

## **Business Information Act**

(244/2001; amendments up to 1491/2001 included)

By decision of Parliament, the following is enacted:

### *Section 1 - Scope of application*

This Act applies to granting and use of uniform codes identifying businesses and organisations, as well as to notifying, collecting, and filing identification and basic information on businesses and organisations for the business information system jointly maintained by the National Board of Patents and Registration of Finland and the Finnish Tax Administration, to maintaining the system and to excerpting information entered into the system.

The provisions of this Act also apply to notifying information on businesses and organisations and to submitting information for the basic registers related to the business information system, as laid down in the present Act and elsewhere in law.

### *Section 2 - Definitions*

For the purposes of this Act,

- (1) *a business identity code* means a code, consisting of a consecutive number and a control number, given to each party liable to register and by which the party can be identified;
- (2) *an organisation* means legal persons, as referred to in civil and public law, mentioned in section 3(1);
- (3) *a business* means an organisation engaged in a business and a business of a natural person, as well as other entities to be registered as mentioned in section 3(1);
- (4) *a party liable to register* means businesses and organisations and the entities to be registered as mentioned in section 3(2);
- (5) *a business information system* means a uniform information system maintained by means of automated data processing, which consists of the identification and basic information on the parties liable to register filed for the use of the authorities maintaining the system; of the register containing this information; and of the necessary connections to the systems maintaining the information and to general data networks;

- (6) *a business identity code register* means a register intended for general use, consisting of information as provided in this Act to be filed in the business information system, and
- (7) *basic registers* mean the trade and foundation registers related to the business information system that are maintained by the National Board of Patents and Registration of Finland, and the employer register, prepayment register and the VAT register maintained by the tax administration.

### Section 3 – *Entities to be registered in the business information system*

The following businesses or organisations to be registered in one or more relevant basic registers shall be registered in the business information system:

- (1) a natural person engaged in business activities or a death estate;
- (2) a general partnership, a limited partnership, a limited company, a cooperative, an association, a foundation and other legal person under civil law;
- (3) a State or State enterprise, municipality, a joint municipal authority, a parish and other religious community and other legal person under public law;
- (4) a European economic community of interests;
- (5) a branch office of a foreign organisation or foundation that is based in Finland;
- (6) a foreign entrepreneur to be entered into the VAT register in accordance with the Value Added Tax Act (1501/1993);
- (7) a business partnership or a deemed partnership referred to in the Income Tax Act (1535/1992); and
- (8) a benefit under joint administration referred to in the Income Tax Act.

The provisions of this Act on the registration of a business and an organisation in the business information system shall also be applicable to persons other than those referred to in subsection 1:

- (1) to an employer to be entered into the employer register referred to in the Prepayment Act (1118/1996);
- (2) to a natural person to be entered into the prepayment register referred to in the Prepayment Act;

- (3) to a party liable to VAT referred to in the Value Added Tax Act or to a person that applies for the status of a person liable to VAT in the manner laid down in the said Act; and
- (4) to a party liable to insurance premium tax referred to in the Act on Taxation of Certain Insurance Premiums (664/1966).

#### Section 4 – *Information to be filed in the business information system*

Besides the business identity code, the following identifying information on parties liable to register shall be filed in the business information system on the basis of a notification:

- (1) information on the name(s) under which the activities are pursued;
- (2) a domicile or municipality where the activities are managed;
- (3) the name and identity code of a natural person or, when an identity code may not be given to a person, his or her date of birth and the related internal code of the system, and
- (4) a postal or a visiting address and other contact information possibly given by the party liable to register.

The basic information of parties liable to register concerning the following matters shall also be filed in the business information system, as appropriate:

- (1) notes on the field of business, nature of the activities and language to be entered into the registers of the tax administration;
- (2) legal form under which the activities are practised;
- (3) entry of parties liable to VAT into the register and the grounds for doing so;
- (4) liability to insurance premium tax;
- (5) entry of parties into the prepayment register;
- (6) entry of parties into the employer register;
- (7) entry of a business or an organisation as a taxation entity other than that referred to in subsections 3 to 6 above;
- (8) application and entry into the trade register;
- (9) application and entry into the foundation register;

- (10) dissolution of a business or an organisation, interruption and termination of activities, as well as winding up of the business operations of a natural person; and
- (11) other legal operating capacity of a business or an organisation.

#### *Section 5 – Information to be entered into the business identity code register*

The information listed under section 4 above shall be entered into the business identity code register, except for the following information maintained for taxation purposes only:

- (1) the identity code of a natural person, the name of person if a registered commercial name is used in his or her activities, and an address other than that intended for general use;
- (2) the identifying and basic information of a natural person carrying out activities other than business activities and of a death estate, except for the information referred to in section 4(2)(2-7 and 10) above, and
- (3) the identifying and basic information of a deemed partnership, except for the information referred to in section 4(2)(2-7 and 10) above.

The contact information of a business or an organisation and other party liable to register whose activities are considered fully terminated is removed from the business identity code register after one year from the termination of the activities.

#### *Section 6 – Validity of the business identity code of a natural person*

A natural person receives one business identity code for the activities referred to in section 3, which is permanent. The business identity code of a natural person remains unchanged even when the business activities once terminated are later recommenced either in the former or a new field of business. The business identity code given to a natural person may not be assigned to another party and it may not be transferred to a different form of business set up as a result of a restructuring process.

If the undistributed death estate of a natural person resumes the business activities of the dead person, the business identity code of the dead person is used in the activities until the end of the third year subsequent to the year of death. After this, the business activities are considered to be practised, in taxation terms, as an organisation for which a business identity code of its own is given.

A separate business identity code is given to a bankrupt's estate of a natural person.

### *Section 7 - Validity of the business identity code of a legal person*

The business identity code of a legal person is permanent during the entire operational period. The code does not change, either, if the form of the legal person is changed as provided for in law.

In a merger the business identity code of the recipient legal person remains the same and the business identity codes of the merging legal persons cease to exist. In a merger where at least two legal persons merge by jointly establishing a recipient legal person, the new legal person thus established receives a new business identity code.

In a distribution where all the assets and debts of the legal person distributed are allocated among two or more recipient legal persons, each of the new legal persons receives a new business identity code. If the distribution is realised in such a manner that only part of the assets and debts of the legal persons distributed are allocated to one or among more recipient legal partners, the business identity code of the legal person distributed remains the same and the legal person(s) to be established receive(s) a new business identity code.

If a general or a limited partnership is deemed to have been dissolved, a business identity code of his or her own is given to a natural person resuming the activities, and the provision of section 6 on the validity of the business identity code of a natural person shall be applied to the code.

A bankrupt's estate of a legal person receives a business identity code of its own.

### *Section 8 - Validity of the codes of other parties liable to register*

The business identity code of a party liable to register other than that referred to in sections 6 and 7, such as a deemed partnership or a shipping company under joint ownership referred to in the Income Tax Act, shall be transferred to the new entity in the change of the operating form referred to in section 24 of the Income Tax Act, in which the assets and debts, with the same values, of the activities previously performed are transferred to the successor.

### *Section 9 – Granting the business identity code*

A business identity code is given to a party liable to register on the basis of the start-up notification made by him or her, as referred to in section 10. The code is granted by either the National Board of Patents and Registration of Finland or the Finnish Tax Administration. Some other authority receiving notifications can also be authorised by Government decree to grant the code. The authority deciding upon the granting of the code shall enter the code into the register. The code may also be given on the initiative of an authority, if this is necessary in order to carry out the authority's statutory duty.

### Section 10 – *Start-up notification*

The establishment of a business or an organisation that is liable to register or the starting-up of a business shall be notified by means of a start-up notification form allotted for this purpose. The notification can be submitted to the National Board of Patents and Registration of Finland, a city administrative court, an Employment and Economic Development Centre or to a regional tax office.

The following information and documents shall be included in the start-up notification:

- (1) information in accordance with section 4(1) to be given in the basic part of the form and to be registered in the business information system, information on which registers the notification concerns, and contact information of a representative or other contact person;
- (2) in the tax authority's part, information to be registered as an employer liable to VAT, as an employer liable to insurance premium tax or as a regularly wage-paying employer, as well as information for registration in the prepayment register and for determination of the tax to be prepaid;
- (3) in the part of the National Board of Patents and Registration of Finland, such information that has not been notified in the basic part but that is to be registered in the trade and foundation register, and annexes to be filed on the basis of the form of activity.

Natural persons referred to in section 3(2)1-3 above that are not liable, subject to the provisions of the Prepayment Act or the Value Added Tax Act, to notify to be registered in the employer or prepayment register of the tax administration and the VAT register, and the natural persons referred to in subsection 3(2)4 may submit their information by using a form separately assigned for this purpose.

### Section 11 – *Amendment and termination notification*

An amendment to an issue filed in the business information system under section 4(1) shall be notified without delay by a notification form assigned for this purpose. The notification shall also be submitted in the case of amendments to information subject to section 4(2)2-10 or to their grounds, as in the case of amendment to other such state of affairs that is to be notified for the basic registers under the provisions in force.

In submitting a notification, the provisions of section 10(1) on the submitting of a start-up notification shall be followed.

### Section 12 – *Interruption of operations*

If a party liable to register has not started his or her business activities, or the activities started have been interrupted for a fixed period until further notice, this shall be notified by observing the provisions of sections 10 and 11 on submitting

a start-up notification or an amendment notification. If the activities are interrupted until further notice, information on removing the party from the prepayment and employer registers and the VAT register shall be entered into the business information system. The restart of activities shall be notified without delay by an amendment notification.

### Section 13 – *Entries of the authorities*

Of such an amendment to information included in the business information system that is registered in a relevant basic register without a specific notification on the basis of a communication issued by a court of law or an authority, or of such an amendment that the keeper of a basic register is otherwise entitled to make *ex officio* by virtue of the provisions concerning the register, a corresponding amendment shall also be entered *ex officio* into the business information system.

### Section 14 – *Liability to submit notifications*

The liability to submit a register notification rests on the following:

- (1) self-employed entrepreneur;
- (2) partners for a general partnership;
- (3) personally liable partners for a limited partnership;
- (4) ship owners for the shipping company under joint ownership;
- (5) regular members of the Board of Directors for a limited company, a cooperative, a savings bank, a mortgage society, an insurance company and an association of right of occupancy and a foundation;
- (6) regular members of the Board of Directors for a State enterprise;
- (7) Chairman of the Board of Directors for a non-profit association;
- (8) the person appointed as the person authorised to sign for a branch office of a foreign entrepreneur or as its representative;
- (9) director for a European economic community of interests, and
- (10) the parties liable to register mentioned in section 9 of the Act on Assessment Procedure (1558/1995) and the partners of a partnership referred to in section 13 of the Value Added Tax Act for the other parties liable to be registered in the registers of the tax administration.

In a limited company, a cooperative, a savings bank, an insurance company and a State enterprise, the Managing Director is also liable to file in an amendment notification; and in a company to which the Housing Companies Act (809/1991) is applied and in a right-of-occupancy association, the Superintendent as well.

Should a private entrepreneur or a partner of a general partnership or the liable partner of a limited partnership die, the distributee of his or her death estate, with the exception of a partner referred to in section 18 of Chapter 21 of the Code of Inheritance (40/1965), shall also be liable for submitting a notification. (1491/2001)

A start-up notification, an amendment notification or a termination notification shall be signed by a person liable for its submission or by a person authorised by him or her.

#### *Section 15 – Information to be given in letters and in forms*

A party liable to register that has been entered into the business information system and that has also been registered in the trade register, the VAT register, prepayment register or in the employer register shall mention the business identity code in his or her letter and forms. The letters and forms of a branch office of a foreign entrepreneur shall also contain a mention of the entrepreneur's business name, legal form, domicile, register into which the entrepreneur has been entered in his or her home country and the registration number in that register, and the possible liquidation.

The letters and forms of a bankrupt's estate shall also state the business identity code of the bankrupt.

The notation obligation concerning the business identity code laid down in subsections 1 and 2 above shall not apply to the letters and forms pertaining to the private household of a natural person.

#### *Section 16 – Excerpting information from the business identity code register*

Anybody shall be entitled to obtain information, excerpts and certificates on the markings of the business identity code register. Information in electronic format may be disclosed from the business identity code register, notwithstanding the provisions of section 16(3) of the Act on the Openness of Government Activities (621/1999).

Obtaining information from the business identity code register via open data networks is free of any charges. Otherwise the separate provisions of the Act on the Charge Criteria of the State (150/1992) shall apply to the charges collected.

#### *Section 17 – Registration liabilities of the maintaining authorities*

The legal effects of the information registered in the business information system shall be determined by virtue of the provisions on the basic registers. The National Board of Patents and Registration shall be responsible for the correctness of the markings made in the business information system as far as the information required to be entered into its basic registers is concerned, and the Finnish Tax Administration shall be responsible for any other data entered into the business information system.

### Section 18 – *Appeal and rectification*

In appeal and rectification, the provisions on them in terms of the relevant basic registers shall apply or as otherwise provided for on them.

### Section 19 – *Penal provisions*

A fine shall be imposed on anyone who on purpose or through carelessness neglects the submission of a notification under section 10(1) or section 11 or omits to notify the continuance of an interrupted activity referred to in section 12 for *omission of the business information notification*, unless the act is minor or no more severe punishment is laid down elsewhere in law for the act.

A fine shall be imposed on anyone who on purpose fails to comply with the provisions of section 15 on the information to be mentioned in letter and forms for *omission of the use of the business identity code*.

### Section 20 – *Further provisions*

Further provisions on the technical form of the business identity code, handling of the data in the business identity code register on businesses and organisations that have terminated their operations, maintenance of the business information system and on allocation of the costs among authorities, as well as on other implementation of this Act, are given by Government decree.

### Section 21 - *Entry into force*

This Act enters into force on 1 April 2001. However, section 16 of the present Act will not take effect until 1 June 2001.

This Act repeals the Decree on the Business Code (598/1991) of 22 March 1991.

The provisions laid down elsewhere in law on the business code and the trade and foundation register numbers shall be applied to the business identity code after the entry into force of this Act.

### Section 22 – *Transitional provisions*

Measures necessary for the implementation of this Act may be undertaken before the Act's entry into force. A business identity code may be given to the parties liable to register referred to in this Act even before the Act's entry into force.

The provision of section 19(2) above on the sanction for omittance of the information to be mentioned in letters and forms shall not apply, within one year from the entry into force of the Act, to such parties liable to register that have not been liable to use a corresponding code upon the entry into force of the Act. The business code or its abbreviation may be used in already existing letter and other forms as a distinctive mark corresponding to the business identity code during three years from the entry into force of this Act.

Of such businesses and organisations that were stated to have fully terminated their operations before the year 1999, only their name, business code and their winding-up date shall be available from the business identity register.