Business registers in EU countries

Estónsko

This page provides you with an overview of the Estonian commercial register and the register of non-profit associations and foundations.

What information can be found in the Estonian commercial register and the register of non-profit associations and foundations?

The commercial register and the register of non-profit associations and foundations are maintained by the registration department of Tartu County Court. The registers are maintained at the court to ensure the independent status and legal expertise of the registrar. They have strong legal force and their aim is to ensure legal certainty. An entry in the commercial register is held as correct with regard to a third party, unless the third party knew or should have known that the entry was not correct. An entry is deemed not to apply with regard to transactions which are concluded within 15 days after the entry is made if a third party proves that the third party was not aware nor should have been aware of the content of the entry. Thus a third party may, in good faith, trust in the veracity of the entries in the register, for instance presuming, upon entering into a contract, that the person entered in the register as a member of the management board possesses signatory authority for the company in question.

Some legal circumstances are only valid if they are entered in the register: for instance, the signatory authority of a member of a management board may be circumscribed in the articles of association or the contract entered into with the member of the management board, but only the limitations entered in the register apply to third parties.

Certain important circumstances take effect from the moment the register entry is made: for instance, the increasing of a company's share capital takes effect from the moment the increase is entered in the commercial register, and not from the time the decision to increase the share capital is taken or from the time the contributions are made. The same applies to the establishment of a legal entity, the amendment of its articles of association or to its merger, division and transformation.

The registers are maintained electronically.

The registration department of Tartu County Court maintains the commercial register of self-employed persons, companies (public limited companies, private limited companies, general partnerships, limited partnerships, commercial associations, European Companies (*Societas Europaea*), European Cooperative Societies (*Societas Cooperativa Europaea*) and European groupings of territorial cooperation) and branches of foreign companies located in Estonia.

The register of non-profit associations and foundations holds information on the non-profit associations and foundations located in Estonia (non-profit associations are also deemed to include political parties and other not-for-profit associations, as well as trade unions, churches, congregations, associations of congregations, and monasteries). The register of non-profit associations and foundations also includes the register of housing associations and the register of land improvement associations.

The following are opened in the commercial register or the register of non-profit associations and foundations for each self-employed person, legal entity and branch of a foreign company:

a registry card;

a business file (in the commercial register) or a public file (in the case of non-profit associations, foundations and housing associations);

a registry file.

The business and public files contain documents that a legal entity, a self-employed person or a branch of a foreign company has submitted to the registrar in accordance with law, for instance the articles of incorporation or association and other documents entered in the public record. Court judgments, appeals against rulings, correspondence and other documents that are not kept in the business or public files are kept in the registry file.

The following information is entered on the registry card of a legal entity, a self-employed person or a branch of a foreign company:

the business name or name and the registry code;

the residence or registered office and address of legal entities, self-employed persons and branches of foreign companies, and for these persons and companies also the email address;

details concerning the self-employed person, and details concerning the suspension of the person's operations and the seasonal or temporary nature of the operations;

for branches of foreign companies, the register in which the company is entered and, if entry in a register is required under the laws of the country in which the company is established, the registration number; the country under whose laws the company operates in the country in which it is established; when the company's articles of association were adopted and whether they have been amended, if this is entered in the register in the country in which the company is established;

details concerning persons with powers of representation (members of the management board, general partners, managing partners or third parties, limited partners, liquidators, the trustee in bankruptcy), the names and personal identification numbers of the branch managers (and any specific factors regarding their powers of representation), and the names and personal identification numbers of the legal representatives of the foreign company and when their powers of representation took effect and expire; also any agreements concerning the right of representation, and the powers of the members of the management board of a legal entity and of liquidators to represent the legal entity;

the name or business name and the personal identification number or registration number of the contact person for a non-profit association, foundation, company and branch of a foreign company, and the Estonian address for delivery of declarations of intent addressed to an undertaking and for service of procedural documents, as well as the email address of the contact person;

details concerning the procurator;

the legal form of the undertaking or the branch of a foreign company, or the type of company;

when the articles of association of the legal entity were approved;

the monetary value of the company's share capital (for a branch of a foreign company, the value of the company's share capital if it is entered in the register in the country in which the company is established), details concerning limited partners, and the value of their contributions;

a note concerning the foundation of the private limited company without contributions being made;

a note indicating that the shares have been registered in the Estonian central register of securities or a note of the party maintaining the share register;

a note indicating that the formal disposition requirements for the transfer or pledge of a share have been waived;

the beginning and end of the financial year for a company, non-profit association, foundation, foreign company or land improvement association (and, for a branch of a foreign company, also whether the company is required to publish an annual report);
the information on bankruptcy required by law, and information on the appointment of a cover pool administrator;
a note concerning the merger, division and transformation of the company and concerning its dissolution and de-registration;
reference to entries made by the registrar as provided by law and without the undertaking making a request;
information on the depositary for documents from a liquidated legal entity;
for branches of foreign companies, the register in which the company is entered and, if entry in a register is required under the laws of the country in which the company is established, the registration number; the country under whose laws the company operates in the country in which it is established; when the company's articles of association were adopted and whether they have been amended, if this is entered in the register in the country in which the company is established;
the objectives of the foundation; the location of the central administration, if it is in a foreign country; when the establishment decision was taken; the period of operation, if a foundation has been established for a set period;
the code of the land improvement system located in the area of operation of the land improvement association;
the name and registration number of the manager of the apartment association, and a note indicating that a loan has been taken;
the period of operation of a non-profit association if it has been established for a set period;
the date of the entry, references to subsequent entries and other remarks;
other information provided by law.
Register matters are reviewed as non-contentious civil cases using written proceedings. Entries are made in the registers on the basis of an application for entry or a court decision or on other bases laid down by law. Applications for entry must either bear a digital signature or be in the form of a notarial document.
Entries in the commercial register and the register of non-profit associations and foundations are public. Everyone has the right to examine registry card data and the documents in business or public files and to obtain copies of them. Registry files may be examined by competent government bodies, courts during proceedings and other persons or entities with a legitimate interest.
The central database of the commercial register and the register of non-profit associations and foundations is maintained by the Centre of Registers and Information Systems. The Centre also offers the following services:

The e-Business Register

The e-Business Register is a service based on the database of the registration department of Tartu County Court that displays real-time data concerning all legal entities, self-employed persons and branches of foreign companies registered in Estonia. The e-Business Register makes it possible to:
examine registry card data, general data and data on tax arrears free of charge;
search by name, registry code, registered office, field of activities, etc.;
view, for a fee, annual reports, articles of association and other electronic documents, personal information and commercial pledge data, etc., contained in the business or public files;
monitor in real time procedural information concerning companies and changes to their entries;
check free of charge any trade bans imposed on Estonian persons or entities;
view free of charge the list of members of political parties;
view the links between various companies and persons.
The e-Business Register also enables persons and entities to submit documents to the registration department of the court themselves. Applications to register a new company, amend its registry data, liquidate it and delete it from the register can be submitted via the e-Business Register. It is also possible to prepare and submit annual reports. Estonian, Finnish, Latvian and Belgian citizens and e-residents of Estonia can log in to the e-Business Register using their ID cards for authentication. Estonian and Lithuanian citizens can log in using the Mobile-ID service.
Further information about the e-Business Register is available on the website of the Centre of Registers and Information Systems.

European Business Register (EBR)

The European Business Register (EBR) is a web-based search system providing official information on European companies. Searches can be made on the website.
Information is available from the commercial registers of a total of 17 countries.
Searches may be made concerning companies and persons.
The list of available information varies from country to country.
Registry data has a different legal effect in different countries.
The search function can be used by both private individuals and companies.
A fee is charged for the service.

Is access to the Estonian commercial register free of charge?

Registry data can be accessed online and at notaries' offices.
No fee is charged online for searches concerning legal entities, self-employed persons and branches of foreign companies, for information about court proceedings or for access to registry card data. No fee is charged for persons carrying out an online search on themselves. However, a fee is charged for all other searches, including historical registry card data and access to annual reports, articles of association and other documents. Where a fee is charged for information, payment is made immediately by internet bank transfer. Subscribers with the right to use the extended search parameters pay on the basis of monthly invoices. The rates charged for using the computer data in the commercial register are laid down in a Regulation of the Minister for Justice.
A fee is charged for consulting registry data and file documents at a notary's office. The fees are set out in the Notary Fees Act.

How to search the Estonian commercial register

Searches can be made in the commercial register and the register of non-profit associations and foundations using the e-Business Register on the website of the Centre of Registers and Information Systems.

How reliable are the documents contained in the register?

This page explains how the use of the data and documents contained in the commercial register is regulated in Estonia.
The registration department of Tartu County Court maintains the commercial register. Self-employed persons, branches of foreign companies, and companies (public limited companies, private limited companies, general partnerships, limited partnerships, commercial associations, European Companies (*Societas Europaea*), European Cooperative Societies (*Societas Cooperativa Europaea*) and European groupings of territorial cooperation) are entered in the commercial register. This electronic register has strong legal force, and its aim is to ensure legal certainty. The commercial register is maintained in Estonian.

An entry in the commercial register is held as correct with regard to a third party, unless the third party knew or should have known that the entry was not correct. An entry is deemed not to apply with regard to transactions which are concluded within 15 days after the entry is made if a third party proves that the third party was not aware nor should have been aware of the content of the entry. Thus a third party may, in good faith, trust in the veracity of the entries in the register, for instance presuming, upon entering into a contract, that the person entered in the register as a member of the management board possesses signatory authority for the company in question.

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The following are opened in the commercial register for each self-employed person, legal entity and branch of a foreign company:

a registry card;

a business file;

a registry file.

The business file contains documents that a company, self-employed person or the branch of a foreign company has submitted to the registrar in accordance with the law, for instance the articles of incorporation or association and other documents submitted to the public record. Court judgments, appeals against rulings, correspondence and other documents that are not kept in the business file are kept in the registry file.

Documents in a foreign language are to be submitted to the registrar with a translation into Estonian by a sworn translator. Documents may also be submitted to the registrar with a translation into Estonian by a notary, if the notary has prepared a notarial act or notarial attestation in a foreign language on the basis of Section 5(2) of the Notarisation Act. Where documents are submitted that do not meet these requirements and that are completely or partly in a foreign language, the registrar proceeds solely on the basis of the documents or passages of text submitted in Estonian. Undertakings and third parties cannot rely on documents or passages of text in a foreign language. An undertaking may not rely on a translation which differs from the original document. A third party may rely on the translation of a document submitted to the registrar unless the undertaking proves that the third party was aware of the inaccuracy of the translation.

Entries in the commercial register are public. Everyone has the right to examine the information contained in the registry cards and the documents in business files and to obtain copies of them. Registry files may be examined by competent government bodies, courts during proceedings and other persons or entities with a legitimate interest.

Documents in the file may be viewed and copies thereof may be requested via the e-Business Register or through a notary.

History of the Estonian commercial register

The Estonian commercial register contains information dating back to 1 September 1995. All data is regularly updated.

Related links

European Business Register

The e-Business Register

Registration Department

Notaries

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