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Data Required for the Incorporation of Limited Liability Company

As to the incorporation of a Swiss limited liability company there is a number of data required in advance. In order to facilitate the incorporation process, please find below in the first chapter a Questionnaire with a list of the most frequent **Data Required** to incorporate a limited liability company in Switzerland. The **Specifications** indicate where even more detailed information are required, and under the **Notes** you may find some useful addi-

tional information, example given on further inquiries or actions to be taken, or an indication of different options available to the founder(s).

For information purposes, the second chapter sets forth a list of documents to be drafted for the incorporation of a limited liability company and the third chapter shows a timeline of the incorporation process step-by-step.

I. Questionnaire regarding Data Required

1. Contact Address:

Last Name:	First Name:
Street:	
ZIP-Code / Place:	Country:
Telephone:	E-Mail:

2. Name of the Company:

Note: W&V to clarify the availability of the name with the Federal Commercial Registry.

3. Headquarter of the Company:

Note: Political municipality.

4. Domicile:

Note: Own premises or *c/o*. If *c/o*, a domiciliation declaration of the domiciliation agent is needed. Advice regarding domiciliation agent is available on request. If a domiciliation agent is indicated, please insert contact person as well.

5. Purpose of the Company:

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6. Founders (at least one)

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Number of capital contributions subscribed for: _____

Additional founder:

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Number of capital contributions subscribed for: _____

Note: If any founder is a legal entity, the notary public needs a legalised excerpt of the Commercial Register of this legal entity (and affixed with an apostil or superlegalization, if such legal entity is not Swiss domiciled).

In the absence of the founder(s) at the incorporation meeting, the notary public needs legalised Power of Attorneys of each founder (and affixed with an apostil or superlegalization, if the legalising notary public is not Swiss).

7. Beneficial Owners

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Number of capital contributions subscribed for: _____

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Number of capital contributions subscribed for: _____

8. Amount of the Share Capital

CHF: _____

Note: Minimum CHF 20'000.–

9. Nominal Value per Share

CHF: _____

Note: Minimum CHF 100.–

10. Kind of Contribution: In cash Contribution in kind: _____ Additional contribution: _____**Note:** Tick the boxes of the appropriate kind of contribution.

In case of contributions other than cash: details on the contribution and on the contributor required.

11. Managing Directors (at least one):*First Managing Director:*

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Signatory rights: _____

Second Managing Director:

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Signatory rights: _____

Third Managing Director:

Name: _____ Date of birth: _____

From (citizenship): _____

Residence: _____ Signatory rights: _____

Note: The Company has to be represented by at least one person with single signatory power or two persons with joint signatory power having its/their domicile in Switzerland (either Managing Directors or directors). In addition, at least one Managing Director has to be granted single signatory power or two have to be granted joint signatory power. If more than one Managing Director exists, the First Managing Director will be deemed the chairman.

12. Auditor(s) Yes / No (Opting out)

Company: _____ Contact person: _____

Address: _____

Telephone: _____ E-Mail: _____

Note: Auditors may be waived under certain circumstances. To be discussed, if the Company intends to waive the auditors.

13. Blocked Account of Cash Contributions at:

Bank: _____

Contact Person: _____

Address: _____

Telephone: _____ E-Mail: _____

Note: If required, assistance available to organize such blocked account.

14. Other Persons Authorized to sign (in addition to no. 11 above):

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Signatory rights: _____

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Signatory rights: _____

Name: _____ Date of birth: _____

From (Swiss citizens: place of origin; foreigners: nationality): _____

Residence: _____ Signatory rights: _____

Note: Possible functions: Chief Executive Officer, Director, Authorized signatory, etc.

15. Fiscal Year:

Note: Unless stated otherwise, the calendar year will be deemed as fiscal year; determination by the Managing Directors possible.

16. Specific Requirements:

Note: e.g. group structure, transfer restrictions.

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**CHECKLIST AS PDF:**

[http://www.wengervieli.ch/
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17. Specifically Requested Provisions of the Articles (if any):

Notes: e.g. non-competition for shareholders, obligations to provide supplementary financial contributions or ancillary performances, rights of first refusal, of preemption or of purchase, liquidated damages, etc. Template of Articles of Association attached.

18. Trademarks, Patents, Domains, etc:

Note: Please provide names of trademarks, patents, domain names, etc. which the Company intends to use.

19. Additional Documents, if Requested:

Note: e.g. shareholders' agreement, organizational regulations, mandate agreement

II. The Incorporation Documents

The following documents are required for the incorporation of a limited liability company:

- Public Deed;
- Articles of Association;
- Powers of Attorney (if necessary);
- Certified Excerpt of the Commercial Register (affixed with apostil or superlegazation) of (each) founder (if necessary);
- Circular Resolution(s) of the Managing Directors;
- Confirmation of a Swiss bank regarding the deposit of the cash contribution (if necessary);
- Agreement on the contribution in kind (if necessary);
- Founders' Report (in case of contribution in kind);
- Audit Report to the Founders' Report (in case of contribution in kind)
- Declaration of Acceptance for the election as Managing Director (legalized by a Swiss notary or with apostil or superlegazation affixed) and copies of their passports;
- Declaration of Acceptance for the election as auditors (or waiver form);
- Declaration of Acceptance of the domiciliation agent (if necessary);
- Signature sheets of all other people with signatory power (legalized by a Swiss notary or by foreign notary with apostil or superlegazation affixed) and copies of their passports;
- Application to the Commercial Register;
- Lex Friedrich-/Stampa-Declaration.

III. The Incorporation Process: Step by Step

<i>What:</i>	<i>Who:</i>	<i>Until:</i>
1. Gathering of all information by this Questionnaire	Client	_____
2. Preparation of all documents (drafts)	W&V	_____
3. Payment of Cash Contribution to Blocked Bank Account	Client	_____
4. Confirmation of examination of the Founders' Report (if necessary)	Auditor	_____
5. Pre-Examination of all documents by the Commercial Register	W&V	_____
6. Public Deed (Incorporation meeting)	W&V / Client	_____
7. Registration/Application of the Incorporation at the Commercial Register	W&V	_____
8. Issuance of share certificates (if requested)	W&V	_____