

The Newsletter of the National Court Register will help prevent theft of companies

LEGAL ALERT 5/2022

Theft of companies

The history of the National Court Register (*Krajowy Rejestr Sądowy*, “NCR”) shows that proceedings conducted before registry courts were sometimes initiated under false pretences for the purpose of stealing companies. This type of fraud involves filing applications with the NCR that are based on forged documents, typically with the aim of changing the composition of the management board or appointing new registered proxies in a target company. After the changes are entered into the register, the perpetrators can represent the target company and consequently dispose of its assets.

The NCR Newsletter – how does it work?

Such fraudulent actions will now be countered by the Act of 7 April 2022 Amending the Act on the National Court Register (“NCR Act”). The amendment introduces Article 10a to the NCR Act, where, under information about a new case (application) being recorded by a registry court and a new NCR entry being made for a particular entity, will be sent via an ICT system to all those that declared their willingness to receive such information. In practice, declarations as to which entities one would like to be notified about will be made via the Court Register Website (<https://prs.ms.gov.pl>).

Once logged into an account on the website, an additional tab will be visible where one will be able to enter the NCR numbers of the entities in respect of which they would like to activate the new functionality.

It will be possible to receive notifications from two of the three NCR registers, i.e. the Register of Business Entities and the Register of Associations, Other Social and Professional Organisations, Foundations and Public Healthcare Institutions. The Register of Insolvent Debtors is not covered by the amendment.

Notifications will only include basic data about registry cases and NCR entries. Once a case is registered, subscribers will receive notifications including the NCR number, the case number and the date of its registration. Making an entry in the register, on the other hand, will result in information on the NCR number of the relevant entity, the case number, the date of entry and the entry number being sent to subscribers. Nevertheless, it seems that, despite the limited scope of information so provided, eligible persons will be able to take actions to clarify the situation. When they receive the information, they will be able, for example, to review the registration files or verify the entry made in an excerpt from the National Court Register.

If an unknown application is noted, eligible persons will be able to participate in the pending proceedings and, in the event of noting an incorrect entry, they will be able to challenge the relevant decision of the registry court. In addition, they will be able to notify law enforcement authorities about attempted theft of the company and the use of forged documents by the applicants.

The NCR Newsletter – useful in everyday business

It is worth noting that the NCR Newsletter may also be very useful for entities that submit applications to change their data in the National Court Register. The sending of information about entries made will allow them to monitor the moment of registration of a given event in the National Court Register. As a consequence, it will enhance the process of obtaining information about the completion of pending proceedings.

The NCR Newsletter – limitations

Information about cases being registered or entries being made will be provided for the period indicated by the person concerned, no longer than one year. It will be possible to extend the above-mentioned period for no more than one year at a time.

Any person will be able to receive information about no more than fifty entities. The above limit is due to technical constraints. Without such limit in place, a subscriber may elect to receive information about an unlimited number of companies, which could lead to a system overload.

Impact on the existing regulations

The amendment to the NCR Act described above will provide entities with an additional information channel. The act, however, does not affect the legal presumptions contained in the NCR Act, notably the presumption of the accuracy of the data entered in the National Court Register.

Effective date

The amendments will come into force on 21 June 2022.

CONTACT:



Ph. D. Adam Puchalski
COUNSEL

+48 22 520 4305
ADAM.PUCHALSKI
@RYMARZ-ZDORT.COM



Ph. D. Łukasz Karasek
SENIOR ASSOCIATE

+48 22 520 4205
LUKASZ.KARASEK
@RYMARZ-ZDORT.COM



RYMARZ, ZDORT, GASIŃSKI, HER, UZIĘBŁO I WSPÓLNICY SPÓŁKA KOMANDYTOWA, a limited partnership entered in the Register of Business Entities kept by the District Court for the Capital City of Warsaw, in Warsaw, XII Commercial Division of the National Court Register, under KRS number: 0000026546, NIP (taxpayer identification number): 5252191456.