



Information sheet on the registration of a branch of a foreign company

The registration of a branch of a foreign company is governed by Article 160 PILA (Federal Act on Private International Law) and Article 113 ff. 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 abroad (Article 126, paragraph 2, letter a, ORC). This document must be certified with authentication (or legalised with Apostille).
3. In the case of legal entities, **a certified copy of the applicable articles of association or the corresponding document of the principal place of business** (Article 113, paragraph 1, letter b, ORC). This document must be certified by the registrar of companies responsible for the principal place of business or by another competent office or notary.

If the information on the amount and currency of the company capital and the amount paid up required for the entry in the Swiss Commercial Register pursuant to Article 114 ORC is missing from the excerpt or articles of association, this information must be provided by means of an additional official document. If no such official document is available, a written confirmation from the administration may be submitted.

4. **Minutes or extract from the minutes** of the competent body of the head office on the resolution to establish the branch office and the appointment of the persons authorised to represent the branch office (Article 113, paragraph 1, letter c and d ORC). The resolution must also contain information on the name, location and purpose of the branch.
5. **Declaration by the domicile holder** that the branch is granted a legal domicile at the location of the branch **or confirmation** on the notification that the branch has its own offices. We reserve the right to request a copy of the rental agreement for own office premises.

Further information:

Evidence of existence:

Extracts from foreign registers must be certified by the registrar of companies responsible for the company abroad and supplemented with a corresponding Apostille. We may only accept extracts certified by notaries as equivalent if the notary confirms the material existence of the legal entity. A confirmation that the certificate in question is a true copy is not sufficient.

Translation:

The applicable articles of association or the corresponding document of the head office must be submitted both in the original version (certified with authentication or legalised with Apostille) and with a **German translation**. The translation does not have to be certified. However, the translator must sign the document and confirm that the translation was made truthfully and to the best of his/her knowledge and belief.

Name of the branch:

The name of the branch office must contain the business name and location of the principal place of business as well as the location of the branch and the express designation of branch office (Article 952, paragraph 2, Code of Obligations; for example: «*Bradford Exchange AG, George Town, Zweigniederlassung Zug*»).

Representation:

The branch must be represented by at least one person residing in Switzerland individually or by several persons residing in Switzerland collectively (Article 160, paragraph 2 PILA).

Functions:

The functions registered at the head office abroad are not registered at the branch office. The persons authorised to represent the branch office can only be registered with the following functions:

- «*Leiter(in) der Zweigniederlassung*»
- «*Direktor(in) der Zweigniederlassung*»
- «*Geschäftsführer(in) der Zweigniederlassung*»
- «*Zeichnungsberechtigte(r)*»