



Unique Company Identification

A Business Register's Perspective

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Identification of Registered Entities

This document makes a proposal for the adoption of a unified approach to the numbering of business entities. We are deliberately using the term “entities” although what is being addressed here is primarily the identification of companies. It is true to say that the same principles apply to any entity that is entered in a register. Apart from other business types, such as Limited Liability Partnerships, credit unions or co-operatives, we could also be discussing company directors, auditors or disqualified persons.

In establishing the location of entities we are assuming that there is a register and that the entity is uniquely identified in that register by a “number”.¹ For ease of comprehension we refer in this document to companies only.

The difficulty in identifying companies is a minor issue for the most registry administrators. However this becomes an acute issue in an international context as is evidenced in the BRITE project. BRITE (www.briteproject.net) is the acronym for ‘Business Register Interoperability Throughout Europe’. It is an EU Commission funded research project on the establishment of links between Business Registers. The work will focus on the practical communication links that will assist in the management of the registries in the face of increasing cross border trade in a multi-language environment.

BRITE has many components but the following are relevant to the discussion at hand:

Register of Registers

The BRITE project is tasked with developing an infrastructure to support inter-registry communications. The communications will be transmitted via a secure virtual private network of registries on the Internet. These registries will be identified by a central authority maintained by the European Business Register (www.ebr.org). It is necessary that BRITE implements a construct which is in effect a ‘Register of Registers’. The creation of such a register of registers will have many benefits outside of the BRITE project but we will not address those here.

Entity Identification

In general, messages exchanged between company registers will pertain to entities in those registers. An exception arises for certain queries, where the enquirer is attempting to determine whether a company, conforming to a set of criteria, exists in a register. Even in that case however, if a match is found, the response will itself pertain to one or more registered entities. The question that then arises is whether a

¹ While we use the term “number” we know that the actual value can contain letters or other characters.

unique company number is necessary. It is not necessary in the sense that a register of registers is.

Within any given identified register, and there may be more than one register per registry, the numbering sequence is assumed to provide a unique key to the company.

The register of registers will provide a unique identification of the register. Thus, coupled with the number in that register we can uniquely identify the registered entity. For example:

[Register Identifier] + [Number in register]

If, however, the register is also identified in the composite ID, identification could be further simplified. There are extensive benefits, outside of the communications between registers, which would encourage the establishment of a unique numbering structure. E-commerce has long been demanding a unique numbering system. The main offering is the D-U-N-S number created by Dun & Bradstreet:

http://www.dnb.com/US/duns_update/index.html. In Europe at least we are aware of the emergence of other competing systems. There are extensive discussions about company identification for example:

1. http://www.autoid.org/ANSI_MH10/2003%20ANSI%20MH10%20Document/s/aug/MH108_03035_EDIFICE_GUI.pdf
2. http://www.uc-council.org/ean_ucc_system/stnds_and_tech/eanucc-faq.html
3. <http://standards.ieee.org/faqs/OUI.html>
4. http://www.gs1uk.org/free_txt_temp.asp?fid=76
5. <http://www.vivavip.com/VIP-Issue1.pdf>

Given that company registries have already assigned a number to virtually every company in the world, the existence of alternative non-comprehensive systems points to a failure of the registries to present a comprehensible alternative based on existing registry systems. This document is not however an effort to replace other identification systems. What it proposes is a codification of a classification system for things that already exist.

European Company Law

The European First Directive on Company Law originally required that:

Member States shall prescribe that letters and order forms shall state ... the register in which the [company] file is kept, together with the number of the company in that register



In anticipation of the development of an agreed company number along the lines proposed herein, the Commission proposed, and the Council and Parliament agreed, to amend that requirement as follows:

*Member States shall stipulate that letters and order forms... shall state ...**the information necessary to identify** the register in which the file mentioned in Article 3 is kept, together with the number of the company in that register*

The same directive requires that, from January 1, 2007 that information should also be on a company’s web site. In Europe at least therefore, the position is that there is a way of creating a unique number that would require virtually no change to a registry’s system. In all other jurisdiction of which we are aware there is a similar numbering system within registries.

To create a unique ID system, what is required is an external representation of the company number with additional information to identify the register within which the number is unique. By ‘external representation’ we mean that, when it appears on documents or is contained in electronic messages, the full ID would be used, but there would be no requirement to alter the number.

The objective of this document is to propose the adoption of the unique identification system and that registries would adopt this system and include it on certificates of incorporation. As between a company and its “home” register the register identifier would not be necessary but could be included on forms or web sites as “pre-printed” blocks. The numbering structure proposed follows directly the manner in which companies can currently be uniquely identified, viz. a register identifier followed by the number in the register.

The following constraints arise:

1. Registries will not want to change their existing numbering system in any way.
2. While registries will hopefully be identified by acronyms, each registry will wish to be identified in a way that they are used to and will not wish to be confined to a fixed field length.
3. We cannot assume that the register identifier will be fully alphabetic and the company “number” fully numeric. Numbers in Sweden contain hyphens (ASCII 45); in Belgium full stops (ASCII 46) ; in South Africa “forward slash” (ASCII 47); in Spain open and close brackets (ASCII 40 and 41).

We need to separate the register identifier from the number and we need to do that in a structured manner. We propose a “Full Stop”, (US “Period”), ASCII 46. The use of ASCII 46 as a divider means that it cannot be used as part of the register identifier. It can however be used in the company number. The first occurrence of the character would be the divider and any subsequent occurrences would be a part of the number.

It would be very beneficial to have a check digit for the Unique ID. If registries wish to pursue a proposal for a unique ID we should have discussions towards an agreement on check digits.

The structure proposed includes a country identifier in the register identifier. This has two benefits. The first obviously, is that the identifier points immediately to the country in which the company is registered. The second is that countries can allocate register identifiers as they see fit, without contention with registries elsewhere. Disputes can be resolved where necessary by national authorities.

It is proposed that the ISO 3166-1-alpha-2 code list is used rather than the three character alternative. There are situations where the numbering system within a country is already unique and there is no need for a register identifier to identify the company. In that situation the two character ISO code for the country combined with the number will identify the company. In some circumstances however that will not identify the register.

In France while the INPI register contains all of the companies, and they are uniquely identified within that database, the company register itself is located elsewhere. In those circumstances the absence of an identifier for the register would mean that the number failed to meet the revised requirements of the First Directive. While that may be regrettable, the use of a register identifier in those circumstances can only be a recommendation and not a requirement as the ID will have met the essential requirement of being unique at the world level.

In Norway every company is registered in the Brønnøysund Register Centre (BRC) <http://www.brreg.no/english/> and so ‘NO’ (i.e. ISO country code for Norway) adequately identifies the register as well as the country. Norway could therefore register its country code in the register of registers and identify it as BRC.

Where a country opts to use only the ISO code as its register identifier, it would be possible to dispense with the separator character, provided that no full stop occurred within the company number. The absence of ASCII 46 from the ID would indicate that the register identifier was the same as the ISO country code. We would prefer to retain the divider as it would help to give recognition to the ID system.

Acronym for the system

In describing this proposal in the past we have used the acronym “WUID” for World Unique Identifier. We are now proposing a more descriptive acronym viz. “REID” for Registered Entity Identifier. Apart from being more informative, as to the purpose of the ID system, the revised version is not as close to the GUID, for Globally Unique Identifier.

<http://www.cnn.com/TECH/computing/9903/08/microsoft.privacy.02/>

The existence of an agreed acronym is important in e-commerce. Identification of the registration system (e.g. “D-U-N-S” as the Dun and Bradstreet number) is used in



messages in combination with the ID to allow trading partners to be directed to the correct system. A company may have several identifiers so we cannot claim this space for ourselves.

We could use BRID for Business Register ID but that should be reserved for the register of registers which will identify the business registers themselves.

Summary of Proposal

- A unique company identification system should be agreed upon.
- It would not be obligatory for registries to adopt the system.
- A register of registers should be established as being a place where registers could identify themselves.
- The identification of the register would be a string commencing with the ISO two character country code.
- The remainder of the register identifier would consist of a code or acronym for the register.
- After the register identifier, there would be a separator character ASCII 46.
- After the separator character there would be a company number that is unique within the register.
- The numbering system would carry the acronym “REID

Practical Example

The REID for Company number 209054 on the Irish, Companies Registration Office register of companies would be:

IECR.209054

Where ‘**IECR**’ is the register identifier as found in the register of registers

IE is the ISO two character code for Ireland

CR would be the acronym for the company register

“.” is the separator character ASCII 46

“209054” is the number that is unique in the CR register



In messages, such as through ebXML, the number would be identified by “REID” and it would be displayed as:

REID: IECR.209054

Conclusion

We are convinced of the value of a Unique ID system for both the registries and for companies in a global economy. We consider the above proposal is a minimalist approach that will achieve our objective.

It is our view that if this proposal were adopted by a number of registries, in due course the remaining registers would follow suit.

We are open to discussions in Europe and with our colleagues particularly in the CRF and IACA. Upon achieving consensus we would propose to seek international standards approval.