

Leaflet for Founders

Frequently asked questions about the formation of limited liability companies

I.

Preparation of the notarial certification date (company formation)

For the preparation of the certificate of incorporation, please let us know whether you wish to establish a GmbH with a minimum share capital of EUR 25,000.00 or an entrepreneurial company (limited liability) with a minimum share capital of EUR 1. We need to know who (name, address and date of birth) with which share capital will be a shareholder of the company. In addition, you must provide us with the name of your company, which you should ideally agree beforehand with the relevant Chamber of Commerce and Industry as to its admissibility, and the object of the company. Furthermore, we need information on how many managing directors (name, address, date of birth) the company will have with which power of representation (individual or collective representation).

II.

How high must the share capital be?

The minimum share capital for a GmbH is EUR 25,000.00. It is sufficient for the foundation if half of the share capital is paid in in the amount of EUR 12,500.00 and the remaining amount is paid at the request of the shareholders' meeting. In the case of an entrepreneurial company (limited liability), the minimum share capital is EUR 1 and must always be paid in full.

III.

Does the company need a charter?

A charter or memorandum is required by law. The scope of the articles depends on what the shareholders want to regulate contractually, such as the distribution of profits, the need for approval of legal transactions for the company by the shareholders or the redemption of shares. We'll be able to provide you with a standardized charter for the establishing of a company.

IV.

What are the advantages of establishing a company according to the so-called model protocol?

The GmbH law offers the possibility to found a GmbH or an entrepreneurial company (limited liability) according to the so-called model protocol in order to save costs. The formation costs (without court costs) in a constellation with at least two partners are approx. EUR 580.00 net. When using the model protocol, costs of approx. EUR 165.00 arise for the formation of the entrepreneurial company (limited liability), for the GmbH costs of approx. EUR 322.00 arise. The model protocol regulates the partnership agreement of the company from which no deviation is permitted – a maximum of three shareholders and one managing director are mandatory. In addition, there are no regulations, e.g. on

the withdrawal of shareholders or the redemption of shares, so that if the business of the company is successful, it is highly probable that the articles of association will have to be amended later due to the lack of regulation density in the standard protocol.

V.

Who should be present at the notary appointment?

A personal presence of the founding partner(s) is required for the formation of the company. A proxy authorised by the partner can only make declarations for the partner if the power of attorney is notarised. In addition, the managing director(s) must personally sign the application for registration in the commercial register after the company has been established. The signature is certified by the notary. Representation of the managing director is not possible.

VI.

How long does it take for the company to be registered in the Commercial Register?

After notarisation, the managing director signs a trust order. With the order, the notary is instructed to submit the commercial register registration to the commercial register only after the payment of the share capital has been proven to the notary. Upon receipt of the registration, the Commercial Register will request an advance on court costs from the company. The registration procedure will not be continued until the court costs have been received. As a rule, it can be expected that the company will be registered within four weeks of submission of the application at the district court of Charlottenburg as the register court for the state of Berlin. Vacation periods or staff shortages must, however, be taken into account.

VII.

How is proof of payment of the share capital provided?

The managing director must present a statement of account proving that the shareholders have paid the share capital into the account of the GmbH or entrepreneurial company (limited liability). An account can be opened for the GmbH or entrepreneurial company (limited liability) if you present your bank with a certified copy of the certificate of incorporation that you receive from us.

VIII.

Can the registration be accelerated?

You can transfer the court costs of EUR 150.00 to us in cash at the time of incorporation. The notary will then be liable to the commercial register for the payment of the court costs (so-called strong statement). The registration procedure is thereby accelerated with the consequence that after approx. two weeks after notarisation the GmbH or entrepreneurial company (limited liability) is registered in the commercial register.

IX. Can the company conclude legal transactions immediately after its formation?

After certification up to registration, the Ltd. or entrepreneurial company (limited liability) acts as GmbH i. Gr. or UG (limited liability) i. Gr. From the addition i. Gr. it is evident for legal transactions that the founded company does not yet exist as a liability object. The person acting on behalf of the company (usually the managing director) is therefore personally liable for the legal transactions of the GmbH i. Gr. or UG (limited liability) i. Gr.

X. What are the total costs?

1. Costs for a GmbH

	Notary costs incl. sales tax	
	1 Gesellschafter + 1 Geschäftsführer	Mehrere Gesellschafter + 1 Geschäftsführer
With sample protocol (share capital GmbH: min. 25.000,00 €)	ca. 370,00 €	ca. 550,00 €
without sample protocol (share capital for GmbH: from 25.000,00 €)	ca. 850,00 €	ca. 850,00 €
Gerichtskosten	150,00 €	150,00 €

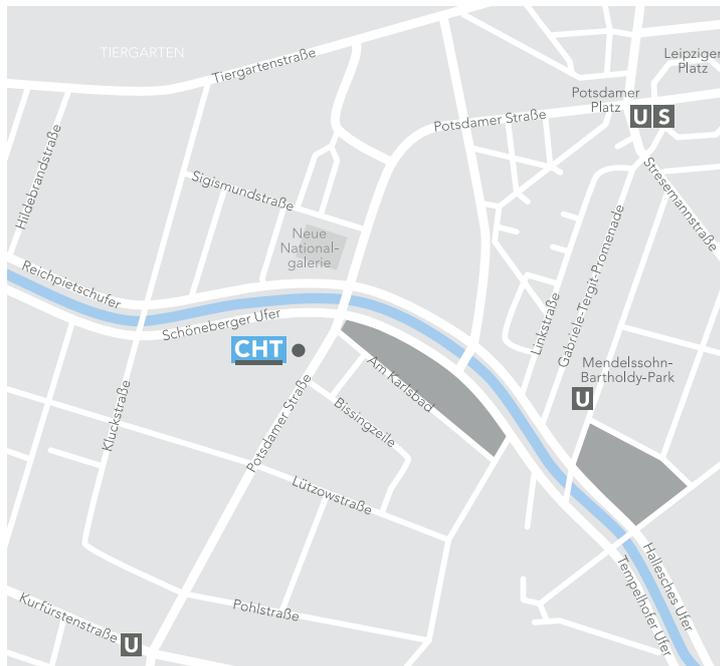
2. Costs for a UG

	Notary costs incl. sales tax	
	1 Gesellschafter + 1 Geschäftsführer	Mehrere Gesellschafter + 1 Geschäftsführer
With sample protocol (share capital for UG: up to 7.000,00 €)	ca. 185,00 €	ca. 280,00 €
without sample protocol (share capital for UG: from 7.000,00 €)	ca. 850,00 €	ca. 850,00 €
Gerichtskosten	150,00 €	150,00 €

If the share capital is higher, the fees for each additional € 1,000.00 share capital increase accordingly. If the company is founded in German-English, an additional fee of 30% of the basic fee is charged, which increases the total notary fees accordingly.

XI. Timeline after certification of the incorporation of your company

- Start** certification of the incorporation of your company
- approx. 1 week after certification*
- Dispatch of certified copies of certificate of incorporation to founder and tax office Corporate income tax office.
 - Proof of payment of share capital by managing director.
- approx. 4-6 weeks after certification*
- Dispatch Registration of the Company to the Commercial Register.
 - Request court costs.
 - After payment of court costs, registration in HR.



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Our clients can park in the courtyard directly free of charge.
Parking is accessible via Schöneberger Ufer 51– 53.