

## LIMITED LIABILITY COMPANY (EURL-SARL) – REGISTRATION, CREATION

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Prior to registering your company at the Trade and Companies Register (“Registre du Commerce et des Sociétés” or “RCS”), some formalities must be complied with. Documentary evidence will be required in order to complete your registration file.

### Preliminary procedures before registering at the RCS

Exercising a regulated activity :

If your company exercises a regulated activity (sale of alcoholic beverages, optician, transportation of goods and passengers, etc.), make sure you fulfill the conditions required for this y (diploma, personal qualifications, etc.) in order to obtain the agreement, or the necessary authorisation to be registered with the RCS.

For further information, contact :

- the professional organizations and trade unions
- the services of the Préfecture de Paris
- the regulatory authorities (“autorités de tutelle”) (e.g. for transportation, you should refer to DREIF - Direction Régionale de l’Équipement d’Île de France) LIEN

### Domiciliation : your official business address

You will have to bring evidence to the registry office (“le greffe”) of a regular occupancy of the company’s head office by any means, such as a copy of the commercial lease, the contract with a domiciliation company, a recent electric bill (EDF), telephone receipts, etc.)

A company is authorized to locate its registered office at the domicile of its legal representative and to conduct business there for an unlimited period of time barring any legislative provisions or contractual stipulations to the contrary.

When the company is subject to such legislative provisions or contractual stipulations, its registered office may be located at its legal representative’s domicile for a period which shall not exceed five years from the date of its registration nor shall it exceed the legal, contractual or judicial term of occupation of the premises (L123-11-1 of the Commercial Code)

To domicile your company, you may also contact a domiciliation company or a business incubator (“pépinière d’entreprise”).

### Appointment of an auditor of the formation proceedings

The appointment of an auditor of the formation proceedings is necessary except if these three conditions are fulfilled :

- if the total value of the contribution in kind represents less than half of the capital of the company
- if there is a unanimous decision from all the partners not to proceed to the appointment

- if the value of one of the assets brought to the capital does not exceed € 30.000.

The auditor of the formation proceedings is responsible for evaluating the assets brought to the capital of your company.

#### Adoption of the memorandum and articles of association

Drafting the memorandum and articles of association of a company is an essential and very important step in the creation of your company. It can have legal and fiscal consequences on the company and it can influence the social status of the company's manager. To proceed to the adoption of the memorandum and articles of association, the following conditions must be fulfilled:

- Draw up the memorandum and articles of association (Do not forget to mention the address of the bank where the funds have been deposited)
- Proceed to the appointment of the manager(s). He (they) can either be appointed in the memorandum and articles of association or in a separate act, which shall be brought at the Trade and Companies Register.
- Deposit the funds constituting the contribution in cash in a blocked account, either in a finance company located in France, or at the Caisse des Dépôts et des Consignations (deposit and consignment office), or at a notary's office. After registration of the company, the company's manager will then produce a certificate of incorporation at the RCS in order to release the funds, which may then be transferred to the company's bank account.
- Register the memorandum and articles of association of the company within one month from the signing by all board members, free of charge, with the appropriate tax collector's office nearest the home of one of the partners or nearest the head office of the company. This formality is not required before registration at the RCS.

Standard memorandum and articles of association forms may be bought in specialized and university bookshops.

Concerning the creation of a limited liability company where the sole partner is also the manager, click here to download the standard memorandum and articles of association as drafted in Decree n°2008-1419 of December 19 2008.

#### Publication of the formation of the firm

Contact a newspaper entitled to publish legal notices to announce the creation of your company. The following information is required : the name and legal form of company, the amount of the registered capital, the address of the head office, the purpose of the company (briefly stated), its duration, the name, first name and home address of the manager and any other person authorized to bind the company, and the RCS at which the company will be registered.

If the company has a variable capital, this information must be stated in the notice as well as the lowest possible sum which may constitute the capital of the company.

#### Further steps to be taken

Make sure that the name of the company is clearly indicated on your mailbox, or you will not receive the certificate of incorporation ("Kbis" extract) that will be sent by the Registry.

In order to comply with the regulations, you must buy the company books (minute books, etc.) and get them stamped and signed by the Registry.

Documents to enclose with your file to apply for registration with the RCS

Acts and documents to produce in appendix to the RCS

One original copy of the memorandum and articles of association dated and signed by all partners personally or via an original proxy, on production of a special authorisation (if the document is unattested) or one certified true copie (if the document is notarised); the proxies for the signature of the memorandum and articles of association shall be brought in one original copie.

One copy of the act appointing the manager, certified true by him, if he has not been designated in the memorandum and articles of association.

One copy of the auditor of the formation proceedings' report dated and signed, if applicable.

For the sole member limited liability company, one copy of the business-plan support contract for the creation or takeover of a business y, certified true by the legal representative, if applicable.

Written proofs to enclose with your file

a completed [M0 application form](#). One copy shall be brought at the Registry and one copy at the Business Formalities Centre.

[Click here to fill your file out online](#)

An original proxy from the manager if he has not personally signed the M0 application form.

Evidence of the regular occupancy of the company's head office (e.g.: a copy of the commercial lease, a contract with the domiciliation company, a recent electric bill (EDF), telephone receipts, etc.)

*It is very important for your company to clearly identify your company's address in order to enable the Registry to send the certificate of incorporation ("Kbis" extracts) to you when there is a formality to fulfill or for your partners to contact you. If your company's head office is located at your manager's home address, you have to clearly state the name of your company on your mail box and make sure you have fulfilled all the necessary formalities with the post office for the follow-up of your company's mail.*

A copy of the certificate of the publication of the notice announcing the creation of the company in a newspaper authorized to publish legal notices.

If the declared activity is regulated, you have to send a copy of the authorisation delivered by the regulatory authorities ("autorités de tutelle"), a copy of the diploma or title.

For the managers

A copy of an ID : a copy of a passport or of a national identity card, or a double-sided copy of an unexpired residence permit. The status mentioned on the residence permit must enable its bearer to register at the Trade and Companies Register.

[Click here for further details.](#)

A sworn statement indicating that you have no criminal record, dated and signed by the person concerned. This statement will be scrutinized later by the judge appointed by the president of the commercial court to supervise the RCS.

A certificate indicating the names and first names of the parents, except if this information appears in a relevant document that has already been produced.

For the spouse or civil partner who is the manager's partner

An identity document accounting for the marriage or the civil partnership.

For the auditors (if one has already been appointed)

Evidence of their registration on the official auditors list if it has not yet been published

The letter accounting for the acceptance of the auditors.