



Information sheet on the transfer of a foreign company to Switzerland

The transfer of a foreign company to Switzerland is governed by Article 161 et seq. CPIL (Switzerland's Code 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. Certificate by the Register of Commerce of the previous legal seat or comparable official or notarial document proving the legal existence of the company. This document needs to be certified with authentication (or legalized with Apostille).
2. Notarized Public Deed regarding the resolutions of the shareholders' meeting concerning the change of domicile and enactment of articles of incorporation (adaptation to Swiss law), with the new articles of incorporation.
3. Confirmation that the transfer of the company is permitted by the governing foreign law or authorization of the FDJP (Federal Department of Justice and Police). The confirmation may be issued by a competent foreign authority, institution or person (notary public or expert), as well as by the Swiss Institute of Comparative Law (www.isdc.ch), in Lausanne-Dorigny.
4. Declaration of the board of directors that the company's center of business activities has been transferred to Switzerland (Article 162, paragraph 1, CPIL).
5. Special audit report in accordance with Article 162, paragraph 3, CPIL. A joint stock company must prove that its share capital is unimpaired according to Swiss law by means of a report of a licensed expert auditor within the meaning of the Auditor Oversight Act of December 16, 2005 (Federal Act on the Licensing and Oversight of Auditors).
6. Confirmation that the company is able to adopt one of the forms of organization of Swiss law. Legal opinions on this subject may be obtained by the Swiss Institute of Comparative Law (www.isdc.ch), in Lausanne-Dorigny.
7. Declaration according to Article 43, paragraph 1, letter h, ORC and Article 4, paragraph 2, Authorization Act (Federal Law on the Acquisition of Real Estate by Non-Residents), the so-called "Stampa-/Lex Friedrich declaration". This template is available for [download](#) on our site.