

Checklist – formation of a limited liability company (GmbH)

- Articles of association contractually agreed by shareholders as a notarial deed before an Austrian notary; it is permitted for shareholders to provide a signed power of attorney in notarised form for this purpose.
- In the case of simplified formation of a GmbH with a single shareholder by a natural person simultaneously appointed as the sole managing director, in electronic form, with secure documentary evidence of identity, there is no requirement for a notarial deed
 - Minimum contents of articles of association:
 - » Name and registered office of GmbH
 - » Portion of share capital amount to be paid in by shareholder
 - » Subject matter of the company
 - » Amount of capital
 - » Reimbursement for costs of formation
- The minimum capital amounts to € 35,000. In principle, contributions in cash or in kind are permitted. Contributions in kind must be provided in full without delay. At least one quarter of the cash contributions must be paid in at the time of the company's formation. A minimum amount of € 17,500 must be paid in. In the event that a "privileged formation" GmbH is formed, the obligation to make such a contribution shall only extend to € 10,000 for the first ten years following the GmbH's registration in the Commercial Register. € 5,000 of this amount needs to be paid in cash immediately at the time of the company's formation.
- As a rule, if it is agreed that contributions in kind shall comprise more than half of the share capital, an audit of the company's formation by a court-appointed auditor shall be required.
- Confirmation by bank or notary on payment of minimum contributions
- Resolution on appointing at least one managing director
- Specimen corporate signature of managing director (in notarised form)
- Where there are foreign companies as shareholders, evidence of their identity must be provided (e.g. by means of extracts from foreign Commercial Registers or confirmation by foreign Commercial Registers or Chambers of Commerce)
- Application to register on the Commercial Register by all managing directors (with notarised signatures)

Further notes:

- In certain circumstances, there may be an obligation to appoint a supervisory board, in particular where, on an annual average, the GmbH employs more than 300 members of staff
- Audit of annual financial statements prescribed by law in the case of "mid-sized" and "large" GmbHs and in case of "small" GmbH, when a supervisory board is required by law
- Annual financial statements for every GmbH must be submitted to the Commercial Register court each year
- Exemption from commercial register registration fees may be possible under the Austrian Promotion of Start-Ups Act (NeuFöG)
- Minimum corporation tax per year: € 1,750. € 500 for new GmbHs in the first five years and € 1000 per year in the subsequent five years