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Data Required for the Incorporation of Swiss Stock Corporation

As to the incorporation of a Swiss stock corporation 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 stock corporation in Switzerland. The **Specifications** indicate where even more detailed information are required, and under the **Notes** you may find some useful additional 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 Swiss stock corporation 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:

Note: Template of Articles of Association attached.

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6. Founders (at least one)

Name: _____ Date of birth: _____
 From (Swiss citizens: place of origin; foreigners: nationality) _____
 Residence: _____ Number of shares subscribed for: _____

Additional founder:

Name: _____ Date of birth: _____
 From (Swiss citizens: place of origin; foreigners: nationality) _____
 Residence: _____ Number of shares 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 shares subscribed for: _____

Name: _____ Date of birth: _____
 From (Swiss citizens: place of origin; foreigners: nationality) _____
 Residence: _____ Number of shares subscribed for: _____

8. Types of Shares

Registered Shares or Bearer Shares, and, additionally, Participation Certificates

Notes: Tick the boxes of the appropriate types of shares. For practical reasons, we recommend registered shares.

9. Amount of the Share Capital

CHF: _____

Note: Minimum CHF 100'000.–

10. Nominal Value per Share

CHF: _____

Note: Minimum CHF 0.01. We recommend CHF 10 per share in order to retain up- and downside flexibility.

11. Minimum Capital to be paid in

Note: Minimum CHF 50'000.–

12. 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.

13. Board of Directors (at least one member):*First Member of the Board of Directors (BoD):*

Name: _____ Date of birth: _____
 From (Swiss citizens: place of origin; foreigners: nationality) _____
 Residence: _____ Signatory rights: _____

Second Member of the BoD:

Name: _____ Date of birth: _____

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

Residence: _____ Signatory rights: _____

Third Member of the BoD:

Name: _____ Date of birth: _____

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

Residence: _____ Signatory rights: _____

Note: Please note: The Company has to be represented by at least one person with single signatory power or two persons with joint signatory power domiciled in Switzerland (either board members or directors). In addition, at least one board member has to be granted single signatory power or two members have to be granted joint signatory power. If more than one member of the BoD, the First Member will be deemed the president of the board.

14. Auditor 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.

15. Blocked Account of Cash Contributions at:

Bank: _____

Contact Person: _____

Address: _____

Telephone: _____ E-Mail: _____

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

16. Other Persons Authorized to sign (in addition to no. 13 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, Deputy Director, Authorized signatory, etc.

17. Fiscal Year:

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

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**CHECKLIST AS PDF:**

[http://www.wengervieli.ch/
Publications/Checklist.aspx](http://www.wengervieli.ch/Publications/Checklist.aspx)

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18. Specific Requirements:

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

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 superlegalization) of (each) founder (if necessary);
- Circular Resolution(s) of the BoD;
- 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 into the BoD (legalized by a Swiss notary or with apostil or superlegalization 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 superlegalization affixed);
- 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	_____