



CORPORATE HOUSEKEEPING CHECKLIST FOR START-UPS



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Once your start-up has been successfully incorporated, it should also be successfully managed. To this end, there are certain corporate housekeeping duties that every founder should know and observe: The regular holding of general meetings and board meetings, the careful storage of documents relevant to the company and the maintenance of a share register. These are just some of the ongoing obligations, which are not only of considerable importance in terms of clean corporate governance but also with regard to future financing and exit transactions.

Punctual Holding of the Annual General Meeting

The Annual General Meeting of Shareholders (*ordentliche Generalversammlung*) must be held within six months of the end of the financial year. The General Meeting of Shareholders must be convened by the Board of Directors in accordance with the notice period stipulated in the company's Articles of Association (usually 20 days). It is only if all shareholders attend the General Meeting or are represented by proxy that compliance with the notice period (the so-called "universal meeting" or *Universalversammlung*) is not required. With the entry into force of the revision of stock corporation law on 1 January 2023, the legislator has introduced numerous innovations making the General Meeting of Shareholders more flexible. It is now possible to hold the General Meeting of Shareholders as a virtual, hybrid or physical meeting and resolution can furthermore be passed in writing. Holding the General Meeting in virtual mode mandatorily requires a statutory basis; therefore, it is recommended to include this option in the Articles of Association from the start.

At the Annual General Meeting, the shareholders must decide on certain agenda items, including in particular:

1. the approval of the annual financial statements,
2. the appropriation of the balance sheet result,
3. the granting of discharge to members of the Board of Directors and the Management,
4. the re-election of members of the Board of Directors and
5. the re-election of the auditors.

Compliance with the above-mentioned six-month period is particularly important with regard to the re-election of members of the Board of Directors. According to the Federal Supreme Court, in case the Articles of Association provide for a one-year term of office for the Board of Directors, the term of office of the Board of Directors ends six months after the end of the relevant financial year, if no General Meeting

has been held by then or the (re-)election of the Board of Directors has not been put on the agenda of the General Meeting. From this point onwards, the Board of Directors is not properly constituted and there is a lack of organization. Complex questions then arise with regard to the liability of the members of the Board of Directors and the validity of resolutions passed by the Board of Directors. If the deadline for convening and holding the Annual General Meeting cannot be met, it is advisable to hold an Extraordinary General Meeting prior to the Annual General Meeting at which the members of the Board of Directors are re-elected.

On our [Digital Lawyer](https://wengerviel.ch/digitallawyer) we provide you with all relevant documents for the Annual General Meeting (invitation, minutes, power of attorney, etc.) free of charge (in German and English). Register now at wengerviel.ch/digitallawyer.

Election of an Auditor

Most founders choose not to elect an auditor when incorporating their start-up (so-called opting-out), as the requirements for an ordinary audit are often not yet met at the time of incorporation. However, as soon as the company has more than ten full-time employees in a financial year, the company is obliged to have an audit and therefore to elect an auditor. In this case, an auditor must be elected and entered in the commercial register before the Annual General Meeting for the financial year in which the threshold is exceeded.

You can create the registration of the auditor (personnel change) yourself, easily and free of charge, using our personnel change engine on our [Digital Lawyer](https://wengerviel.ch/digitallawyer).



Maintenance of a Share Register and List of Beneficial Owners

Every start-up is required by law to keep a share register with the shareholders (name and address) and the shares held by them, as well as a list of beneficial owners. Every shareholder who holds or acquires at least 25% of a company (alone or in joint agreement with third parties) must notify the company of the beneficial owner(s) of the shares. If the shareholder is a natural person, the shareholder himself is generally the beneficial owner of the shares (with the exception of fiduciary relationships, for example). However, if the shareholder is a legal entity, the natural person who has control over the legal entity in question (e.g. a majority of the participation and voting rights) must be reported as the beneficial owner.

You can download share register templates with an integrated list of beneficial owners free of charge from our [Digital Lawyer](#).

Share Transfers

With a view to a future due diligence, it is important that share transfers have been carried out seamlessly and validly since the company was incorporated. All share transfers must therefore be fully documented in writing.

The required documents include:

1. Declaration of assignment (if no share certificates have been issued) or transfer of the endorsed share certificates (if share certificates have been issued);
2. Resolution of the Board of Directors regarding approval of the share transfer, if required by the Articles of Association (which is the current standard);
3. Updated share register and list of beneficial owners.

It should be noted that the assignment declarations must be signed by hand or by means of a qualified electronic signature (QES). Simple or advanced signatures are not sufficient for a valid assignment of shares!

Retention of Corporate Documents

In the interests of proper corporate governance, all company law documents such as minutes, contracts for all transactions, share registers, public deeds including supporting documents, commercial register documents, documents relating to share transfers (share purchase agreement, declaration of assignment, board minutes), shareholders' agreements, employment contracts, loan agreements, etc. must be stored at least in electronic form, ideally already well structured, so that the aforementioned documents are quickly available in the event of a future due diligence.

Minutes of Meetings of the Board of Directors

It should be noted that meetings of the Board of Directors must be minuted and the corresponding minutes must be kept as mentioned. Unless a member of the Board of Directors requests a verbal discussion, the Board of Directors may also pass resolutions outside of a meeting in writing on paper or in electronic form.

Updating the Conditional Capital

If the Articles of Association of a start-up provide for a conditional capital and options have been allocated and exercised on this basis (e.g. to employees as part of an employee participation program), the share capital must be amended in the Articles of Association at the latest after the end of the financial year in question and the corresponding amendment must be submitted to the commercial register for entry. This first requires an audit by an auditor and then notarization by a notary.

Measures in case of imminent Insolvency, Capital Loss and Over-Indebtedness

Since 1 January 2023, the law has expressly stipulated the duty of the Board of Directors to monitor the solvency of the company. The Board of Directors fulfils this duty by prospectively making rough estimates of future inflows and outflows and recording them in a liquidity plan. If the company threatens to become insolvent, the Board of Directors must take appropriate measures to ensure its solvency.

If the last annual financial statements also show a capital loss, the Board of Directors must take immediate measures to eliminate this loss and restructure the company. A capital loss exists if the assets, less liabilities, no longer cover half of the sum of the share capital, statutory capital reserves not repayable to shareholders, and statutory profit reserves. Finally, if there is a concern that the company is over-indebted, i.e. the company's liabilities are no longer covered by assets, the Board of Directors must immediately have interim financial statements prepared at going concern and sale values, which must be audited by a licensed auditor. If the audit confirms over-indebtedness, the court must be notified, which will then initiate bankruptcy proceedings. Only under limited circumstances may the court not be notified (e.g. if a subordination of company creditors is declared in accordance with the law or if there is a reasonable prospect of eliminating the over-indebtedness within 90 days, excluding the risk to creditor claims).



If the Board of Directors does not comply with these obligations, this could result in personal liability for the members of the Board of Directors concerned. In case of doubt, legal advice should be sought regarding (impending) solvency, capital loss, or over-indebtedness.

Keeping proper Accounts

Properly kept accounts are important, especially in view of the aforementioned duties of the Board of Directors. In this respect, it is advisable to make use of fiduciary services for support with bookkeeping and tax matters.

Recruitment of Employees

As soon as a start-up hires its first employees, it is important to conclude employment contracts with all employees. You can find templates for this on our [Digital Lawyer](#).

It should be noted that the law requires certain terms of employment between the employer and the employee to be in writing. This means that these terms can only be validly concluded if they are signed by the parties by hand or by means of a qualified electronic signature (QES). This includes, for example, terms that deviate from statutory law with regard to overtime compensation, non-competition obligations and regulations on the assignment of intellectual property. These provisions are particularly important for the start-up. If the employment contract must be signed by both parties by hand or by means of a qualified electronic signature (QES), as mentioned above. Simple or advanced electronic signatures are not sufficient!

Further Contracts

On our [Digital Lawyer](#) platform, you will find further helpful templates for various contracts (e.g. loan agreement and non-disclosure agreement (NDA)).

Intellectual Property Rights

The protection of your intellectual property is important! Therefore, make sure that your intellectual property rights are protected as far as possible by registration in the relevant registers. It is also advisable to keep an up-to-date list of existing registration rights (trademarks, designs, patents) and registered signs (domains, social media profiles) and to manage deadlines in order to prevent accidental non-renewal and thus loss of the registration right or sign.

A monitoring system should be implemented to ensure that third parties do not infringe intellectual property rights.

Non-registrable rights such as copyrights (including software / source codes), know-how and trade secrets should also be inventoried in a list and adequately protected against unauthorized access and only disclosed to third parties subject to a contractual confidentiality obligation.

Data Protection

Data protection law entails a number of information and documentation obligations. It is important to have comprehensive knowledge of the personal data processed by the company at all times. This is best done in the form of a data processing directory, and data should also be classified according to risk.

Appropriate technical and organizational protective measures (so-called TOM) must be implemented and continuously reviewed and adapted where necessary. The TOMs taken must be documented in an internal data protection guideline.

A concept for the retention period of personal data, a concept for dealing with requests for information and a concept for dealing with data breaches are also required. Persons whose data is processed must be actively informed about the data processing in a data protection declaration. If third-party providers are used for data processing, a so-called order processing contract must be concluded with these providers. If a provider is located in a country without an adequate level of data protection, accompanying measures (such as data encryption) must be examined.

Employees should receive regular training on data protection issues and the training should be documented.

Insurance for Start-ups

Insurance can be crucial for start-ups, self-employed persons, and founders in order to ensure a relaxed working environment. An insurance broker can determine which types of insurance are advisable, e.g., as part of an analysis of the company structure. In any case, it is important to start identifying the insurance policies you need as early as possible and to allow sufficient time for this process. It is also important to take insurance costs into account and to include them correctly in your budget planning.



The following insurance policies are the most important. These are often offered as a complete package and are therefore cheaper.

Compulsory social insurance for company founders:

- Self-employment:
 - AHV / IV / EO
 - Family allowance
 - Unemployment insurance (ALV)
- Self-employed activity:
 - AHV / IV / EO
 - Family allowance
 - Unemployment insurance (ALV)
 - Occupational accident (UVG)
 - From an annual income of CHF 22'680 (as per 2025): Pension fund (2nd pillar)
 - If working more than eight hours per week: Non-occupational accident (NBU)

Other mandatory insurances:

- Motor vehicle insurance
- For some professions: Business/professional liability insurance

Important, but voluntary insurance:

- Accident insurance
- Daily sickness benefits insurance
- Legal protection
- Business/professional liability insurance (unless already mandatory)



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