



Information sheet on the transfer of a company from abroad to Switzerland

The transfer of a company from abroad to Switzerland is governed by Article 161 f. PILA (Federal Act on Private International Law) and Article 126 ORC (Ordinance on the Register of Commerce). According to these regulations, the following documents are to be filed with the Register of Commerce:

1. **Application**, signed by one or more persons authorised to sign on behalf of the company in accordance with their authority to sign or by an authorised third party (please enclose a copy of the power of attorney; Article 17 and 18 ORC); with the exception of the authorised third party, these signatures as well as the signatures of all authorised signatories to be registered with the branch must be enclosed in notarised form.
2. Current (i.e. no more than 2 months old) **extract from the foreign commercial register or equivalent official or notarial certification** of the existence of the company (Article 126, paragraph 2, letter a, ORC). This document must be certified with authentication (or legalised with Apostille).
3. **Resolution on the transfer of seat and public deed on the adaptation of the articles of association to Swiss law** with the **revised articles of association** in certified form (Article 126, paragraph 1, ORC).
4. **Proof of the admissibility of the cross-border transfer of seat under foreign law** or an authorisation from the FDJP (Article 126, paragraph 2, letter b, ORC). You can order this document from the Swiss Institute of Comparative Law (<https://www.isdc.ch>). This document can also be issued by a foreign authority, professionally qualified domestic or foreign institution or person (notary or independent expert).
5. **Proof that the adaptation to a Swiss legal form** is possible (Article 126, paragraph 2, letter c, ORC). You can order this document from the Swiss Institute for Legal Comparison (<https://www.isdc.ch>). This document can also be provided by a foreign authority, a professionally qualified domestic or foreign institution or person (e.g. a university professor who is active in comparative law).
6. **Proof that the legal entity has transferred the centre of its business activities to Switzerland**, e.g. written confirmation from the administration (Article 162, paragraph 1, PILA; Article 126, paragraph 2, letter d, ORC).
7. For companies with a share capital: **written confirmation by an authorised audit expert** approved by the Federal Audit Oversight Authority that the **capital of the company is covered under Swiss law** (Article 162, paragraph 3, PILA; Article 126, paragraph 2, letter e, ORC).
8. **Real estate companies** in the sense of the Federal Law on the Acquisition of Real Estate by Persons Abroad (FL) must also submit the **declaration «Lex Koller»** to the Commercial Register (Article 18 FL). This form is available for download on our website under «Informationen Lex Koller».