the data is not made available to the platform for indexation, Member States shall make the same particulars available for the purpose of the search service in a way that guarantees the same level of service as provided by the platform;

- (c) Unique identifiers of companies referred to in Article 3(1) of Directive 2009/101/EC and unique identifiers of branches referred to in Article 1(4) of Directive 89/666/EEC. These identifiers shall be used to ensure the interoperability of registers via the platform;
- (d) Any other operational data that is necessary for the platform to ensure the proper and efficient functioning of the search service and the interoperability of registers. Those data may include code lists, reference data, glossaries and related translations of those metadata, as well as logging and reporting data.

The data and metadata handled by the platform shall be processed and stored in line with the security standards outlined in section 3 of this Annex.

8. Structure and use of the unique identifier

The unique identifier for the purpose of communication between registers shall be referred to as the EUID (European Unique Identifier).

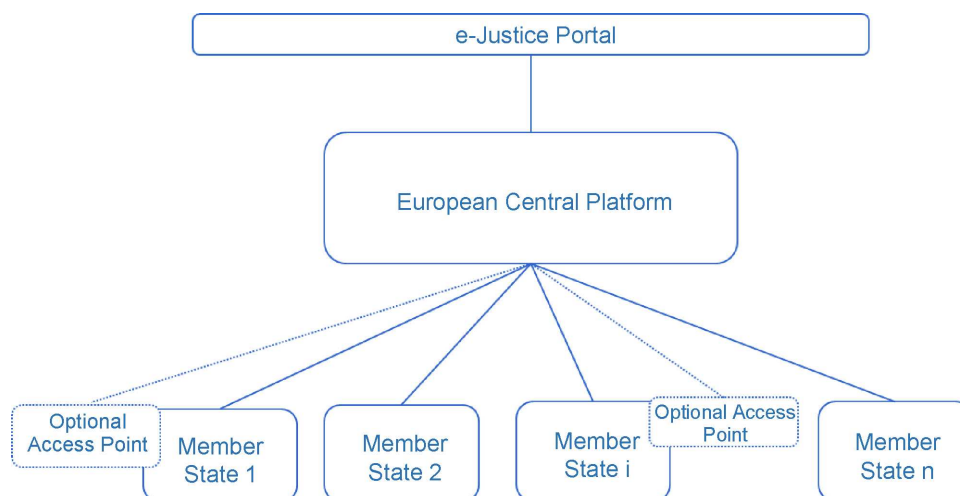
The structure of the EUID will be compliant with ISO 6523 and will contain the following elements:

EUID element	Description	Additional description
Country code	Elements making it possible to identify the Member State of the register	Mandatory
Register Identifier	Elements making it possible to identify the domestic register of origin of the company and of the branch respectively	Mandatory
Registration number	Company/branch number refers to the registration number of the company/branch in the domestic register of origin	Mandatory
Verification digit	Elements making it possible to avoid identification errors	Optional

The EUID shall be used to unequivocally identify companies and branches for the purpose of the exchange of information between registers via the platform.

9. Methods of operation of the system and information technology services provided by the platform

For the distribution and exchange of information, the system shall be based on the following technical method of operation:



For the delivery of messages in the relevant language version, the platform shall provide reference data artefacts, such as code lists, controlled vocabularies and glossaries. Where relevant, these will be translated into the EU official languages. Where possible, recognised standards and standardized messages shall be used.

The Commission will share with the Member State further details on the technical method of operation and the implementation of the information technology services provided by the platform.

10. Search criteria

At least one country must be selected when running a search.

The portal shall provide the following harmonised criteria for the search:

- Company name.
- Registration number. This refers to the registration number of the company or the branch in the domestic register.

Further search criteria may be available on the portal.

11. Payment modalities

For the documents and particulars for which Member States charge fees and which are made available on the e-Justice portal via BRIS, the system shall allow users to pay online by using widely used payment modalities such as credit and debit cards.

The system may also provide alternative online payment methods, such as bank transfers or virtual wallets (deposit).

12. Explanatory labels

In relation to the particulars and types of documents listed in Article 2 of Directive 2009/101/EC, Member States shall provide the following explanatory labels:

- (a) A short title for each particular and document (for example: 'Articles of incorporation');
- (b) As appropriate, a brief description of the content of each document or particular, including, optionally, information on the legal value of the document.

13. Availability of services

The service time frame shall be 24/7 days, with an availability rate of the system of at least 98 % excluding scheduled maintenance.

Member States shall notify the Commission of maintenance activities as follows:

- (a) 5 working days in advance for maintenance operations that may cause an unavailability period of up to 4 hours;
- (b) 10 working days in advance for maintenance operations that may cause an unavailability period of up to 12 hours;
- (c) 30 working days in advance for infrastructure computer room maintenance, which may cause up to 6 days unavailability period per year.

To the extent possible, maintenance operations shall be planned outside working hours (19:00h — 8:00h CET).

Where Member States have fixed weekly service windows, they shall inform the Commission of the time and day of the week when such fixed weekly windows are planned. Without prejudice to the obligations in points (a) to (c) of second paragraph, if Member States systems become unavailable during such a fixed window, Member States may choose not to notify the Commission on each occasion.

In case of unexpected technical failure of the Member States systems, Member States shall inform the Commission without delay of their system unavailability, and, if known, of the projected resuming of the service.

In case of unexpected failure of the central platform or of the portal, the Commission shall inform the Member States without delay of the platform or portal unavailability, and if known, of the projected resuming of the service.

14. Optional access points

14.1. Procedure

Member States shall provide information on the planned timing of the establishment of the optional access points, the number of optional access points that will connect to the platform, and contact details of the person(s) that could be contacted for the purpose of establishing the technical connection.

The Commission shall provide the Member States with the necessary technical details and support for the testing and deployment of the connection of each optional access point to the platform.

14.2. *Technical requirements*

For the connection of optional access points to the platform, Member States shall comply with the relevant technical specifications defined in this Annex, including security requirements for transmission of data via the optional access points.

Where payment is necessary via an optional access point, Member States shall provide the payment methods of their choice and shall handle the related payment operations.

Member States shall carry out appropriate testing before the connection to the platform becomes operational and before any significant changes are made to an existing connection.

After successful connection of the optional access point to the platform, Member States shall inform the Commission of any upcoming significant change of the access point that may affect the functioning of the platform, in particular the closing of the access point. Member States shall provide sufficient technical details in relation to the change, in order to allow for proper integration of any related changes.

Member States shall indicate on each optional access point that the search service is provided via the system of interconnection of registers.
