

Introduction

In this guide you will find a list of documents that you will need to provide us to enter into your ING Cash Management Agreement (ICMA) for entities registered in 18 jurisdictions.

This is an information document and does not constitute a client specific analysis. The Client Guide should be used as a reference to assist clients when entering into a cash management agreement with ING Bank. The requirements' list is not exhaustive and it may change depending on regulations or ING policies.

This guide does not contain a list of agreements that you will enter into with ING or securities/sureties (including corporate guarantees) that may be required from you to set-up your cash management structure. This guide also does not contain requirements related to overdraft facilities that you may need to set-up for your cash management structure.

To discuss the cash management requirements please contact your ING Bank representative.

Documentation improvements that matter

We have incorporated only 'must-have' documents into our cash management set-up package. We only ask for documentation that is regulatory and legally required with the goal of offering our clients transparency and ease in the cash management set-up process. The requested documents must be up to date (not older than 3 months).

Corporate Documentation

These are the minimum documentation requirements to verify the entity's existence and the identity of the authorized signatories: articles of association or extract of chamber of commerce for example. In some jurisdictions, to avoid that the validity of your cash management agreement may be challenged, a board resolution or a shareholders resolution may be required.

Power of attorney and Identification and Verification of the signatories

It is a requirement to identify and verify the signatories of the entity and their powers. You will, for example, need to provide us with a power of attorney evidencing the appointment of the client's authorized signatories if they are not the legal representatives.

Certification

It is a requirement to receive original or certified documentation, where applicable. Certified means "true copy of the original". Certification must be performed by an authorized ING representative or a public notary. In some jurisdictions documents should be notarized by a public notary and then Apostille certified.

Other jurisdictions

Although we are constantly extending our scope, we have not investigated all countries. For entities registered in any other country than the 18 countries mentioned in this client guide, please contact us so that we can give you more guidance and provide you with templates.

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Austria

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Excerpt Companies Register (Firmenbuch)	Certified true copy	A copy of an up-to-date excerpt from the companies' register (Firmenbuch) of the Austrian Account Holder. It is also required in order to ensure due execution of documentation. Each agreement is duly executed by a person who is (i) listed in the excerpt of the Austrian Commercial Register (Firmenbuch) as having the power to bind the Austrian Account Holder or (ii) authorised thereto by a power of attorney granted by any person referred to under (i).



Belgium

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Deed of Incorporation, Articles of Association	Certified true copy	A copy of the Belgian Account Holder's deed of incorporation and articles of association
Excerpt from the Crossroad Bank for Enterprises	Original or certified true copy	An up-to-date excerpt from the Crossroad Bank for Enterprises (Kruispuntbank voor Ondernemingen/Banque Carrefour des Entreprises) of the Belgian Account Holder.
Excerpt Commercial Register or Moniteur belge/Belgisch Staatsblad	Original or certified true copy	An up-to-date excerpt mentioning the statutory representatives in order to ensure that each agreement is duly executed by the statutory representatives of the Belgian participant (based on the articles of association of the Belgian Participant) as published in the Belgian Official Gazette (Moniteur belge/Belgisch Staatsblad)

Client Documentation (optional)

Corporate Resolutions and/or Power of Attorneys	Certified true copy	Only for any additional authorised signatories appointed in the corporate resolutions of the Belgian Participant or for any person authorised thereto by a power of attorney granted by the statutory representatives and /or authorised signatories.
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Bulgaria

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Extract Commercial Register (Търговски регистър)	Original or certified true copy	An up-to-date certificate from the commercial register (Търговски регистър) of the Bulgarian Account Holder. It is also required to ensure due execution of the documentation. Each agreement shall be deemed to be duly executed on behalf of a local entity if signed by a person who is (i) listed in the Bulgarian Commercial Register as having the power to bind the Bulgarian account holder or (ii) authorised thereto by a power of attorney granted by any person referred to under (i).



Czech Republic

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another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Extract Commercial Register	Original extract or certified true copy	Recent Extract from the Commercial Register or other register applicable by law, evidencing the existence of the legal entity and the power of representation.
Czech Insolvency Register	Original	An internet print-out of the extract from the Czech Insolvency Register in respect of the Czech Account Holder dated as of the date of signing the Agreement and certified by a director of the Czech Account Holder, evidencing that at the time of the entry by the Czech Account Holder into the Agreement the Czech Account Holder was not insolvent.

Client Documentation (optional)

Resolution of shareholder/general meeting/supervisory board/other body	Certified true copy	<p>When a Czech Account Holder is either (a) granting security to ING in order to secure a debt of any other entity without benefiting from it; or (b) becomes a co-debtor under the Agreement, (where the co-debtors are not jointly and severally liable or where there is a disproportion in their entitlements to draw funds under the facilities);</p> <p>Then prior written approval of the Agreement by the following corporate body of such Czech Account Holder is required:</p> <ul style="list-style-type: none">(i) general meeting in case of private limited company having two or more shareholder; or(ii) sole shareholder in case of private limited company having a sole shareholder; or(iii) supervisory board of a joint stock company; or(iv) a control body of any other legal entity and in case that the control body it is not established by a supreme body of the legal entity.
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France

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another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Articles of Association	Certified true copy	Articles of Association (statuts) or other constituent document including all amendments up to date.
Extract Commercial Register (Kbis)	Original or certified true copy	Recent Extract from the Commercial Register or, other register applicable by law evidencing the existence of the legal entity and the power of representation.
Non-bankruptcy Certificate (certificat de recherche de procédures collectives)	Original	Non-bankruptcy certificate (certificat de recherche de procédures collectives) from the competent Trade and Companies Registry (Registre du Commerce et des Sociétés) relating to each French Account Holder.
Board Resolution	Certified true copy	<p>The copy of the resolution of the competent corporate body approving the terms of, and the transactions contemplated by, the Agreement to which it is a party and resolving, inter alia, that the entering into the Agreement is in its corporate interest and that it will execute, deliver and perform the Agreement to which it is a party.</p> <p>This requirement does not apply if the legal representatives of the French entity provide ING with a special statement declaring that the entering into the cash management agreement corresponds to a usual intra-group transaction submitted to normal market conditions.</p>



Germany

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another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Extract Commercial Register (Handelsregister)	Certified true copy	<p>Recent Extract from a German Commercial Register (Handelsregister) or, other register applicable by law evidencing the existence of the German Account Holder entity and the power of representation of its representative.</p> <p>Each agreement is duly executed by one or more persons who are: (i) listed in the excerpt of the relevant Commercial Register (Handelsregister) as having the power to bind the German Account Holder, or (ii) authorised thereto by a power of attorney granted by any person referred to under (i).</p>



Hungary

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another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Extract Commercial Register	Original or certified true copy	Recent Extract from the Commercial Register (cégkivonat in Hungarian) or other register applicable by law, evidencing the existence of the legal entity and the power of representation.
Articles of Association	Certified true copy	Up to date Articles of Association.

Client Documentation (optional)

Shareholders Resolution/Board Resolutions	Certified true copy	Only if required in the constitutional documents of the company to enter into the cash management agreement.
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Ireland

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another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Articles of Association	Certified true copy	Up to date Memorandum and Articles of Association.
Certificate of Incorporation or Certificate to Trade (Residents only)	Original extract or certified copy or electronic copy	Issued by the Irish Companies Registration office. Note: Certificate to Trade only in case of a Public Company.
Board Resolution	Certified true copy	The Irish subsidiary will be required to approve the cash management agreement and the granting of a power of attorney and any related transaction through resolutions passed by its directors at a board meeting.

Client Documentation (optional)

Shareholders Resolution	Certified true copy	Only if required in the constitutional documents of the company to enter into the cash management agreement.
Power of Attorney	Certified true copy	Power of attorney evidencing the appointment of the client's authorized signatories if they are not the legal representatives.



Italy

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
A copy of the deed of incorporation and of the current by-laws	Certified true copy	Deed of incorporation (atto costitutivo) and up to date corporate by-laws (statuto).
Extract Chamber of Commerce Register (Visura Camerale)	Original	An original and up to date extract of the Chamber of Commerce register evidencing the existence of the legal entity and the power of attorneys to act on behalf of the company.
Board Resolution	Certified true copy	A copy of a resolution of the board of directors (or a committee of its board of directors) of the Italian Account Holder approving the terms of, and the transactions contemplated by the ING Cash Management Agreement and resolving, inter alia, that the entering into the ING Cash Management Agreement is in its corporate interest and that its obligations under the ING Cash Management relate to and serve its corporate purpose and that it will execute, deliver and perform the ING Cash Management Agreement.
Solvency Certificate	Original	A solvency certificate (certificato di vigenza) dated no earlier than five Business Days prior to the execution of, or the accession to (as applicable) the ING Cash Management Agreement for the Italian Account Holder confirming that no insolvency proceedings have been started in relation to it.



Luxemburg

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Articles of Association	Certified true copy	Articles of Association or other constituent document including all amendments up to date.
Extract Commercial Register	Original or certified true copy	A copy of the Trade Excerpt of the Luxembourg Account Holder. It is also necessary in order to confirm the persons having the power to bind the Luxembourg Account Holder and duly sign, execute and deliver the relevant documentation.
Negative Certificate Luxembourg trade and companies register	Original or certified true copy	An up-to-date negative certificate from the Luxembourg trade and companies register stating that no judicial decision has been registered with the Luxembourg trade and companies register by application of article 13, items 2 to 11 and 13 and article 14 of the Luxembourg law dated 19 December 2002 relating to the register of commerce and companies as well as the accounting and the annual accounts of companies, as amended (the "RCS Law"), according to which the relevant Luxembourg Obligor would be subject to one of the judicial proceedings referred to in these provisions of the RCS Law including in particular, bankruptcy (faillite), controlled management (gestion contrôlée), suspension of payments (sursis de paiement), arrangement with creditors (concordat préventif de la faillite) and judicial liquidation (liquidation judiciaire) proceedings.
Board Resolution	Certified true copy	Board of Directors Resolution to confirm action to authorise the entry into, execution and (if applicable) delivery of the documentation



Netherlands

[Choose another country](#)

Client Documentation (compulsory)

Document	Signing/Certification	Description
Articles of Association	Certified true copy	Articles of Association or other constituent document including all amendments up to date.
Extract Commercial Register	Original or certified true copy	Recent Extract from the Commercial Register or Notarial Deed in original or any equivalent, including all amendments up to date, evidencing the existence of the legal entity and the power of representation.



Poland

[Choose another country](#)

Client Documentation (compulsory)

Articles of Association (Residents only)

Certified true copy

Articles of association, including all amendments up to date, in form of notarial deed.

Extract Commercial Register

Original or certified true copy

Up-to-date excerpts from the relevant commercial register of the Polish Account Holder, including, if applicable, evidence that the person(s) executing documents on behalf of that Polish Account Holder are entitled to represent the Polish Account Holder. The document is also mandatory in order to ensure due execution of the documentation for the most common types of corporate entities in the country (limited liability entities and joint stock companies).



Portugal

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another country

Client Documentation (compulsory)

Articles of Association	Certified true copy	The document is mandatory also in order to ensure due execution of the documentation by the competent corporate body of the company. The Board of Directors or the duly authorised corporate body as per the Articles of Association of the entity.
Extract Commercial Register	Original or certified true copy or code of access to the company's permanent certificate	A copy of an up-to-date excerpt from the commercial register (certidão do registo comercial) or the access code to the online permanent certificate (certidão permanente) of the Portuguese Account Holder. This document is mandatory in order to ensure due execution of the documentation by a person with powers and capacity to bind the Portuguese account holder (either directors listed in the permanent certificate of the company or persons authorised to do so by a power of attorney granted by the person(s) with powers to bind the relevant account holder)
Board of Directors resolution	Certified true copy	Board resolution approving the proposed cash management structure. If a surety or security is granted by the company, the board of directors resolution must evidence that the security is granted for the Client's own interest or that the beneficiary from the security is in a group or controlling relationship with the Client. The granting of credits, loans or guarantees in favour of the company's shareholders and/or directors must be specifically approved.

Client Documentation (optional)

Power of attorney	Notarized or certified true copy	Power of attorney evidencing the appointment of the client's legal representatives and /or client's authorized signatories. Power of attorney may be granted by a Notary or certified by a lawyer.
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Romania *

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another country

Client Documentation (compulsory)

Constitutional documents	Certified true copy	Up to date constitutional documents of the Account Holder, demonstrating that it is authorized to perform the transactions contemplated by the Agreement, together with evidence that such documents have been duly filed and registered with all applicable registries (such copies to be certified by the directors of the respective party as a true and accurate copy thereof).
Trade Registry extract (<5 days)	Original or certified true copy	Original Trade Registry ascertaining certificates dated no more than 5 business days before signing of the Agreement, confirming that the Account Holder is operational as at the date of such extract, containing the shareholding structure, directors and power of representations and indicating that no claim for the winding-up, liquidation or insolvency has been recorded in the Trade Registry.
Shareholders' registry (for joint stock companies) (<5 days)	Certified true copy	As concerns joint stock companies, a copy of the shareholders' registry not older than 5 business days.
Resolution of competent bodies related to the cash pooling	Certified true copy	A copy of duly executed resolution of the competent body of the Account Holder (including the proof of its publication in the Official Gazette of Romania, if the case may be).**
NBR opinion	Copy	A copy of the answer provided by the National Bank of Romania (NBR) to the Account Holder's request for clarifications with respect to the implementation of the cash pool structure/Products provided under the Agreement and containing the interpretations given by NBR to the nature of the cash pool transactions in respect of the financial institutions' regulations.
Legal and tax opinion	Copy	A copy of the legal and fiscal opinion obtained by Account Holder from a specialized consultant containing the interpretation of the legal and fiscal issues that might arise following the

Client Documentation (optional)

Power of attorney	Certified true copy	A copy of the power of attorney granted by the Account Holder to the Cash Management Coordinator, if applicable.
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** Please note: Romania has a very restrictive legislation for cash management. Please contact us as soon as you are considering adding an entity registered in Romania in your ICMA.*

*** Please contact us for guidance on the content of the resolution.*



Slovakia

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another country

Client Documentation (compulsory)

Extract Commercial Register	Original or certified true copy	A copy of an up-to-date excerpt from the commercial register (Obchodný register) of the Slovak Account Holder.
Resolution of the Supervisory board	Original or certified true copy	A copy of a resolution of the Slovak Account Holder's supervisory board approving the entry by the Slovak Account Holder into the ING Cash Management Agreement and the terms and transactions contemplated by it.
Resolution of the Statutory Body	Original or certified true copy	A copy of a resolution of the statutory body of the Slovak Account Holder: (a) approving the terms of, and the transactions contemplated by the ING Cash Management Agreement and resolving, inter alia, that the entering into the ING Cash Management Agreement is in its corporate interest and that its obligations under the ING Cash Management relate to and serve its corporate purpose and that it will execute, deliver and perform the ING Cash Management; (b) if the Slovak Account Holder is not the Cash Management Coordinator, approving that the Cash Management Coordinator acts as its attorney including without limitation to: (i) Agree any of the changes, amendments and waivers made pursuant to the ING Cash Management Agreement; (ii) Receive and give notices, approvals, instructions and other communications; (iii) Agree fees; and (iv) Sign any document and take any other actions required in connection with the ING Cash Management Agreement.



Spain

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Excerpt issued by the Commercial Registry (Registro Mercantil) containing an up-to-date version of the company's articles of association.	Copy	The articles of association of a company may contain limitations to the powers of the management body. In the event the management body does not have enough powers, general meeting resolutions will be necessary. In addition, the articles of association also establish whether the directors may act severally or jointly with other directors.
Excerpt issued by the Commercial Registry (Registro Mercantil) on corporate Information.	Copy	Excerpt issued by the Commercial Registry (Registro Mercantil) containing an up-to-date version of the company's general corporate information (members of the management body, attorneys, etc).
Board of Directors Resolution(or the approval/decision of the equivalent managing body)	Copy	Board resolutions a. approving this type of transactions (usually ratified or supported by shareholders' resolutions approving the transaction) and b. evidencing the appointment of a director and whether such position as director is joint and several or not. Requirement not applicable if a shareholders resolution is provided.

Client Documentation (optional)

Express shareholders' meeting resolution (for PLL company only)	Copy	If the Spanish Participant is incorporated as Spanish private limited liability company (sociedad de responsabilidad limitada), in order to grant credits, loans or guarantees in favour of their shareholders and directors, an express shareholders' meeting resolution approving the granting of such credits, loans or guarantees will be required.
Power of attorney	Copy	The public deed evidencing the appointment of the client's legal representatives and copy of the notarized powers of attorney of the clients's authorized signatories.



Switzerland

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Articles of Association (Statuten)	Certified true copy	Copy of the articles of association (Statuten) of the Swiss Account Holder.
Excerpt from the Commercial Register (Handelsregisterauszug)	Original or certified true copy	A copy of an up-to-date excerpt from the commercial register (Handelsregisterauszug) evidencing due authority of the representative(s).
A resolution of the Board of Directors (verwaltungsrat), the managers (Geschäftsführer) or any other competent managing body of the Swiss Account Holder	Certified true copy	Board Resolution: (a) approving the terms of the entering into, and the transactions contemplated by, the ING Cash Management Agreement and resolving that it is in its best corporate interest and that its obligations thereunder related to and serve its corporate purpose; (b) authorising certain persons (Authorised Signatories) to execute and deliver the ING Cash Management Agreement; (c) if the Swiss Account Holder is not the Cash Management Coordinator, approving that the Cash Management Coordinator acts as its attorney as per wording of the ING cash management agreement.
Shareholders Resolution (<i>this is not required if all account holders are direct or indirect fully owned subsidiaries of the Swiss Account Holder</i>)	Certified true copy	Signed and dated minutes of a shareholders meeting: (a) see above; and (b) resolving that any distribution of corporate assets in connection with the guarantees, security and indemnities granted by the Swiss account holder under or in relation to the ING cash management agreement or any realisation thereof be and is approved in advance.



United Kingdom

Choose
another country

Client Documentation (compulsory)

Document	Signing/Certification	Description
Articles of Association	Certified true copy	A copy of the constitutional documents of the English Account Holder (Articles of Association and where relevant the Memorandum of Association) evidencing that it is permitted to enter into the ING Cash Management Agreement, Related Agreements and related Product Conditions. The Articles of Association are also required in order to check any provisions relating to signature powers.
Extract Commercial Register	Original or Certified true copy	Recent Extract from the Commercial Register (Certificate of Incorporation from Companies House) or other register applicable by law.
Board Resolution	Certified true copy	Entry into the ING Cash Management Agreement and execution of any documentation by an English Account Holder should be authorised by a board resolution.

Client Documentation (optional)

Power of attorney	Certified true copy	Under English law a power of attorney must be granted by deed. A power of attorney may be a general power or the attorney's power may be limited to certain specified acts.
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