

LLC step by step

STEP 1

The **Company deed or the company charter** (for a sole-shareholder company) must be formed in a notarial deed form before a notary in Poland.

The Company deed or the Company Charter should stipulate:

- the business name and registered seat of the company;
- the object of the company's activity, as specified in Polish Classification of Activities (PKD);
- the life of the company, whenever established for a definite time period;
- the amount of the share capital;
- a statement as to whether a shareholder may hold more than one share;
- the number and nominal value of shares subscribed for by individual shareholder .

The next step is to make contributions to the company's share capital and to appoint the management board.

STEP 2

Registration in the National Court Register

The application for the registration in the National Court Register should be filed by the management board. The application must be signed by all members of the management board.

A limited liability company is placed into the Register of Entrepreneurs in the National Court Register.

The application for registration should be filed on the form KRS- W3.

The application should contain:

- the business name, registered office and address of the company; the company's business name may be freely chosen, however, it must include the wording "Spółka z ograniczoną odpowiedzialnością"; the shareholders are free to choose any name for the company as long as it is sufficiently distinct from the names of other enterprises operating on the same territory as the company intends to operate on;
- the object of the company's business activity (e.g. metal goods trade) placed in Appendix in form KRS - WM; it must come within the Polish Classification of Activities (PKD), as the relevant PKD code must be provided in that appendix;
- the amount of share capital (minimum PLN 5,000);
- information as to the capacity (or lack thereof) of a shareholder to hold more than one share;

- the first names and surnames of the management board members and the manner of representation of the company (KRS- WK form);
- the particulars of the shareholders of the company that follow into registration in the Register (KRS- WE form);
- the first names and surnames of the members of the supervisory board or the audit commission if such are to be appointed pursuant to the law or Company Deed (KRS -WK form);
- information on non- cash (in-kind) contributions made by shareholders, in case that such are made;
- the life of the company, whenever established for a definite period;
- the name of a specific paper in which company announcements are to be made, if designated by the Company deed, other than Monitor Sądowy i Gospodarczy.
- additional information on management board members' addresses;
- information on the address of the sole-shareholder.

The application should be filed jointly with:

- the Company deed or Company Charter;
- a representation of all members of the management board that the all shareholders made full contributions of towards the share capital;
- where members of the company's bodies are appointed otherwise then under the the notarial deed wherein the company deed is contained, proof of their appointment and specification of their members must be provided;
- sample signatures of members of the management board placed before the Court or certified by a public notary;
- a list of all shareholders signed by all members of the management board, including the surnames and forenames or the business names and number and nominal value of shares held by each shareholder;
- evidence of payment of fees for court registration and publication in Monitor Sądowy i Gospodarczy.

It should be kept in mind that in case of failure to notify the formation of the company to the registry court within six months of the date of execution of the Company deed the Company deed shall terminate.

Step 3

Registration within the Central Statistics Office (GUS)

Registration within the Central Statistics Office (Główny Urząd Statystyczny - GUS) should take place no later than 14 days from the day of a receipt of a registration certificate. The registration is based on the application filed

by the entrepreneur on the form RG - 1. That is a unified form applicable within the whole country.

Entrepreneurs are required to have a REGON statistical number.

The application shall be appended with a copy of the registration certificate or a statutory declaration confirming incorporation of a enterprise and that its activity has been already commenced.

REGON can be also obtained by a limited liability company "in organisation", i.e. before its registration by the court is completed. Then, the application need to be appended with a notarial deed incorporating a company while obtaining the REGON statistical number.

Statistical Offices issue REGON statistical number certificates to registered entities or their local branches. They are issued without no charge (usually out of hand).

Step 4

Registration within the Tax Office

All taxpaying entrepreneurs are under the obligation to register into tax filling system upon which they are awarded a Taxpayer's Identification Number (NIP).

The registration system is held by a tax authorities. Taxpayers can apply for the tax identification while submitting company registration documents or before a first activity which results in tax obligation is undertaken concerning the VAT taxpayers or before the first submission of the corporate income tax declaration whichever occurs earlier.

A taxpayer registers only once regardless of:

- a number and types of taxes paid,
- form of taxation,
- types and number of businesses activities run by the taxpayer,
- number of enterprises run.

Step 5:

Registration with the Social Security Office (ZUS)

Apart from registering with the Tax Office, a taxpayer commencing business activity, is also required to register with the Social Security Office (Zakład Ubezpieczeń Społecznych - ZUS).

All payers of social security contributions are required to register with the Social Security Office, as so called social

| security contribution payers