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Spanish

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## Business registers in EU countries

### Spain

In Spain, 'Registradores' (Registrars) are responsible for maintaining the following registers: Land and Property Registers ('Registros de la Propiedad de Bienes Inmuebles', generically known as the Land Registers ("Registros de la Propiedad"). Movable Property Registers ('Registros de la Propiedad de Bienes Muebles'). Business Registers ('Registros Mercantiles'). Register of General Contract Conditions ('Registro de Condiciones Generales de la Contratación') You will find an explanation of the 'Registros de la Propiedad', together with related links, on the e-Justice portal, in the section on Land Registers. This page contains: An explanation of the Business Registers in Spain, together with related links. A brief explanation of the Movable Property Register, with related links. A brief explanation of the Register of General Contract Conditions , with related links.

#### What does the Business Register in Spain provide?

Legal and economic certainty.

The main features of the Spanish Business Register system are set out below.

#### 1.- Purpose of the Business Register

##### 1.1.- Entities which must register

- Individual entrepreneurs
- Commercial undertakings
- Non-profit making organisations
- Credit and insurance entities and mutual guarantee companies
- Collective investment undertakings
- Economic interest groups
- Savings banks
- Pension funds
- Branches of any of the above
- Branches of foreign firms
- Foreign firms which move their registered headquarters to Spanish territory

All undertakings which carry out a commercial activity, provided that the figures for purchases made or brokered, or the sales figures, exceed EUR 600 000.

##### 1.2.- Business Register: areas of activity

**Company documents.** The record of incorporation of a business undertaking is the first item in the historical register of a company. After this, entries will concern documents and contracts relating to each company (e.g. increase or decrease in share capital, changes in the makeup of the board, appointments or terminations of service of administrators or managers, insolvency proceedings, appeals against corporate decisions, etc.).

**Accounting records.** Entrepreneurs and companies must keep accounting records and submit them to their local Business Register for authentication by the Business Registrar. The accounts must be submitted at the latest four months after the end of the company's financial year. Those companies whose financial year ends on 31 December must therefore submit them by 31 May.

**Submission of the annual accounts of entrepreneurs and other individuals required to submit them.** Under the General Accounting Plan (*Plan General Contable*), it is mandatory to keep annual accounts. These must be approved by the partners or shareholders within six months of the end of the company's financial year and, once approved, must be submitted within the following month for compulsory authentication by the local Business Register. In normal circumstances, therefore, firms for which the date of closure of the financial year is 31 December, and which have approved the accounts by 30 June, must submit them by 30 July.

**Processing of applications for the appointment of auditors and experts.** Any shareholder who holds 5 % of the share capital of a company has the right to request, within three months of the end of the financial year, that the local Business Register appoint an auditor. In companies where the financial year ends on 31 December, partners or shareholders who hold at least 5 % of the share capital have until 31 March of the following year to request the appointment of an auditor. They may also ask the local Business Registrar to appoint business experts in cases where contributions in kind are to be made and in the event of a merger or division.

#### 2.- Legal certainty in the Spanish Business Register

The Business Register is the main legal instrument for recording business activity. It is essential for economic development, as a means to reduce transaction costs.

Entries in the Register are made after verifications are carried out: checks on the legality and validity of the content of the documents and corporate agreements and on the capacity and legitimacy of those who conclude them.

As a consequence of these checks by the Registrar, such entries have powerful legal standing:

The content of the Register is deemed to be accurate and valid.

Instruments registered may be enforceable against bona fide third parties.

Entries in the Register are safeguarded by the courts and will be effective unless a court judgment declares them to be inaccurate or void.

A judgment declaring the entries to be inaccurate or void will not prejudice the legally acquired rights of bona fide third parties.

In this way, firms, citizens and government departments avoid high transaction costs, since they have at their disposal sufficient accredited information on the entities with which they intend to enter into contractual relations, and on their legal and economic situation.

#### 3.- Registration procedure

The general principal is that public certification is required to make entries in the Business Register. Documents may be validated by notaries, the courts or administrative authorities. Private documents may only be entered in cases explicitly provided for by law and under the Business Register regulations. Examples of private documents which can be entered include: registration of an individual entrepreneur not involved in the shipping industry; the appointment, termination of service, acceptance and resignation of the posts of administrators, liquidators and auditors.

The procedure must be requested. This means, other than in exceptional circumstances, it is initiated by the person who wishes to make the entry.

#### **Is access to the Business Register free of charge?**

Access to the Business Register in Spain is not free of charge.

The [Fees of Business Registrars](#) and the [Regulation governing the Business Register](#) set the cost of registration and publications.

The registration fees are dependent on various factors and must be consulted directly at [Fees of Business Registrars](#).

The cost of publication varies between €1.20 and €24 and can be consulted directly at [Fees of Business Registrars](#) or at [Association of Registrars of Spain](#).

#### **How do I consult the Spanish Business Register?**

##### **1.- Public nature of the register**

The Business Register is public. It is the responsibility of the Business Registrar to process the content of the entries in the register for professional purposes.

##### **2.- Extract from the register**

**Description.-** An abbreviated extract from the register (*nota simple*) is of a purely informative nature and is not an authentic representation of the content of the entry. It contains some or all of the information relating to the entry concerned.

**How to obtain an abbreviated extract.-** There are two methods:

**In writing.** By requesting it in person from the relevant Business Register.

**Online.** Use the first of the links at the bottom of the page.

##### **3.- Certificates**

**Description.-** A certificate is a copy, transcription or transfer, either in full or in summary form, of the contents of the information held by the Registry which, once it is processed by the Registrar, represents the only way of conveying the authentic nature of the entry in the Business Register. Registrars can also certify documents which are deposited or archived in the Register.

**How to obtain a certificate.-** Certificates can only be obtained by written request. You can make this request in person, by post or by fax or similar. Electronic certificates can also be requested; these feature the Registrar's recognised electronic signature.

##### **4.- Consulting the Business Register via the Internet**

See 'Useful links' below. The procedure is very simple - just follow the instructions on the web page below:

Link: <https://www.registradores.org/registroVirtual/init.do>

The website offers you the possibility of paying by credit card if you are not a subscriber or do not have a certificate previously recognised by the Association of Registrars:

'Card payments' (*pagos con tarjeta*). You must then enter your credit card details.

Click on 'Enter' (*Entrar*).

On this page you can choose between: the Land Register, the Business Register, the Movable Property Register or the Register of General Contract Conditions. You should select: 'Public commercial records' (*Publicidad Mercantil*).

Then select your area of interest.

Anyone can consult the interactive commercial information provided by the Association of Registrars in real time using this web page. Certain company information, including the exact content of the registered annual accounts, is available on demand, 24 hours a day, 365 days a year. The information obtained from registered company documents is updated and truthful.

#### **How reliable are documents in the Register?**

Directive 2012/17/EU on the interconnection of central, commercial and companies registers added Article 3a to Directive 2009/101/EC. Article 3a concerns the requirement for Member States to provide up-to-date information explaining the provisions of national law according to which third parties can rely on particulars and each type of document referred to in Article 2, in accordance with Article 3(5), (6) and (7). Specifically, Member States must provide this information for publication on the European e-Justice portal in accordance with the portal's rules and technical requirements. The information in question relates to how, for each legal system, requests can be made to consult the details referred to in Article 2 of the Directive, and it also relates to the enforceability of instruments recorded in the Register against third parties.

The details referred to in Article 2 of the Directive are published in the Spanish Business Register, which is governed by the principles of the personal form, public certification, legality, legitimacy, official authority, enforceability, chain of title and publication.

Article 19 of Law 14/2013, and its 13th Additional Provision, on support for entrepreneurs and their internationalisation, lay down that the Business Register be kept in electronic format, using a single IT system, as required by law.

Information contained in the Business Register is published as a certificate or an extract.

The certificate issued by the Business Registrar is the only way of conveying the authentic nature of the entries in the Register and reference is made to this certificate in Article 23(1) of the Commercial Code and in Articles 12 and 77 of the Business Register Regulation.

Articles 12 and 78 of the Business Register Regulation relate to extracts of all or some of the information entered in the Register.

It is also possible to consult the Register online, as referred to in Article 79 of the same Regulation.

In accordance with Article 23(4) of the Commercial Code and Article 80 of the Business Register Regulation, the publication rules contained in mortgage law are also applicable, specifically Articles 221, 222, 222a, 227 and 248 of the Mortgage Act, which give the option of publishing information electronically.

Article 110(1) of Law 24/2001 relates to publication by the Registrar using an electronic signature and also applies to Business Registrars, as part of the incorporation of electronic, IT and digital techniques (Articles 106 to 115).

In accordance with Article 379 of the Business Register Regulation, the purpose of the Central Business Register is to organise, record and publish, for information purposes only, the details it receives from the Business Registrars, store and publish the names of entities and legal persons, publish the Official Gazette of the Business Register, maintain the Register of companies and entities that have moved their registered address outside Spain without losing Spanish nationality, and communicate the information referred to in Article 14 of Regulation (EC) No 2157/2001. The Central Business Register can provide extracts, in accordance with Article 23 of the Commercial Code and Article 382 of the Business Register Regulation, but it cannot issue certificates other than those related to the names of companies that are registered.

Publication can be requested by post, fax or similar.

On the website of the [Registrars of Spain](#) you can request information on registered entities using the search tool (*Fichero Localizador de Entidades Inscritas*).

As regards enforceability, Article 9 of the Business Register Regulation lays down that: '1. Documents that must be registered may only be enforceable against bona fide third parties once they have been published in the Official Gazette of the Business Register. The operation of the registration itself remains

unaffected. 2. As regards transactions carried out within 15 days of publication, the documents registered and published shall not be enforceable against third parties who prove that it was impossible for them to have had knowledge thereof. 3. Where there is a discrepancy between the content of the publication and the content of the entry in the register, third parties acting in good faith may rely on the published version if it is favourable to them. Whoever is responsible for the discrepancy shall be required to compensate the injured party. 4. It is assumed that the third party is acting in good faith as long as it cannot be proved that they had knowledge of a document that should have been registered but was not, a document that was registered but not published, or a discrepancy between the content of the publication and the content of the entry in the register.'

You can find more information on:

effects of the Business Register in the section on Business Registers on the website of the [Ministry of Justice](#) and on the website of the [Business Register publication certificates](#)

## History of the Business Register in Spain

### 1.- Antecedents

Historical antecedents of the current legislation on the Business Register in Spain are:

*The Ordenanzas de Bilbao* (1737), which established a register of matriculation numbers and flagging for ships.

The 1885 Commercial Code (*Código de Comercio*).

The Provisional Regulation on drawing up the 1885 Business Register, and the subsequent Regulations of 1919 and 14 December 1956, as amended by the Decree of 21 July 1973.

### 2.- Current legislation on the Business Register

General rules contained in the Commercial Code of 22 August 1885. While the basic provisions on the Business Register are contained in this Code, they have been amended many times, most recently by Law No 19/1989 of 25 July 1989.

Royal Legislative Decree No 1/2010 of 2 July 2010 on public limited liability companies. Law No 3/2009 of 3 April 2009 on structural modifications of companies.

Specific legislation on certain companies by sector of activity (financial entities, insurance companies, electricity sector, leasing companies, etc.).

Business Register Regulation of 19 July 1996. A new text of the Regulation is currently under preparation.

### 3.- Organisation

The Business Register is a public institution found in all the provincial capitals and other cities designated by law, which is managed by one or more Business Registrars and is under the direct authority of the Ministry of Justice, specifically the Directorate-General for Registers and Notaries.

The Registrar is a professional legal expert who performs a public service: he/she classifies and checks under their own responsibility all the documents to be entered in the Register.

There is a single Business Register in each provincial capital in Spain. There are also Business Registers in Ceuta, Melilla, Ibiza, Mahón, Arrecife, Puerto del Rosario, Santa Cruz de la Palma, San Sebastián de la Gomera, Valverde and Santiago de Compostela. A Central Business Register deals with the names of companies and commercial entities.

Companies acquire legal personality through registration in the Business Register in the place where their headquarters are established, which means that their entry in the Register is compulsory and forms part of the incorporation process.

#### Related links

Direct access to the information in the Business Registers. <https://www.registradores.org/registroVirtual/init.do>

Access to the web page of the [Registrars of Spain](#).

Access to the fees of Business Registrars. [Fees of Business Registrars](#)

Telephone number for general information: +34 91 2701796

## MOVABLE PROPERTY REGISTER

### 1.- What is the purpose of the Spanish Movable Property Register?

Legal and economic certainty.

#### 1.1.- Purpose of the Movable Property Register

The purpose of the Movable Property Register is the registration of ownership and other rights in rem relating to movable property which can be registered.

#### What type of movable property can be registered?

Movable property properly speaking: motor vehicles, consumer goods, industrial machinery, industrial premises, stocks, agricultural equipment and livestock farms, and other types of movable property designated by law.

**Certain intangible assets and rights that can be registered:** industrial and intellectual property rights, film exploitation rights, administrative licences and loans in general.

#### 1.3.- What type of rights are registered with respect to movable property?

Ownership, attachments, reservation of ownership, prohibition on transfer of property, mortgages on immovable property, pledges without displacement and other assets that can be registered or entered in accordance with the law.

### 2.- Characteristics of the Spanish Movable Property Register

This is a State Register under the responsibility of the Ministry of Justice. It is a legal Register, not a merely administrative one. In general, it is voluntary.

There is an incentive to register, however, given the favourable impact of registration. There are no formal requirements: contracts are registered, usually as private documents and also as official models. There is also a system of approval in which, prior to registration, the Registrar checks the legality of the description, title and act being registered.

### 3.- Organisation

This Register is in electronic and paper format.

Royal Decree 1828/1999 splits the Movable Property Register into six sections:

Ships and aircraft

Cars and other motor vehicles

Industrial machinery, commercial premises and capital goods

Other collateral guarantees

Other movable property that can be registered

Register of General Contract Conditions.

### 4.- Is access to the Spanish Register of Movable Property free of charge?

No. Its fees are governed by the Order of 20 July 1999, Article 36 of which lists the amounts to be charged depending on the value of what is being registered:

Up to €600 in value: €2.40.

Between €600 and €6000 in value: €6.

Between €6000 and €12000 in value: €10.

Between €12000 and €18000 in value: €13.

Value in excess of €18000: €1.20 for each €3000 or fraction of that amount.

The fee system of the Land Register applies to mortgages on immovable property and pledges without transfer of possession, so fees from that system are applied (please refer to the section on the Land Register).

As for the information contained in this Register, €3 is charged for each extract and €6 to €24 for a certificate.

The VAT in force at the time is also applied.

#### **5.- Consulting the Movable Property Register via the Internet**

See 'Useful links' below. The procedure is very simple - just follow the instructions on the web page below:

Link: <https://www.registradores.org/registroVirtual/init.do>

Then click on: '**Access to Electronic Register**' (*Acceso Registro Electrónico*). The website offers the possibility of paying by credit card, if you are not a subscriber or do not have a certificate previously recognised by the Association of Registrars:

'Card payments' (*pagos con tarjeta*). You must then enter your credit card details.

Click on '**Enter**' (*Entrar*).

On this page you can choose between: the Land Register, the Business Register, the Movable Property Register or the Register of General Contract Conditions. You should select: 'Public Movable Property Records' (*Publicidad Bienes Muebles*).

Then select your area of interest.

#### **6.- Useful links**

Direct access to the information in the Business Registers. <https://www.registradores.org/registroVirtual/init.do>

Access to the web page of the Registrars of Spain: <http://www.registradores.org/>

#### **Fees of Business Registrars**

Telephone number for general information: +34 91 2701796

### **REGISTER OF GENERAL CONTRACT CONDITIONS**

#### **1.- What is the purpose of the Spanish Register of General Contract Conditions?**

This Register protects the interests of consumers and users who enter into a contract with a natural or legal person who uses general contract conditions. It provides greater security for private legal transactions and thus the means necessary to avoid disputes.

#### **1.2.- Purpose of the Spanish Register of General Contract Conditions**

The Register of General Contract Conditions aims to achieve the following objectives:

##### **1.- Depositing of general contract conditions**

General contract conditions are contractual clauses that have been drafted unilaterally by one of the parties to the contract (standard clauses), for use in a number of contracts. They are in fact conditions which have not been individually negotiated. They need not be unfair.

In practice, not all general conditions forming part of contracts are deposited in this Register, despite the fact that it is easy to use. Depositing general conditions is voluntary, except for specific sectors which can be determined by the Government.

In those cases in which general conditions are deposited, the party who deposits them often refers to the fact that they are deposited in this Register when concluding other contracts in future. Thus instead of reproducing them in future contracts, there is simply a reference to the fact that they have been deposited in the Register of General Contract Conditions. Many users who have signed a contract containing general contract conditions do not know exactly which conditions are binding, thus it may be vital to know what the terms of the contract were, to what they commit the user, how they can obtain release from them subsequently and the consequences of this.

##### **2.- Judgments handed down by Courts declaring that certain clauses in these standard contracts are null and void**

These are final judgments in favour of the complainant in cases brought by private individuals (individual actions) or by a consumer organisation representing a number of private individuals (class actions).

Once a final judgment has been registered, it affects other procedures involving identical clauses.

A single judgement declaring certain clauses to be unfair can resolve thousands of complaints, and if the same unfair clause is subsequently used, it should not be necessary to take further legal action, provided that the case involves the same party who set out these clauses originally. Hence the importance of publishing such judgments in this Register.

The eminently legal nature of this Register derives from the effects which registration confers on a legal declaration that a clause is null and void.

Registration of a clause as unfair produces effects with respect to third parties. The Register provides that, where a final judgment has been registered, and the clauses declared null and void as a result of an individual or class action continue to be used, the Registrar can take note of the persistent use of such clauses and report this to the Ministry of Justice.

#### **2.- Legislation governing the Register of General Contract Conditions**

The 1998 Law on General Conditions established the Register of General Contract Conditions, entrusting it to the Property and Business Registrars. It forms part of the Movable Property Register.

#### **3.- Organisation**

The Register of General Contract Conditions is one Section of the Movable Property Register. The Register can be consulted using the links indicated at the bottom of this page.

#### **4.- Is access to the Spanish Register of General Contract Conditions free of charge?**

Yes.

#### **5.- Consulting the Business Register via the Internet**

Please refer to the 'Useful links' indicated below. The procedure is very simple - just follow the instructions on the web page below:

Link: <http://www.registradores.org/>

Then click on: 'Consult Register General Conditions' (*Consulta Registro Condiciones Generales*).

Then select your area of interest.

#### **6.- Useful links**

Direct access to the information in the Business Registers. <https://www.registradores.org/registroVirtual/init.do>

Access to the web page of the Registrars of Spain: <http://www.registradores.org/>

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