

## Country-specific Information The Netherlands

Beneficial Owner Registry Authority

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The Country-specific Information is intended to help identify and verify the beneficial owners with regard to relevant foreign legal entities. It offers an initial overview of the legal framework, main legal forms and the sources of information available in the respective jurisdictions regarding the identification and verification of beneficial owners.

Please note that the information provided in this document is not intended to provide a complete overview over the legal system of the jurisdictions concerned and does not constitute a binding assessment by the Austrian Federal Ministry of Finance. The responsibility for the assessment of the documentation requirements for each legal form and the identification and verification of the jurisdictions concerned lies with the legal entities and the obliged entities.

### 1.1 General information

The Netherlands is characterised by a strong independence within the European legal systems. The legal system is based on the French Civil Code with influences from Roman Law and traditional Dutch customary law.

The main code of Dutch civil law is the “Burgerlijk Wetboek” (BW). The **Dutch Civil Code** was substantively **reformed in 1992** and was influenced by the German BGB. The Code deals with the rights of legal persons in its 2<sup>nd</sup> section (Book 2).

## 1.2 Registers

### 1.2.1 Dutch Business Register

The Dutch Business Register is owned and maintained by the **Dutch Chamber of Commerce** (Kamer van Koophandel, **KVK**), as authorised by the government through the **Business Register Act**.

The Register gives an overview of all relevant (legal) information on all economically relevant companies and legal persons in the Netherlands. **All companies and legal persons** are entered in the Register. This includes:

- Companies (private and public limited companies: BVs and NVs)
- Sole traders
- Associations
- Foundations
- Professionals (e.g. lawyers, doctors, artists)
- Owners' associations
- Churches
- Government offices.

Registration in the Business Register does not form part of the process of establishing a company in the Netherlands. From a legal point of view, a company can exist in the Netherlands even without being registered. Thus, although it is **illegal not to register**, non-registration does not preclude a company from existing and acting as a company.

Dutch (un)limited companies also have to file their **annual account** with the Business Register. Most companies have only to file a balance sheet, while large companies must also file their profit and loss account.

**Basic information** in the Dutch Business Register – such as contact details, the Chamber of Commerce number and the establishment number – is available **free of charge** via the Chamber of Commerce website:

<https://www.kvk.nl/zoeken/handelsregister/>

A **fee is charged** for other types of information, e.g. **official extracts**, financial statements and other documents.

You can search the Dutch Business Register by:

- Trading name
- Official Chamber of Commerce number
- Address
- Postal code area

Extracts from the Commercial register are also **available in English** (for details see <https://www.kvk.nl/english/ordering-products-from-the-commercial-register/kvk-extracts/>).

### 1.2.2 UBO register

Since 27 September 2020, the Netherlands Chamber of Commerce **KVK** is the official keeper of the UBO (Ultimate Beneficial Owners) register. The UBO-register is **part of the Dutch Trade Register**. Legal entities established after 27 September 2020 are obliged to register their beneficial owner alongside with their initial registration at the KVK. The deadline for registration of the beneficial owners of legal entities which are already established on 27 September 2020 expires on **27 March 2022**.

Some of the data in the UBO register is **public**. This concerns:

- full name
- month and year of birth
- nationality
- country of residence
- nature and extent of the UBO's interest

To consult these data an extract from the UBO register at the Chamber of Commerce (in Dutch) can be ordered:

<https://www.kvk.nl/producten-bestellen/bedrijfsproducten-bestellen/uittreksel-ubo-register/>

All other contents of the UBO register can only be consulted by competent authorities such as the Public Prosecution Service.

## 1.3 General information on legal forms

The following legal forms are available in the Netherlands:

### 1.3.1 Corporate entities (excluding legal forms of EU corporate law):

- Private and public limited companies (Besloten vennootschap ,BVs, and Naamloze vennootschap, NVs)
- Foundations (stichtingen)
- Associations (verenigingen):
  - with full legal capacity
  - with limited legal capacity and commercial activities
- Mutual insurance companies (onderlinge waarborgmaatschappijen)
- Cooperatives (coöperaties)
- Partnerships:
  - General partnerships (vofs)
  - Professional partnerships (maatschappen)
  - Limited partnerships (commanditaire vennootschappen, CV)
- Shipping companies (rederijen)

### 1.3.2 Trusts

The Netherlands does not have a trust law.

### 1.3.3 Foundations and similar legal entities

There are no foundations governed in the law of the Netherlands (for “stichtingen” see section 1.3.1.)

### 1.3.4 Legal arrangements similar to trusts

There are no legal arrangements similar to trusts governed in the law of the Netherlands.

## 1.4 Detailed information on specific legal forms

### 1.4.1 Private Limited Company (Besloten vennootschap, BV)

The private limited company is a very common legal entity. The BV's equity is divided into **shares** that are owned by shareholders. A private limited company may appoint a supervisory board to monitor its board of directors (**two-tier board**), or the supervisors may be part of the board of directors (**single-tier board**).

In smaller BV's, the director is often also the only shareholder. In which case, he or she is then director and major shareholder (DMS), or in Dutch directeur en grootaandeelhouder (DGA). There is **no legal requirement** to the **number of directors** for BV's.

The **Board of Directors** of the BV keeps a **register** in which the names and addresses of all **shareholders** are recorded.

**Proof of existence:**

- Business Register Excerpt

**Proof of ownership:**

- Shareholder register

#### **1.4.2 Public Limited Company (Naamloze vennootschap, NV)**

An NV is a company with legal personality. The main difference between a BV and an NV is usually the size: an NV tends to be a **larger company**, with **several directors**. In order to set up the company, a notary draws up the notarial deed containing the **articles of association**. Furthermore, € 45,000 starting capital is needed to register an NV.

The capital of an NV is divided into **shares**, which are held by the shareholders. The ultimate power lies with these shareholders. They are allowed to make decisions about the company. They may also appoint and dismiss the board.

The directors are responsible for the daily management of the company. An NV often has a supervisory board, which monitors the management (**two-tier board**). In other cases, the supervisors are part of the board (**one-tier board**). NVs that trade on the stock market have to follow the Corporate Governance Code, which describes how the management and supervisory board of the company have to inform their shareholders.

The **Board of Directors** of the NV keeps a **register** in which the names and addresses of all **shareholders** are recorded.

**Proof of existence:**

- Business Register Excerpt

### Proof of ownership:

- Shareholder register
- Bloomberg-Screenshot et al. (in case of a Listed Company)

### 1.4.3 Limited Partnership (Commanditaire vennootschap, CV)

A limited partnership consists of at least two persons. Within a CV, there are two types of partner – a **managing partner** and a **limited partner**.

The managing partner runs the business on a day-to-day basis. The limited partner involves him/herself with the business's financial affairs. The limited partner does not actively interfere with the company, unlike shareholders within a BV.

A commanditaire vennootschap can be considered as a special type of 'general partnership' (VOF). Like the VOF, the CV is **not a legal corporate identity**. The managing partners are personally liable for possible debts of the company.

It's mandatory to list a limited partnership in the **Commercial Register** maintained by the Chamber of Commerce (Kamer van Koophandel, KvK).

### Proof of existence:

- Business Register Excerpt

### Proof of ownership:

- Business Register Excerpt
- Limited Partnership Agreement

### 1.4.4 Foundation (Stichting)

A foundation is an organisation that does not aim to make a profit. The money raised by a foundation consists of donations, loans, subsidies and legacies. Its primary purpose is to support a social or non-profit cause, although it does not necessarily have to operate for charitable purposes. It may also be a business, but its **profits must be allocated to the foundation's cause or purpose**.

A foundation has a board, but **no members** and **no shareholders**. If it is decided to appoint a supervisory board, this must be declared in the statutes. A supervisory board monitors the board of directors.

As mentioned above, the purpose of a foundation may be different from serving as a charity. In practice, major corporates or investors use this type of legal entity for the purpose of anti-takeover protection or as a vehicle to separate economic interest and control in relation to subordinate companies. Since a stichting cannot have members or shareholders, it is fully controlled by its only mandatory corporate body which is the board of directors.

There is **no minimum starting capital** to set up a stichting.

It is mandatory to register a stichting in the **Commercial Register**.

The objective (purpose) of a stichting **may not include the making of distributions** to its founders (incorporators) or to those who are participating in its bodies or to others, except, as regards the latter, when these distributions are made for charitable (philanthropic) or social purposes (Art. 285, Dutch Civil Code). Each stichting is obliged to keep a **distribution register** which is private and lists all donations made by the stichting. Any person who receives more than 25% of net distributions made by a stichting in a certain financial year is considered an Ultimate Beneficial Owner of the stichting and will be listed in the UBO register (see section 1.2.2.) during the following year.

**Proof of existence:**

- Business Register Excerpt

**Proof of beneficial ownership:**

- Articles of Association (incl. Amendments)
- Resolutions of the Management Board (e.g. Appointment of a new Managing Director)
- Distribution register

#### **1.4.5 Professional Partnership (Maatschap)**

A professional partnership allows self-employed individuals (e.g. dentists, architects, physiotherapists, farmers or lawyers) to work alongside other professionals as partners under a shared name. No starting capital is required.

Characteristics of a maatschap:

- Partners are equally liable for possible debts of the company.
- Partners work on a more or less equal standing.
- Each partner brings equity to the maatschap, e.g. labour, cash or goods.
- A maatschap is based on financial gain, shared accordingly by the partners.

It is mandatory to register a professional partnership in the **Commercial Register**.

A professional partnership is not a legal corporate entity. Therefore, the partners are personally liable for the partnership's debts. But, contrary to other partnerships, individual partners are only allowed to make commitments on their own behalf in a professional partnership. This means that if they buy equipment, enter into contracts with customers or hire someone, they are the one responsible for any possible debts. Creditors cannot make a claim on the other partners.

**Proof of existence:**

- Business Register Excerpt

**Proof of ownership:**

- Business Register Excerpt
- Partnership Agreement

#### **1.4.6 Cooperative (Coöperatie)**

A cooperative consists of two or more members. Members can enter or leave the cooperative without jeopardising its continued existence. This is different from a general partnership (VOF) or professional partnership (maatschap), where partners and members are not allowed to just leave. Control rests with the 'general meeting of members' (GMM) or in Dutch the Algemene Ledenvergadering (ALV). One of the ALV's tasks is to appoint a board to manage the cooperative's affairs. The board enters into agreements with and for its members. All members have voting rights.

The cooperative's profit is distributed in proportion to the work that a member has performed for the cooperative. The members make agreements about this themselves. Members can bring money into the cooperative through separate member accounts. This member capital is not tradable, unlike shares in a private limited company (BV).



Two common forms are the 'business cooperative' (bedrijfscoöperatie) and the 'entrepreneurs' cooperative' (ondernemerscoöperatie).

It is necessary that a civil-law notary drafts a deed to establish the cooperative and that the cooperative is listed in the Dutch **Commercial Register**. There is no minimum startup capital requirement.

All partners are registered in the Commercial Register.

**Proof of existence:**

- Business Register Excerpt

**Proof of ownership:**

- Business Register Excerpt