NewCo

Formation of a Company
Questionnaire for Client

Client:

name / company	
contact person	
address / city / country	
street	
Legal representative	
Registration No	
Tax No	
VAT No	
fon	
fax	
mail	
web	

This questionnaire is to be completed by the client and shall contain the necessary information for the establishment of a new company. This form is only intended for entities in the legal form of a company with limited liability.

The questions cover the needs of a company in the hands of a single shareholder or of a group of shareholders with joint interest. In case of more than one shareholder it is recommended to include a range of specific rules in the articles that reflect the possibility of competing interests.

Please find more details about the company forms in several countries on the Alliuris website under https://www.alliuris.org/your-company

Alliuris is an association and does not provide legal advice, but the individual member firm. Please find the members under https://www.alliuris.org/members/.

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1. Legal Form

Which legal form shall the corporation have?

a)	Limited Liability Company	☐
b)	Stock Corporation	☐
c)	Partnership	☐

2. Formation Process

In which way shall the company be established?

a)	by shareholders appearing themselves at the notary	☐
b)	by shareholders represented by a representative	☐
c)	by trustee with subsequent transfer of shares to shareholders	☐
d)	by acquisition of prepared / pre-established corporation	☐

3. Location

Where shall the location / the legal seat of the company be?

Address / city	
Street	

4. Company Name

a) What shall be the name of the company?

Name	

b) Shall a database research be made in order to find out whether the intended name already exists as the name of a company or a trademark? (separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

5. Business Object

What kind of business shall the company perform?

(Note for Germany: most activities in Germany can be performed without public permission / license except in specific fields such as banking, insurance,

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*handicrafts (services, legal, medical and other professions etc. A check whether the business purpose of the company is subject to a license or other approval is not part of this formation process but **has to be ordered separately**.)*

Object	

6. Shareholders

Who shall become the shareholder(s) of the company?

(1)	*name / company*	
	legal representative	
	city / country	
	Street	
(2)	*name / company*	
	legal representative	
	city / country	
	Street	
(3)	*name / company*	
	legal representative	
	city / country	
	Street	
(4)	*name / company*	
	legal representative	
	city / country	
	Street	
(5)	*name / company*	
	legal representative	
	city / country	
	Street	

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7. Capital

Please indicate the planned capital contribution for the nominal capital in the company.

(Note for Germany: the statutory minimum capital for a GmbH is 25,000.00 EUR. The statutory minimum capital for a small GmbH (UG) amounts to 1.00 Euro.)

	shareholder	*%*	*EUR*
(1)			
(2)			
(3)			
(4)			
(5)			
	total nominal capital	100,0	

The capital contribution is understood as contribution in cash.

(Note for Germany: Contribution in kind is permitted in a GmbH only but requires a formal examination and evaluation process. In the case of a business company with limited liability (UG), only contributions in cash are allowed.

For contributions in kind, please indicate as follows:

	item		*value in EUR*
(1)			
(2)			
(3)			
(4)			
(5)			

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8. Management

Who shall be the managing director(s) of the company?

(Note for Germany: Please note that one or more natural persons may be appointed as managing directors. It can be provided that the directors may have complete power of representation under their sole signature (single power of representation) or may only exercise powers together with other directors (joint power of representation).

German law provides that a direction is not entitled to act for an on behalf of a company in the event that he is also personally involved as the other party involved in the transaction (prohibition against self-representation). Also, a director is not entitled to act for an on behalf of a company in the event that he is also representing another person involved in the transaction (prohibition against multiple representations). Civil Law provides in §181 that the director can be released from these prohibitions against self representation and multiple representation.

(1)	*name, surname*			
	private address: city			
	Street			
	Country			
	date of birth			
	place of birth			
	Nationality			
	Passport no			
	Single power		☐ yes	☐ no
	self representation		☐ allowed	☐ not allowed
	Multiple representation		☐ allowed	☐ not allowed

(2)	*name, surname*			
	private address: city			
	Street			
	Country			
	date of birth			
	place of birth			
	Nationality			
	Passport no			
	Single power		☐ yes	☐ no
	self representation		☐ allowed	☐ not allowed
	Multiple representation		☐ allowed	☐ not allowed

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(Note for Germany: Please note that foreign persons are allowed to be appointed as a managing director. When a sole director is a foreign person with nationality outside of a member state of the European Union, a business visa for Germany is required.)

9. Procura

Who shall receive general power of representation without being a managing director?

(note for Germany: a company may also be represented by persons with general power of representation (Procura). Procura is registered in the commercial registry and has effect as to any third party. Procura can be granted as single or joint procura. The Procura grants a power of representation for all court and out-of-court transactions and legal negotiations. A restriction of the extent of a Procura is ineffective as against a third party. A person granted a Procura would only be entitled to sell or encumber real property in the event that the Procura expressly authorises such actions. A person granted a Procura is also generally not entitled to act in transactions in which he is personally involved in on the other side (prohibition against transacting with oneself § 181 German Civil Code) and when he is also representing another person involved in the transaction (prohibition against multiple representation). Civil Law provides in §181 that the person receiving the procura can be released from these prohibitions against self representation and multiple representation.)

(1)	*name, surname*			
	private address: city			
	Street			
	Country			
	date of birth			
	place of birth			
	Nationality			
	Passport no			
	Single power		☐ yes	☐ no
	self representation		☐ allowed	☐ not allowed
	Multiple representation		☐ allowed	☐ not allowed

(2)	*name, surname*	
	private address: city	
	Street	
	Country	
	date of birth	
	place of birth	
	Nationality	
	Passport no	

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	Single power		☐ yes	☐ no
	self representation		☐ allowed	☐ not allowed
	Multiple representation		☐ allowed	☐ not allowed

10. Bylaws

Shall the shareholders or – if provided for - another body control the management of the company by means of bylaws (business regulation) fixing reporting and information rules, businesses and transactions to be confirmed by the shareholders or the control body etc.? (separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

11. Individual articles

Shall the articles of the company be reviewed under individual aspects (other than the information given above) with respect to freedom of transfer of shares, inheritance provisions, competition restriction rules etc.? (separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

12. Employment

12.1. Are employment contracts needed for managing directors?
(Please note that managing directors (MDs) also can be sent and paid by the parent company; separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

12.2. Are employment contracts for employees needed?
(Please note that non-management employees also can be sent and paid by the parent company; separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

13. Tax & Accounting

13.1. Tax Number: Should an application be made by the Fiscal Authorities for a tax number be granted to the company? (separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

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13.2. VAT Identification Number : Should an application be made to the Federal Tax Authorities for a VAT Identification Number for the company? (separate order, **not included in the NewCo offer**)

			☐ yes	☐ no

13.3. Accounting: Is business administration required? Shall offers be made for: (separate order, **not included in the NewCo offer**)

a)	legal business administration	☐
b)	bookkeeping and accounting	☐
c)	tax consulting	☐

14. Office Services

Shall the company be hosted in a business center or at the law firm during the startup period? Shall offers be obtained for: (separate order, **not included in the NewCo offer**)

a)	address and mailbox (post)	☐
b)	telephone (individual lines)	☐
c)	secretarial services (typing, appointments)	☐
d)	occasional office & conference rooms	☐
e)	permanent office rooms (......................... square meters)	☐

15. Internet domain

Shall requests be made for internet domains? Please indicate the intended domain name and the first level domain. (separate order, **not included in the NewCo offer**)

	.de ☐	.org ☐
	.eu ☐	.info ☐
	.com ☐	.net ☐
	.biz ☐	Other ☐

16. Legal Translation

Shall the company's documents and the transfer documents be translated? (Separate order, **not included in the NewCo offer**; for costs see pricelist under C. "Legal Translation")

	basic package	premium package	further documents	*(Please indicate the document)*
English	☐	☐	☐	
other languages	☐	☐	☐	
(please indicate language)				

17. Other information from client

Subject	

18. Important Notice

(Note for Germany: We hereby expressly recommend starting business activities only after delivery and filing of the application of formation at the relevant Register of Companies "Handelsregister".

Therefore, before the new Managing Director's application is delivered and filed at the Register of Companies "Handelsregister", the new ***shareholders shall be liable*** *on a pro-rata basis for the difference between the share capital (less preliminary and formation expenses) and the value of the company's assets.*

The new ***Managing Director*** *may also be held* ***liable*** *before the application is delivered and filed at the Register of Companies "Handelsregister" for business activities which started/have taken place without the consent thereto of all the shareholders.*

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Please return the completed questionnaire to the respective Alliuris member firm
(or to Alliuris by email at info@alliuris.org

Thank you!