

## Αρχική σελίδα>Μητρώα - επιχειρήσεων, αφερεγγυότητας και κτηματολογίου>Μητρώα επιχειρήσεων σε χώρες της ΕΕ Business registers in EU countries

### Ρουμανία

This section provides an overview of the Romanian Trade Register, kept by the Ministry of Justice – National Trade Register Office.

#### History of the national register establishment

##### When was it founded?

The Trade Register was set up in 1990, pursuant to Law No 26/1990 on the Trade Register.

Under Government Emergency Order No 129 of 10 October 2002 amending Law No **26/1990** on the trade register and Government Emergency Order No **76/2001** concerning the simplification of certain administrative formalities for the registration and authorisation of operations performed by traders, the **National Trade Register Office** in Romania is a public body with legal personality, under the authority of the **Ministry of Justice**. The Office is responsible for keeping, organising and managing the central computerised trade register.

There are a number of Trade Register offices under the authority of the National Trade Register Office, in Bucharest and in each of the 41 counties in Romania. They are responsible for keeping, organising and managing local trade registers.

##### When was it digitised?

A dedicated portal providing new online services to the business community and other interested persons was launched in the second half of 2011.

##### Objectives of the National Trade Register Office:

- informing the business community, public bodies, the media and other interested persons on operations in the Trade Register;
- reducing the time needed to access information;
- reducing congestion at the Trade Register offices;
- reducing the time needed to submit registration documents to the Trade Register;
- simplifying procedures for the registration of professionals, the provision of financial information, and requests for information and documents;
- providing online applicants with real-time information on data in the Trade Register.

##### What is the current applicable legislation?

Law No 265/2022 on the Trade Register and amending and supplementing other legislative acts relevant for registration in the Trade Register.

**Law No 31/1990**

**GOVERNMENT EMERGENCY ORDER NO 44/2008.**

**Law No 129/2019**

**Order No 380/C/2024 of the Minister for Justice approving the tariff for the issue of information and documents in the commercial register**

#### What information does the business register offer?

##### Who has the right to access the register?

**Access to the information displayed on the ONRC website** is free of charge for any interested person, 24 hours out of 24. The website

<https://www.onrc.ro/index.php/ro/> provides access to information on:

- forms and documents required to enter records in the Trade Register and in the Central Beneficial Ownership Register;
- the forms required and the means to issue certificates, how to obtain information, copies/certified copies, duplicates;
- general information for persons interested in carrying out certain regulated activities, as applicable (professionals, natural persons, legal persons, public bodies and authorities, etc.);

- legislation applicable to the Trade Register/Central Beneficial Ownership Register;

- public interest information;

- communications/press releases, events;

- information on the processing of personal data;

- contact details concerning ONRC/ORCT (address of premises, e-mail, telephone/fax No.).

The **Trade Register's website** provides the following:

- documents;

- information and services organised into sections and services;

- information relating to the National Trade Register Office and the Trade Register offices attached to tribunals;

- various items of public information – free access;

- forms used by the institution;

- formalities for entering records in the Trade Register for each category of professional and operations;

- formalities for entering records in the Central Beneficial Ownership Register kept by the National Trade Register Office for legal persons who are required to apply to be listed in the Trade Register;

- statistical data regarding the operations recorded.

- history of the institution

- ORC network

- forms (for professionals, etc.) and formalities

- charges and fees for ONRC [National Trade Register Office] services

- services

- legislation

- statistical data

- media

Access to the information displayed on **the online services portal** of the National Trade Register Office is free of charge, 24 hours out of 24 and is allowed after registering as a user (creating a username and password), free of charge.

The information on the National Trade Register Office portal is organised by services provided free of charge or for a fee in accordance with the law in force. The Trade Register records all **documents, acts, mentions** and the **identity of the professionals** concerned, the recording of which is required by law, and any other acts or documents expressly provided for by law.

The online services provided by the National Trade Register Office are available on [its e-services portal](#), which has been developed through the Sectoral Operational Programme 'Increasing Economic Competitiveness', 'Investments for your future!' under the project 'Online services (e-Government) provided by the National Trade Register Office to the business community via a dedicated portal'.

The online services provided by the National Trade Register Office via the e-services portal include the following:

InfoCert;

RECOM online;

Verification of availability of company name and online reservation of company name;

Preliminary checks (availability and/or reservation of name for legal/natural persons, sole proprietorships/family businesses);

Entering records in the Trade Register and authorising legal persons;

Updating the contact details of the companies registered in the Trade Register;

Provide information on company history, statistics;

Issuing documents (certificates);

State of the case;

Notification of applications submitted to the Trade Register;

Orders to postpone applications submitted to the Trade Register;

Publication of information on the various situations of legal persons in the Trade Register Electronic Bulletin [Buletinul Electronic al Registrului Comerțului – BEREC];

Statistical data (operations in the central trade register, companies with foreign capital);

Trade Register offline form;

Registration of the declaration on the beneficial owner of the legal person;

Provision of information from the Central Beneficial Ownership Register.

The Recom online service, the subscription-based component, which is accessible after the conclusion of a contract with the beneficiary, with access provided for 24 hours out of 24, **provides the following** information on professionals against payment:

name and form of organisation;

identification information (order number in Trade Register, European Unique Identifier, Unique Registration Code, registered office/business address, company contact details (telephone, fax);

registered office/business (registered office attestation, date from which proof of registered office is valid, date of expiry of the proof of registered office, duration of registered office);

subscribed and paid-in capital;

main activity of the professional declared/authorised;

secondary activities of the professional declared/authorised;

data regarding the identification of the associated natural and legal persons;

data regarding the identification of the directors;

data on emblems;

data regarding subsidiaries/branches/subdivisions (registered office, telephone);

data regarding secondary offices/work sites (registered office, telephone);

data regarding registered offices and/or activities authorised under Article 15 of Law No 359/2004/art 121 of Law No 265/2022;

data regarding property rights;

data regarding arrangements with creditors;

data regarding facts covered by Article 21 (e) to (h) of Law No 26/1990/art 103 of Law No 265/2022;

data regarding the other mentions;

data regarding the balance sheet (turnover, average number of employees, gross profit), where such information has been provided by the Ministry of Finance.

The services **available free of charge** include:

RECOM online – the free component of the service;

Electronic forms;

The online application to be listed in the professionals trade register;

The online registration of the declaration regarding the beneficial owners of legal persons;

Online access to information in the Central Beneficial Ownership Register (for authorities/institutions with supervisory/control powers and reporting entities when applying Know Your Customer measures);

Verification of availability of company name and online reservation of company name;

Information about the status of applications for registration in the Trade Register;

Consultation of the section regarding orders to postpone the handling of applications for registration in the Trade Register;

Access to certain public information (financial statements, voluntary dissolutions, etc.) via the Trade Register Electronic Bulletin (BERC).

The main services provided by the Trade Register Electronic Bulletin are:

Consultation of the professionals' articles published

Consultation of bulletins where the professionals' articles are published

Issuance of the document attesting to the publication of an article (proof of publication)

Receipt of notification on articles published

Provision of reports of interest

**IMPORTANT:** Access to all sections of [the website](#) and the [portal](#) is free of charge, 24 hours out of 24.

#### **Access to the information recorded in the Trade Register**

*The information recorded in the Trade Register* is provided and *copies of related documents are issued* in accordance with Article 11 of Law No 265/2022 on the Trade Register and amending and supplementing other legislative acts relevant for registration in the Trade Register:

The Trade Register is publicly available. The Trade Register Office issues, at the request and expense of the interested party, in Romanian, in compliance with personal data protection legislation, information and certificates regarding the entries in the Trade Register as well as certificates confirming whether or not a given document or act has been recorded, copies and/or certified copies of all the documents recorded or submitted, or of any part thereof, in the form submitted in support of the applications for registration.

The request for information and documents should be either submitted to the front desk, or sent by post or courier services or by electronic means, together with a copy of the identity document, except where the request is signed using the qualified electronic signature.

The Trade Register Office issues the documents referred to in point 1 either by electronic means, i.e. in an electronic form, signed using the qualified electronic signature or the qualified electronic seal, where applicable, or on paper, at the ONRC registered office or the Trade Register offices, or by post or courier services.

Copies are duly certified. Electronic copies are certified by adding the electronic signature. Copies not formally certified may also be issued on request.

Electronic copies of the documents and information referred to in point 1 shall also be made publicly available through the trade registers interconnection system.

The documents received, i.e. those sent by electronic means, shall also be handled by interconnection with the electronic Point of Single Contact (PSC), hereinafter the 'PSC', in accordance with Government Emergency Order No 49/2009 on the freedom of establishment of service providers and the freedom to provide services in Romania, approved as amended and supplemented by Law No 68/2010, as subsequently amended.

A fee shall be charged under a rating system for the information and documents issued, as established by an order of the Minister for Justice, which may not exceed the administrative costs required to issue the information or documents concerned and which includes the costs of developing and maintaining the trade register.

The information and documents referred to in point 1. shall be issued free of charge to public authorities and institutions and to diplomatic missions accredited in Romania.

The information referred to in point 1 shall be issued free of charge to legal persons other than those listed in point 8 if they are expressly provided for by law.

The ONRC and the trade register offices shall issue, free of charge, specific information recorded in the trade register, which can be used solely for public information purposes, to journalists and mass media representatives.

#### **What information does the register hold?**

##### **Which data types are stored (entities entered in the public register, information on insolvency, financial reports...)?**

In accordance with Law No 265/2022, the Trade Register contains information relating to registered professionals, as follows:

companies;

national companies;

national enterprises;

autonomous King;

cooperative companies;

cooperative organisations;

economic interest groupings;

European Economic Interest Groupings;

European companies;

European cooperative companies;

authorised natural persons;

sole proprietorships;

family businesses, and

other natural or legal persons provided for by law.

The professionals referred to in Article 4 (1) of Law No 265/2022 shall, in the course of carrying out their activity or at the end of their activity, be required to request the registration of particulars relating to the acts and facts the registration of which is provided for by law.

The documents and acts that must be recorded in the trade register are listed in Articles 88 to 100 of Law No 265/2022.

Legal persons listed in the Trade Register or, where applicable, interested persons must submit the following documents to the ORCT as entries to the Trade Register:

the equity issue prospectus with a view to establishing the joint stock company through public subscription and to having its publication authorised by the registrar of companies, as well as any amendment thereto;

the equity prospectus with a view to increasing the share capital of joint stock companies through public subscription and to having its publication authorised by the registrar of companies, as well as any amendment thereto;

the decision of the managing body, where entry of such information in the Trade Register and publication are mandatory under the law;

proof of extension of the time limit for legally holding the premises of the registered and/or secondary office;

final liquidation and assets distribution statements and, where applicable, the compte rendu concerning the management work done by administrators and members of the board, if one or more of these persons is/are appointed as liquidators;

the documents related to business operations;

the registers and documents of the legal person deregistered, where there are no more associates/shareholders/members or where they refuse to hold them;

the decision of the associates/shareholders general meeting on the company's acquiring of assets from a founder or shareholder, where such entry is mandatory under the law on companies;

the complaint filed against the registrar's order;

the opposition filed against the associates/shareholders general meeting and the opposition filed against other acts expressly provided for by law;

the draft merger or division;

the specimen signature, for economic interest groups, European Economic Interest Groupings and cooperative companies;

the deregistration application filed by the person who considers itself harmed, by having entries added to the Trade Register;

any other documents provided for by law to be mandatorily entered in the Trade Register.

The persons interested in submitting entries to the Trade Register regarding documents the publication of which is not mandatory under the law are to fill in, for these purposes, the type application, attaching thereto the documents concerned and, as appropriate, the proof of payment of the applicable fee.

The following are to be recorded in the Trade Register:

the report of the insolvency administrator or, where applicable, of the liquidator, stating the causes and circumstances which led to the debtor's insolvency;

the notification of the initiation of the general/simplified insolvency procedure;

the copy of the reorganisation plan proposed;

the notification on the initiation of bankruptcy proceedings under the general/simplified insolvency procedure;

the final court judgment holding the statutory administrator liable to pay compensation;

the minutes ascertaining the restructuring agreement – under the restructuring agreement procedure;

the restructuring plan – under the procedure for an arrangement with creditors;

Court decisions on the initiation and closure of a procedure for an arrangement with creditors pursuant to Law No 85/2014, as amended;

Court judgments delivered under the insolvency procedure, which are communicated to ORCT under the law;

other documents issued by courts or by the insolvency administrator/liquidator under the law.

The following entries shall be recorded in the Trade Register, based on the abovementioned documents, with regard to the professionals recorded in the Trade Register, who are subject to an insolvency prevention or insolvency procedure:

the initiation of the (general/simplified) insolvency procedure;

the initiation of reorganisation under the supervision of the court following the confirmation of the reorganisation plan proposed;

bankruptcy (under a simplified/general procedure);

the fact that the debtor has been deprived of its right to run the business;

the fact that the statutory administrator has been held liable to pay compensation;

the designation of the insolvency administrator or liquidator, where applicable;

the designation of the special administrator;

the replacement of the insolvency administrator/liquidator, where applicable;

the closure of proceedings on reorganisation under the supervision of the court;

the closure of bankruptcy;

the debtor's deregistration;

the amendment of the debtor's instruments of incorporation as a legal person, at the request of the insolvency administrator, under the final court judgment ascertaining the reorganisation plan;

the confirmation of the restructuring agreement under the restructuring agreement procedure;

the statement of the restructuring plan under the procedure for an arrangement with creditors;

the initiation and closure of a procedure for an arrangement with creditors;

other mentions required by law, for debtors listed in the Trade Register, to which the insolvency procedure applies.

#### **The Central Beneficial Ownership Register**

In accordance with Law No 129/2019 on the prevention and combating of money laundering and terrorist financing, and amending and supplementing certain legislative acts, as subsequently amended and supplemented, the National Trade Register Office must keep the Central Beneficial Ownership Register, which lists the beneficial owners of legal persons who must apply to be recorded in the Trade Register.

Access to the Central Beneficial Ownership Register is granted, in accordance with the rules on protection of personal data:

to authorities with supervisory and control powers, to judicial bodies, in accordance with Law No 135/2010 on the Code of Criminal Procedure, as amended, and to the Office, in a timely manner, without any restriction and without alerting the person concerned;

reporting entities when applying Know Your Customer measures;

any natural or legal person (for a fee).

#### **Which documents are being filed/stored (files, book of documents, statutes, general meetings minutes...)?**

The registration of legal persons, sole traders, sole proprietorships and family businesses carrying out economic activities and having the registered office /business located within the tribunal jurisdiction entails that the Trade Register keeps records of the registration documents of the persons undergoing registration **and the official archive of the incorporation or related amending documents and of other documents expressly provided for by law.**

The archiving of documents substantiating the entries in the Trade Register consists of keeping and preserving, on paper and/or in electronic format, all of such documents, as well as the documents attesting to the entries made by registered persons, the annual financial statements, the report and, where applicable, the consolidated report of the management board and board of directors, respectively, the auditor's report or the financial auditor's report, where applicable, the consolidated annual financial statements and the registers of legal persons, which are submitted to the Trade Register.

The file of every professional listed in the Trade Register includes all documents submitted in connection with the registration or with any operation which is listed in the Trade Register under the law and the documents attesting to registration. The documents listed in the Trade Register with a view to carrying out certain pre-registration procedures required by law are kept in a separate folder. After registration, they are enclosed in the relevant professional's folder.

The documents of natural and legal persons listed in the Trade Register are archived in compliance with the provisions of National Archiving Law No 16 /1996, as republished.

#### **How can I perform a search (and what are the available search criteria)?**

##### **On the website of the register**

The interested person may search information on the ONRC website by typing a keyword in the search field.

##### **What are the available search criteria?**

The information available free of charge through the service [Recom on-line](#) can be searched using the following criteria:

name of the professional;

trade register number;

unique registration number;

County where the registered office/business is located.

**General information for interested persons** available free-of-charge from the online Recom service includes:

firm and legal form;

the registered/professional seat and, in the case of branches, the Member State in which it is registered;

the serial number in the trade register, the EUID and the unique registration code;

status;

the website, if any;

the legal representatives of the legal person and whether they are empowered to act jointly or separately, as well as the representative of the family business;

branches opened in another Member State, including the firm, registration number, EUID and the Member State in which the branch is registered.

#### **How can I obtain documents?**

##### **Free of charge?**

Information and documents concerning professionals listed in the Trade Register are issued free of charge to public authorities and institutions, with the exception of those fully funded from own revenues, to courts and prosecutor's offices attached thereto, and to accredited diplomatic missions and other legal persons under the law.

The National Trade Register Office and the Trade Register offices attached to tribunals issue specific information recorded in the Trade Register, free of charge, to journalists and mass media representatives. The information released to journalists and mass media representatives may be used only to inform public opinion.

#### **For a fee?**

The Trade Register Office shall issue, at the expense of the requester, information, certificates regarding the entries in the Trade Register and certificates confirming whether or not a given document or act has been recorded, copies and certified copies of the entries in the register and of records from the documents submitted, for a fee. The documents concerned may also be requested and issued by post.

**How can I obtain information, certificates regarding the entries in the Trade Register, certificates confirming whether or not a given document or act has been recorded, and copies and/or certified copies of all the documents registered or submitted?**

#### **Means to access the information:**

online, by accessing the [InfoCert service](#) (an electronic signature is not required; payment is made only by card)

online, via the ONRC portal, [here](#) (an electronic signature is required; payment is made by card or money order)

e-mail: [onrc@onrc.ro](mailto:onrc@onrc.ro) (payment by money order or at the cashier counter)

fax No + 40213160829 (payment by money order or at the cashier counter)

by post (payment by money order; the additional fee of RON 7,68 is charged)

at the front desk – ONRC and [Trade Register offices attached to tribunals](#).

Certificates of findings can be obtained online via the [InfoCert service](#). The service can be accessed via the [ONRC portal](#), the Information – *Certificate of Finding section* and, as regards the method of payment, it is done online using a Visa or Mastercard bank card. *The InfoCert electronic service* automatically provides documents with an electronic signature, without the intervention of the data controller, 24/24 hours, 7/7 days, and the payment is made electronically using a bank card, the applicant obtaining an electronic invoice, and the applicant does not need to have an electronic signature.

Through the **Recom online service**, the subscription-based component, which is accessible after the conclusion of a contract with the beneficiary, with access provided for 24 hours out of 24, can obtain certificates and/or information from the business register online.

#### **Means to obtain (a) certified copy (ies) of a document from the archive:**

at the front desk – [Trade Register offices attached to tribunals](#)

by post;

online (electronic signature required).

#### **Means to obtain duplicates of certificates attesting to the submission of declarations on honour for authorisation of business**

at the front desk – [Trade Register offices attached to tribunals](#)

by post.

#### **Procedure of registration**

**How can I launch the registration procedure (how to submit applications to the register, certification of documents, type of documents which need to be attached)?**

##### **In person**

The application for registration or some other type of application, where applicable, accompanied by the documents required for registration, are to be submitted to the front desk or delivered by post/courier to the trade register office with territorial jurisdiction over the registered office/place of business of the persons concerned/to any of the trade register offices by the persons listed in Articles 79 to 81 of Law No 265/2022, in person or by an agent.

The application for registering a legal person in the Trade Register is signed by the legal representative of that person or by his/her agent, under an authentic special or general proxy, or by a lawyer, under a power of attorney, or by any associate, shareholder or board member.

The application for registering the branch of a legal person, which is located in Romania or abroad, is signed by the representative of the legal person concerned, who conducts directly the business of the branch, in person or by his/her agent, under an authentic special/general proxy, or by a lawyer, under a power of attorney.

The application for registering a sole trader and a sole proprietorship is signed by the natural person who applies for registration as a sole trader and by the holder of the sole proprietorship respectively, in person or by his/her agent, under an authentic special/general proxy, or by a lawyer, under a power of attorney.

The application for registering a family business is signed by the representative designated under the document of incorporation or by his/her agent, under an authentic special/general proxy, or by the lawyer, under a power of attorney.

The documents submitted in support of the applications for registration are to be drawn up in Romanian.

The applicants or the persons listed in the Trade Register may support the applications for registration with documents drawn up in one of the official languages of the Member States of the EU or of the European Economic Area in which they are residents; these shall be accompanied by translations into Romanian done by an authorised translator.

Documents translated into one of the official languages of the Member States of the EU may be published, on request, where they were submitted in the form of an authorised translation.

The documents translated into a foreign language must feature either a two-column layout, with the Romanian text in the first column and the foreign language text in the second column, or a sequential display, i.e. the Romanian text followed by the foreign language text.

In case of inconsistency between the documents and information published in Romanian and the voluntarily published translation, the latter may not be enforced against third parties; third parties may nevertheless rely on the translation voluntarily disclosed, unless the company proves that the third parties had knowledge of the version which was the subject of the mandatory disclosure.

The documents required to substantiate the application for registration, which are classified as official acts, are to be submitted to the Trade Register office in accordance with the law.

##### **Online**

The application for registration and the documents required by law may be sent electronically, i.e. via [the e-service portal](#) or [by e-mail, with a qualified electronic signature](#) included, attached or linked.

#### **How are the submitted applications examined?**

The application for registration in the Trade Register is settled by the registrar, based on documents, within one working day from registration of that application.

If the application for registration and the related supporting documents, or the standard form of the incorporation document, as the case may be, are incomplete or do not meet the legal requirements on the establishment, incorporation, organisation and functioning of professionals who must register or if the registrar considers that further information or documents are required to settle the application, he/she will issue an order to set a time limit for the documents to be corrected or completed of not more than 15 calendar days.

The time limit and reasons for postponement are posted in the ONRC e-service portal and may also be consulted at the workstations set up on the premises of the Trade Register offices.

The time limit for settling the application for registration and that for issuing the documents required by law are revised accordingly.

If the applicant corrects/completes the application for registration before the time limit set by the registrar has expired and requests a revision of the time limit for settlement, the application for registration is settled in the day following that of correction/completion.

If the applicant fails to meet their obligations, as set out in the order for postponement, the application for registration is rejected.

If the applicant relinquishes the resolution of the application referred to the Trade Register offices attached to tribunals and if the applications for registration are rejected, the fee for publication in the Official Gazette of Romania is to be returned if it has been paid.

At the request of the party concerned or their representative, a public hearing is organised in order to settle the application for registration.

#### **Legal effects of the registration**

##### **Effect of entries on third parties according to Article 17 of the Directive (EU) 2017/1132**

The provisions of national law under which third parties may use the information and documents registered in the commercial register, in accordance with the provisions of 17 of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law, are as follows:

In accordance with Article 4 (1) of Law No 265/2022, the Trade Register is the public service of general interest, which ensures the registration and publicity of professionals who are authorised natural persons, sole proprietorships and family businesses, the registration and publicity of professionals, European companies, cooperative societies, European cooperative societies, cooperative credit organisations, economic interest groups and European economic interest groups with their principal place of business in Romania, the registration and disclosure of their branches and of branches of legal persons listed with their head office abroad.

Furthermore, in accordance with Article 43 (1) of Law No 265/2022, the professionals referred to in Article 4 (1) are required, in the course of carrying out their activity or when it is terminated, to request the registration of particulars relating to the acts and facts for which registration is provided for by law.

The information recorded in the Trade Register is provided and *copies of related documents are issued* in accordance with Article 11 of Law No 265/2022 on the Trade Register and amending and supplementing other legislative acts relevant for registration in the Trade Register:

The Trade Register is publicly available. The Trade Register Office issues, at the request and expense of the interested party, in Romanian, in compliance with personal data protection legislation, information and certificates regarding the entries in the Trade Register as well as certificates confirming whether or not a given document or act has been recorded, copies and/or certified copies of all the documents recorded or submitted, or of any part thereof, in the form submitted in support of the applications for registration.

The request for information and documents should be either submitted to the front desk, or sent by post or courier services or by electronic means, together with a copy of the identity document, except where the request is signed using the qualified electronic signature.

The Trade Register Office issues the documents referred to in point 1 either by electronic means, i.e. in an electronic form, signed using the qualified electronic signature or the qualified electronic seal, where applicable, or on paper, at the ONRC registered office or the Trade Register offices, or by post or courier services.

Copies are duly certified. Electronic copies are certified by adding the electronic signature. Copies not formally certified may also be issued on request.

Electronic copies of the documents and information referred to in point 1 shall also be made publicly available through the trade registers interconnection system.

The documents received, i.e. those sent by electronic means, shall also be handled by interconnection with the electronic Point of Single Contact (PSC), hereinafter the 'PSC', in accordance with Government Emergency Order No 49/2009 on the freedom of establishment of service providers and the freedom to provide services in Romania, approved as amended and supplemented by Law No 68/2010, as subsequently amended.

A fee shall be charged under a rating system for the information and documents issued, as established by an order of the Minister for Justice, which may not exceed the administrative costs required to issue the information or documents concerned and which includes the costs of developing and maintaining the trade register.

The information and documents referred to in point 1. shall be issued free of charge to public authorities and institutions and to diplomatic missions accredited in Romania.

The information referred to in point 1 shall be issued free of charge to legal persons other than those listed in point 8 if they are expressly provided for by law.

The ONRC and the trade register offices shall issue, free of charge, specific information recorded in the trade register, which can be used solely for public information purposes, to journalists and mass media representatives.

*The enforceability of the documents and acts of persons* subject to the obligation to be entered in the Trade Register is provided for under Article 46 of Law No 265/2022 on the Trade Register and amending and supplementing other legislative acts relevant for registration in the Trade Register:

Registration and mentions may be enforced against third parties as from the date they are entered in the Trade Register or published in the Official Gazette of Romania, or in the Trade Register Electronic Bulletin, as provided for by law.

Persons subject to the obligation to request entry of a record may not claim enforceability against third parties of unrecorded documents or acts, unless they can prove that the latter were aware of those documents and acts. However, third parties can always invoke documents or acts that have not been disclosed, unless the fact that they were not disclosed cancels their effect.

*The National Trade Register Office shall publish on its website and on the online services portal and submit for publication on the European e-Justice Portal up-to-date information on national law as regards the advertising and enforceability against third parties of documents, acts and mentions of persons required to register in the commercial register.'*

Moreover, companies are subject to the following special provisions in this respect, i.e. Articles 50 to 51 of Companies Law No 31/1990, republished, as subsequently amended and supplemented:

#### **Article 50**

Documents or acts that have not been publicised as stipulated by law cannot be enforced against third parties, unless the company can prove that the latter were aware of them.

The operations performed by the company before the 16th day from the date of disclosure required by law may not be enforced against third parties who prove that it was impossible for them to know of such operations..

#### **Article 51**

However, third parties can always invoke documents or acts that have not been disclosed, unless the fact that they were not disclosed cancels their effect.

Pursuant to Article 7 (1) of Law No 265/2022, the commercial register is structured into the following categories of registers:

a register for the registration of companies, national companies, autonomous corporations, economic interest groupings, European companies, European economic interest groups, other legal persons expressly provided for by law, with their principal place of business in Romania, their branches and, where applicable, branches of legal persons with their head office abroad;

a register for the registration of European cooperatives and cooperative societies with their head office in Romania, their branches and, where applicable, branches of European cooperative societies or cooperative societies with their head office abroad;

a register for the registration of authorised natural persons, individual companies and family businesses, with their professional headquarters and, where applicable, sites in Romania.

In accordance with Article 5 (1) of Law No 265/2022, registration in the Trade Register is made on the basis of the registrar's conclusion deciding on applications for registration or, where applicable, on the basis of a final court decision or, where provided for by law, an enforceable decision. Where registration is ordered by a court, this can also be done on the basis of the procedural document containing the operative part of the court decision.

In accordance with Article 107 (2) of Law No 265/2022, the date of registration in the commercial register is the date on which the entry was actually entered in that register.

In accordance with Article 107 (3) of Law No 265/2022, registration in the Trade Register is to take place within 24 hours of the date on which it was ordered by the registrar by way of conclusion.

In accordance with Article 6 (1) of Law No 265/2022, the Trade Register is kept by the ONRC, in an information system, and registration in the Trade Register and other registers kept by the ONRC is carried out electronically.

#### **Discrepancies between the register entry and its publication**

Registration and mentions may be enforced against third parties as from the date they are entered in the Trade Register or published in the Official Gazette of Romania, or in the Trade Register Electronic Bulletin, as provided for by law.

The operations performed by a natural or legal person before the 16th day from the date of their registration in the Trade Register are not enforceable against third parties who prove that it was impossible for them to know of such operations.

Persons subject to the obligation to request entry of a record may not claim enforceability against third parties of unrecorded documents or acts, unless they can prove that the latter were aware of those documents and acts. However, third parties can always invoke documents or acts that have not been disclosed, unless the fact that they were not disclosed cancels their effect.

The documents referred to in Article 16 (1) of Law No 265/2022 shall be sent electronically by the Trade Register Office for publication to the Official Gazette of Romania, no later than 3 working days from the date of registration in the Trade Register.

In the event of inconsistency between the entries in the Trade Register and those in the documents enclosed in the file of the professional listed in the Trade Register, as provided for in Article 8 of Law No 265/2022, the entries in the register prevail before third parties.

As concerns the documents and information published in the Bulletin or, where applicable, in the Official Gazette of Romania, if there is any inconsistency between them and the documents recorded in the register, the latter prevail before third parties.

If the inconsistency referred to above occurs for reasons not attributable to the professional concerned, the Trade Register office or, where applicable, the 'Monitorul Oficial' Public Corporation will correct the entry in the register, more specifically, it will republish the rectified text, in the form of an extract, at its own expense, at the professional's request.

#### **Who has the responsibility for the accuracy of the records?**

Documents and acts required by law are listed in the Trade Register, where applicable, at the request of natural and/or legal persons subject to the registration obligation, of any other interested parties or on own motion.

The professionals referred to in Article 4 (1) of Law No 265/2022 shall, in the course of carrying out their activity or at the end of the activity, be required to request the registration of particulars relating to the acts and facts the registration of which is provided for by law, no later than 15 days after the date of the acts or events subject to the obligation to register.

Entries are made in the register also at the request of interested parties, in the cases provided for by law, within not more than 30 days from the date when they have become aware of the document or act subject to registration.

The applicants and, where applicable, their legal representatives/agents are held liable, under the law, for the legality, authenticity and accuracy of the data in the applications for registration and in the documents submitted in support thereof.

*In accordance with Article 5 (1) of Law No 265/2022, registration in the Trade Register is based on the registrar's conclusion deciding on applications for registration or, where applicable, on the basis of a final court decision or, where provided for by law, an enforceable decision. Where registration is ordered by a court, this can also be done on the basis of the procedural document containing the operative part of the court decision.*

Pursuant to Article 107 of Law No 265/2022, if legal requirements have been met for the establishment, incorporation, organisation and functioning of professionals who are under the obligation to register, the registrar issues an order for admitting the application for registration within one working day from the date of registration of that application with the Trade Register office or, where applicable, from the date when all formalities have been carried out and all documents and information have been received, as ordered by the registrar, for incorporation and registration.

The date of recording in the Trade Register is the effective date of entry in that register.

Records in the Trade Register shall be entered within 24 hours of the date of the order issued by the registrar.

Legal persons acquire legal personality on the date of effective entry in the Trade Register.

The registrar's order is enforceable, unless otherwise provided for by law, and is subject only to a complaint procedure. The complaint does not suspend the enforcement. The proceedings under which a decision is made to enter records in the Trade Register are carried out by the ORCT staff.

#### **Data protection procedures**

##### **Procedures relating to the data subject's rights regarding the publication and storage of their personal data**

In carrying out their duties, as provided for in the legislative acts regulating the activity of the trade register, the National Trade Register Office and the Trade Register offices attached to tribunals/territorial offices collect and process data and information, including personal data, which are covered by the provisions of Regulation (EU) No 679/2016 of the European Parliament and of the Council on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

As personal data controller, the National Trade Register Office has put in place adequate technical and organisational measures with the aim of ensuring compliance with all legal provisions on personal data protection and processing.

The personal data of a natural person is collected for definite, explicit and legitimate purposes and is not processed subsequently in a way that is incompatible with these purposes (the purpose limitation principle).



Personal data provided by applicants by completing/filing applications and by submitting acts/documents in support thereof is processed with a view to carrying out the main specific obligations/duties/functions of the Trade Register.

The information recorded in the central computerised Trade Register/integrated information system is stored for an unlimited period. Applications for registration (forms) in the Trade Register, which are filed for the purpose of registering the professional, of entering records in the register on the professionals' documents and acts, as well as the documents submitted in support thereof are archived in the professional's file (on paper and electronically). Publication of documents issued as a result of entering records in the trade register/prepared by the helpdesk staff complies with the provisions of the General Data Protection Regulation and *such data is limited to the surname and forename, date and place of birth, nationality and country of residence of the persons concerned, unless the law provides otherwise.*

The information regarding the personal data that can be made public, with reference to the natural persons acting in a certain capacity/holding a position with a professional entered in the Trade Register, is the following: surname and first name, date and place of birth, nationality and country of residence, except where the applicant is an entity who has access to personal data under the law.

The copies or the certified copies of the documents enclosed in the professional's folder recorded in the Trade Register, which are issued to applicants, shall only include: surname and first name, date and place of birth, nationality and country of residence of the persons listed in those documents, except where the applicant is an entity who has access to personal data under the law.

The exchange of information with public authorities and institutions, under cooperation protocols concluded with the aim of complying with an explicit statutory obligation, must be consistent with legal rules on protection of persons with regard to the processing of personal data and on the free movement of such data.

The list of public authorities and institutions with whom the ONRC concludes cooperation protocols is posted on the ONRC website.

Historical reports and certificates issued by the ONRC and the Trade Register Offices, as well as copies or certified copies of documents submitted in support of applications for registration, shall contain all the personal data recorded in the Trade Register if they are transmitted at the request of the persons concerned or of the institutions or competent authorities, in accordance with a legal obligation, in order to fulfil a legal obligation or to perform their duties, and to other natural or legal persons, including other public institutions, in accordance with Article 11 (1) of Law No 265/2022, exclusively the following data: surname and first name, date and place of birth, nationality and country of residence.

The National Trade Register Office ensures that data subjects exercise their rights under Regulation (EU) No 679/2016: right of information and access to and rectification or erasure of personal data, the right to restriction of processing, the right to data portability, the right to object, the right not to be subject to a decision based solely on automated processing, including profiling, the right to lodge a complaint to the National Personal Data Processing Supervisory Authority [Autoritatea Națională de Supraveghere a Prelucrării Datelor cu Caracter Personal] (B-dul G-ral Gheorghe Magheru nr. 28-30, sector 1, Bucharest). The abovementioned rights, subject to the requirements and exceptions under Regulation (EU) No 679/2016, may be exercised by sending a written request, duly dated and signed, by mail, to the following address: Bucharest, Bd. Unies, No. 74, bl. J3b, Section II + III, sector 3, postal code: 030837 or by e-mail at: [datepersonale@onrc.ro](mailto:datepersonale@onrc.ro).

Pursuant to Article 37 of the General Data Protection Regulation, a personal data protection officer has been appointed within the institution, whose contact details are posted on the website under [Personal data](#).

#### Contact details

Contact details are available [here](#).

#### Useful links

[Official website of Romania's Trade Register](#)

[E-services portal of Romania's National Trade Register Office](#)

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