

## Checklist incorporation of an Aktiengesellschaft (joint-stock company)

### **Aktiengesellschaft, new registration (see art. 78 HRegV [Commercial Register Ordinance])**

- Registration
- Act of Incorporation
- Articles of Incorporation
- Stampa/Lex-Koller Declaration

### **Further supporting documents if required**

- Declaration of acceptance by members of Board of Directors
- Declaration of acceptance of mandate by auditing firm
- Board of Directors minutes (constituent meeting, signing authority)
- Bank certificate
- Agreement governing contributions in kind/acquisition of assets
- Acquisition balance sheet
- Formation report
- Audit confirmation
- Domicile acceptance declaration
- Lex-Koller clearance
- Signature sheet
- Commercial register excerpt from auditors
- Translations
- Clearance FINMA

### **Do not have to be submitted:**

- Proof of existence for founding companies
- Powers of attorney for founders represented
- Subscription certificates

## Checklist incorporation of a GmbH (limited liability company)

### GmbH, new registration

- Registration
- Act of Incorporation
- Articles of Incorporation
- Stampa/Lex-Koller Declaration
- Proof of existence for shareholders based outside the canton  
(only trading companies and legal entities)

### Further supporting documents if required

- Confirmation of payment
- Agreement governing contributions in kind/acquisition of assets
- Acquisition balance sheet or inventory list
- Domicile acceptance declaration
- Lex-Koller clearance
- Signature sheet
- Translations
- Declaration of acceptance by managers
- Declaration of acceptance from statutory auditors
- Waiver regarding audit (pursuant to art. 83 together with art. 62, paragraphs 1 - 3 HregV [Commercial Register Ordinance])
- Minutes re chairmanship of management board
- Minutes re appointment of authorized signatories and type of signatory rights
- Formation report (only for AGs)
- Audit confirmation (only for AGs)
- Clearance FINMA

### Do not have to be submitted:

- Powers of attorney for founders represented
- Subscription certificates

## Incorporation costs

For the ordinary incorporation of an AG with a share capital of CHF 100,000 the following costs should be assumed (net incorporation costs):

Notarization fee	2% of the share capital (minimum CHF 500)
Registration fee commercial register	approx. CHF 800
Consultancy fee (depends on amount of work involved)	approx. CHF 4000 – 7000
Swiss federal stamp duty (1 %)	only for a share capital of CHF 1,000,000 or greater
Miscellaneous costs (expenses, outlay)	depends on amount of work involved

The incorporation costs for a GmbH are comparable to those for an AG.

## Operating costs

The following annual costs should be assumed in relation to the ongoing operating costs of a company (accounting model):

Expenditure	Cost estimate
Personnel costs (incl. social security contributions)	according to personnel
Rental of business premises	per m <sup>2</sup> /p.a. between CHF 150 and 450 (average CHF 250)
Board of Directors fees (if external directors are appointed)	min. CHF 5000 (including approx. 10% social security contributions and professional liability)
Audit (according to time expended)	min. CHF 1000 – CHF 5000
Domiciliation fee	approx. CHF 1000
Insurance (optional third-party liability insurance, mandatory accident and health insurance, mandatory occupational insurance (pension) etc.	depends on the level of cover required and the workforce
Other costs (postal, telecommunications, water, electricity, disbursements and expenses)	

## Financing

The banks are available as financing partners. Information on further financing options – in particular with regard to risk capital – can be obtained by visiting [www.seca.ch](http://www.seca.ch).

## Overview mandatory contributions social insurance

Insurance	Employee	Employer	Person working on freelance basis	Person not gainfully employed
Old age and survivors' insurance (AHV)	4.35% of earned income	4.35% of earned income	max. 9.95%	Minimum amount for AHV, IV and EO: CHF 496/year
Disability insurance (IV)	0.7% of earned income	0.7% of earned income	max. 1.4%	Maximum amount for AHV, IV and EO: CHF 24,800/year
Compensation for loss of earnings (EO)/maternity benefit (MSE)	0.225% of earned income	0.225% of earned income	max. 0.45%	
Occupational accidents	none	in % of insured earnings (differs according to operation/company)	insured through mandatory health insurance	
Non-occupational accidents	in % of insured earnings (differs according to operation/company)		insured through mandatory health insurance	insured through mandatory health insurance
Health insurance	per capita	none (voluntary at most)	per capita	per capita
Unemployment insurance	1.1% for portions of income up to CHF 148,200; 0.5% for portions of income over CHF 148,200	1.1% for portions of income up to CHF 148,200; 0.5% for portions of income over CHF 148,200	(not insurable)	
Occupational pension	Minimum annual earnings CHF 21,330, max. 50% of the premiums. Amount as set out in insurance provisions	min. 50% of the premiums. Amount as set out in insurance provisions	voluntary	
Family allowances	Minimum annual earnings CHF 7,110, or minimum per month CHF 592.-, approx. 1.6% of total salary (varies according to compensation fund)	approx. 1.6% of total salary (varies according to compensation fund)	approx. 1.6% of total salary (varies according to compensation fund)	

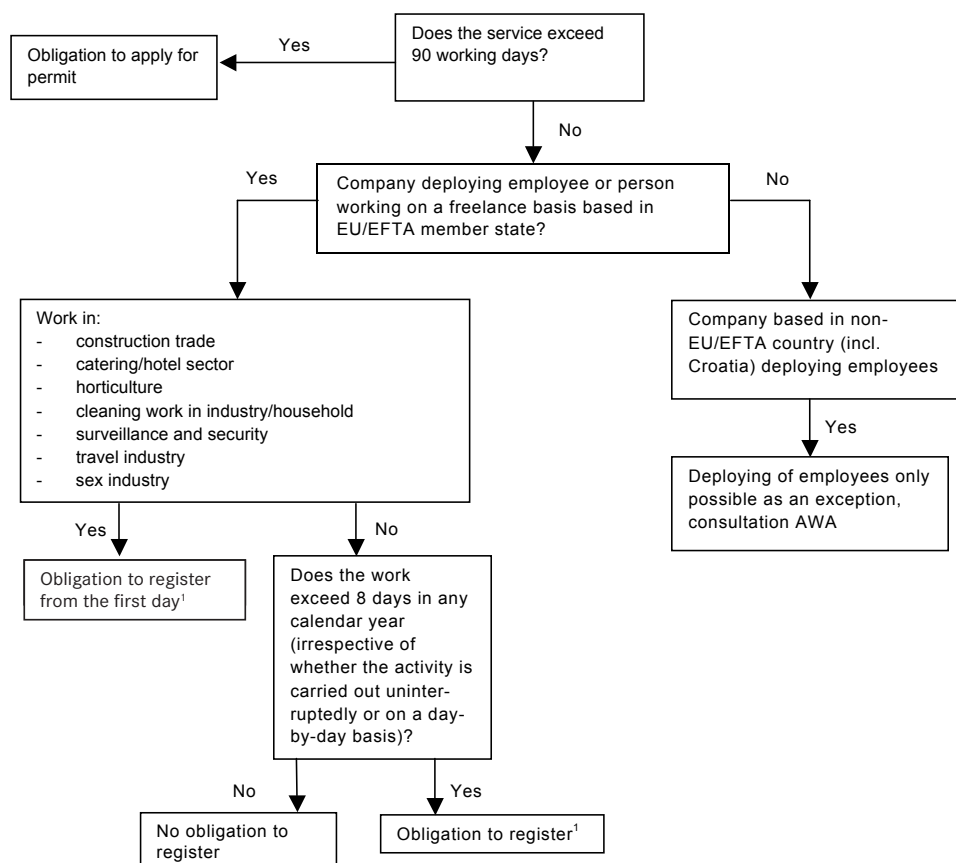
## Overview residence and work permits

<b>Permit B</b>	For resident foreign nationals (foreign nationals who stay in Switzerland on a long-term basis with or without gainful employment).
<b>Permit C</b>	For permanent residents (foreign nationals to whom a permanent residence permit is granted after residing for five or ten years in Switzerland).
<b>Permit G</b>	For cross-border commuters (foreign nationals whose place of residence is in an EU/EFTA member state and who are gainfully employed in Switzerland).
<b>Permit L</b>	For work on a short-term basis.

Regime versus EU/EFTA citizens	Regime versus non-EU/EFTA citizens
<p><b>Short-term residence permit</b> (Permit L-EU/EFTA)</p> <ul style="list-style-type: none"> <li>- entitlement, provided proof is furnished of an employment relationship of three months to one year (for employment relationships less than three months per calendar year: online registration procedure).</li> <li>- family reunification possible</li> <li>- residence permit: 12 months, extendable by a maximum of 12 months</li> </ul>	<p><b>Short-term residence permit</b> (Permit L)</p> <ul style="list-style-type: none"> <li>- work permit for key positions (e.g. initial training of new personnel, specialists from international companies)</li> <li>- priority to domestic employees, of economic benefit, specialist's salary</li> <li>- work and residence permit: 12 months, extendable by a maximum of 12 months</li> <li>- family reunification possible</li> <li>- trainees: 12 – 18 months validity, no family reunification envisaged</li> </ul>
<p><b>Cross-border commuter permit</b> (Permit G-EU/EFTA)</p> <ul style="list-style-type: none"> <li>- geographical mobility without limitations</li> <li>- weekly obligation to return home</li> <li>- freelancing possible</li> <li>- residence permit: validity according to employment contract, in any case no longer than five years, extendable thereafter</li> </ul>	<p><b>Cross-border permit</b></p> <p>In the Canton of Zug cross-border commuting from non-EU/EFTA countries is not possible because the Canton of Zug is not one of Switzerland's border regions.</p>
<p><b>Residence permit</b> (Permit B-EU/EFTA)</p> <ul style="list-style-type: none"> <li>- entitlement, provided employment contract concluded for more than one year or indefinitely can be furnished</li> <li>- residence all year round for a specific purpose with center of life and place of residence in Switzerland</li> <li>- family reunification possible</li> <li>- right to work on a freelance basis, provided secured existence</li> <li>- residence permit: 5 years validity, extendable thereafter</li> <li>- possibility of maintaining the permit for 4 years max.</li> </ul>	<p><b>Residence permit</b> (Permit B)</p> <p>Residence all year round with gainful employment in Switzerland with center of life and place of residence in Switzerland.</p> <ul style="list-style-type: none"> <li>- work permit only for key positions: priority to domestic employees, of economic benefit, specialist salary</li> <li>- work permit: possibility of time-limited and indefinite permits</li> <li>- residence permit: 12 months. Once granted, permits are normally renewed annually, unless there are reasons such as criminal offences, welfare dependency or labor market that speak against renewal.</li> <li>- family reunification possible</li> </ul>

<p><b>Permanent residence permit</b> (Permit C-EU/EFTA)</p> <ul style="list-style-type: none"> <li>- based on settlement agreements with various EU countries</li> <li>- following authorized family reunification or marriage of foreign spouses to Swiss persons or persons with a permanent residence permit who meet the integration criteria pursuant to Art. 58a FNIA</li> <li>- If there is no legal entitlement, they must have been resident in Switzerland for an uninterrupted period of five to ten years and the integration criteria pursuant to Art. 58a FNIA must be met: <ul style="list-style-type: none"> <li>• the observance of public safety and order;</li> <li>• respect for the values of the Federal Constitution;</li> <li>• proof of sufficient German language skills (reference level A1 written, A2 oral) and</li> <li>• participation in economic life or acquisition of education.</li> </ul> </li> </ul>	<p><b>Permanent residence permit</b> (Permit C)</p> <ul style="list-style-type: none"> <li>- can usually be applied for after 10 years (5 years for US and Canadian citizens) residency in Switzerland</li> <li>- command of German reference level A1 written and A2 oral is a requirement</li> <li>- the application may be submitted early after just 5 years of uninterrupted residence if the applicant is well integrated</li> <li>- Generally speaking, the holder has the same rights in the labor market as Swiss citizens.</li> </ul>
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### Deployed employees, cross border services



Services in the primary and auxiliary construction sector are deemed to be any activities involving the construction, rehabilitation, maintenance, demolition of or modifications to buildings. This includes: excavation work, actual construction work, the installation and dismantlement of pre-fabricated elements, erection or equipping, alteration work, renovation, repair, dismantling operations, preventive maintenance, maintenance (painting and cleaning work), renovation.

<sup>1</sup> Obligation to register only online: [www.bfm.admin.ch/bfm/de/home/themen/fza\\_schweiz-eu-efta/meldeverfahren.html](http://www.bfm.admin.ch/bfm/de/home/themen/fza_schweiz-eu-efta/meldeverfahren.html).

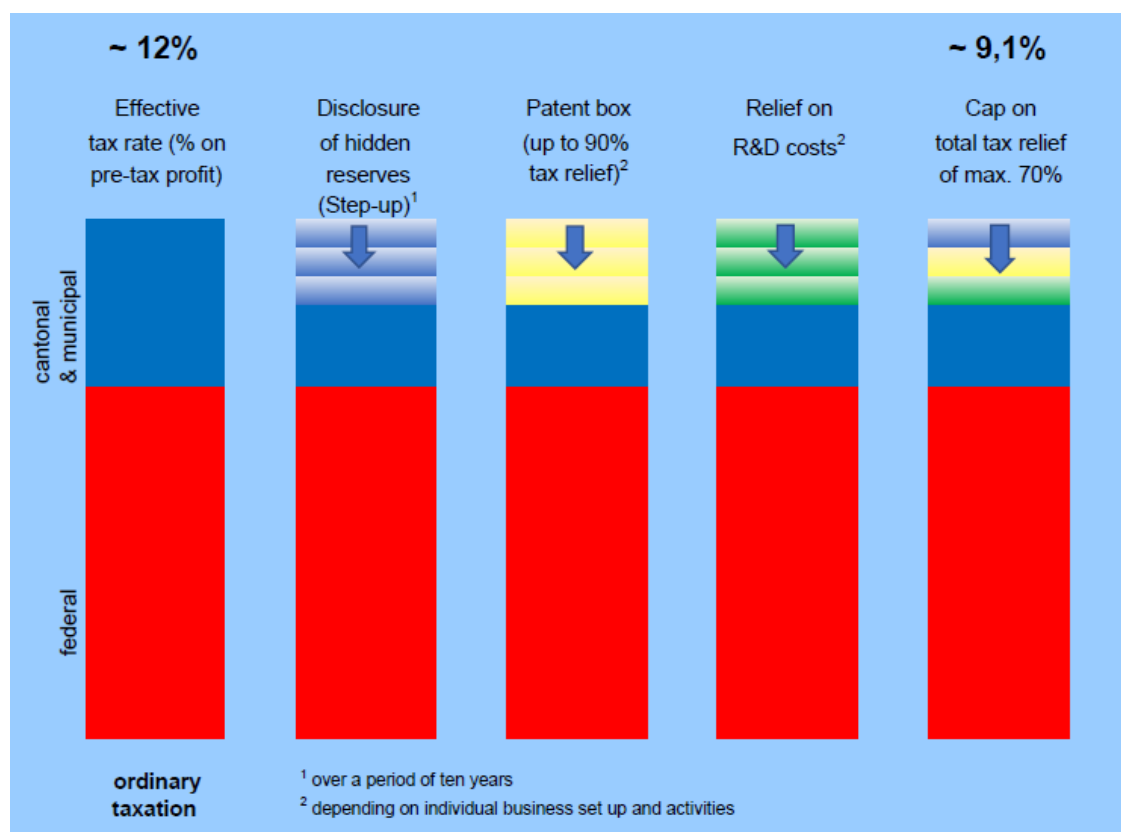
## Overview corporate taxation

### 1. Standard tax rates

	Capital and reserves	Profit
Direct federal taxes	0	8.5 %
Cantonal/municipal ordinary tax	0.05 % (min. CHF 250)	3.5 %

The canton, the municipalities and the parishes apply their own rates to the ordinary tax (combined, between 143% and 158%)

### Tax burden on corporate profit



### Value added tax

Normal rate	7.7% (Normal rate in the EU: 15% to 25%)
Every day goods (food, plants, books)	2.5%
Accommodation services	3.7%