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ESTABLISHING A LIMITED COMPANY IN SWITZERLAND

This short overview is intended to provide answers to initial some questions about what to know and consider when establishing a limited company in Switzerland. It is part of a series of short guides for setting up a business in different jurisdictions worldwide, which have been produced by members of Lawyers Cooperation.

Lawyers Cooperation is an international association of independent business law firms offering members and their clients access to an international business law resource and local expertise from across member countries.

For further advice and information about setting up a business in Switzerland, please contact **our member in Switzerland:**

LUTZ PARTNER Rechtsanwälte,
Tödistrasse 53, 8002 Zürich, Switzerland.
Tel.: +41 44 368 50 50 **www.lutz-partner.ch**

This guide is also available for Austria, Belgium, Chile, Germany, Hungary, Italy, Netherlands, Poland, Portugal, Romania, Spain, Sweden and the United Kingdom. The information is provided by our members who are located in these countries. If you need local advice or support in any of these jurisdictions, please search for our member firms on our website.

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SETTING UP A LIMITED COMPANY IN SWITZERLAND - YOUR QUESTIONS ANSWERED

1. Name of a limited company in the native language

German: Aktiengesellschaft, French: Société anonyme, Italian: Società anonima

2. Costs associated with setting-up a limited company

Approximately CHF 2,000 - CHF 5,000, depending on complexity of the set up

3. Who is eligible to set up a limited company? Natural person and legal entities

4. Are foreign nationals eligible to set-up a limited company? Yes

5. What is the minimum number of shareholders required? 1 shareholder

6. When can the company start trading?

As soon as it has been registered in the commercial register.

7. Who can be managing director of a limited company?

Anyone, there must be at least one director with a residency in Switzerland who can sign for the company.

8. Paid-in minimum capital requirements?

Minimum share capital of CHF 100,000, of which a minimum amount of at least CHF 50,000 must be paid in.

9. Is a Swiss bank account required for setting up a limited company? Yes

10. Do Articles of Association have to be prepared? Yes

11. Does the registered address need to be in Switzerland? Yes

12. How long does the registration process take?

Depends on how efficient the necessary documents can be collected from the persons involved. The registration process itself takes around two weeks.

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SETTING UP A LIMITED COMPANY IN SWITZERLAND - YOUR QUESTIONS ANSWERED

13. What are the main steps involved in setting up a limited company?

- Swiss bank account for depositing the initial share capital
 - Draft the Articles of Association
 - Notarised founders meeting, founding the company, appointing the members of the board of directors, appointing or waiving the auditor
 - Declaration of acceptance of the members of the board together with notarised (and apostilled) signature specimen and a copy of an identification document
 - Declaration of acceptance of domicile provider (unless the company has its own office space)
 - Commercial register application- Registration for VAT
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14. Does the Limited Company have to register for Corporation Tax, If so? what is is corporation tax rate?

- The corporation tax rate is 8.5% at the federal level
 - It varies at the Cantonal level between 11% and 21% (average: 14%)
 - Corporation Tax is calculated based on a corporation's annual profit
 - In addition, at the Cantonal level, a corporation's capital is also taxed (between 0.01‰ and 7%)
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15. What is the VAT rate? The standard VAT rate is 7.7%.

16. Are there any important deadlines for setting up a limited company? No

17. Is information about the limited company publicly available, if so, which information is available? <https://www.zefix.ch/de/search/entity/welcome>

18. Where can I find information in English about setting up a limited company?

<https://www.kmu.admin.ch/kmu/en/home/concrete-know-how/setting-up-sme/starting-business/choosing-legal-structure/limited-company.html>

Year of issue: 2021. Since regulations are subject to changes, we recommend that you seek advice from our local member in Switzerland before you set up a limited company in Switzerland.

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