

## Changes in the functioning of the registers within the National Court Register – new rules governing financial statements filings, effective as of 15 March 2018

The first part of a major amendment to the functioning of registers within the National Court Register came into effect on 15 March 2018. The amendment was enacted by way of the National Court Register Act and Certain Other Acts Amendment Act of 26 January 2018 (Journal of Laws of 21 February 2018, item 398). The amendment concerns issues of major importance for the functioning of thousands of entrepreneurs who are currently registered with the National Court Register, because it introduces, among other things, the requirement to file electronic financial statements with the National Court Register. The changes to the functioning of the registers within the National Court Register result from the implementation of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law which introduces the so-called Business Registers Interconnection System (BRIS).

The financial statements should be approved by the competent governing body of a company within 6 months as of the end of the financial year. The approved financial statements should then be filed with the National Court Register within 15 days as of the approval date. This means that the financial statements for 2017 will be submitted according to the new rules by the absolute majority of companies for which the financial year corresponds to the calendar year.

Starting from 15 March 2018, only individuals who are members of the body authorised to represent the company (in the case of companies) or shareholders authorised to represent the partnership (in the case of partnerships) whose PESEL number (i.e., the national identification number) is disclosed in the register of entrepreneurs of the National Court Register will be able to file with the National Court Register financial statements along with other documents, referred to in Article 69 of the Accounting Act. The amendment does not envisage the possibility for those documents to be filed by a proxy or as part of other filings made during the registry proceedings. The legislator has not regulated the possibility for persons who are not required to have PESEL numbers, e.g. foreigners who sit on the management boards of companies, to file financial statements – this gives rise to serious concerns as to practical aspects.

Please note that having a PESEL number disclosed in the National Court Register will not suffice to file an application in an effective manner. A person who files the application must also have a qualified electronic signature or a signature attested with the ePUAP trusted profile; in addition, he or she must set up a special account in the ICT system. As of 15 March 2018, it is possible to submit the documents via the [ems.ms.gov.pl](https://ems.ms.gov.pl) portal free of charge.

The submissions will need to be accompanied by a statement to confirm that all the document submitted meet the requirements of the Accounting Act.

The above amendment is a part of far-reaching changes to the functioning of the registers within the National Court Register and the rules of preparing financial statements. There are more changes ahead of us – starting from October 2018, a new requirement will come into force and entrepreneurs will be required to make electronic financial statements using the electronic signature or the signature attested by the ePUAP trusted profile. In March 2020, all requests for disclosure of changes to the register of entrepreneurs within the National Court Register will be filed only via the ICT system.

If you have further questions, our lawyers from the Company Law & Corporate Governance Team will be happy to help you:



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