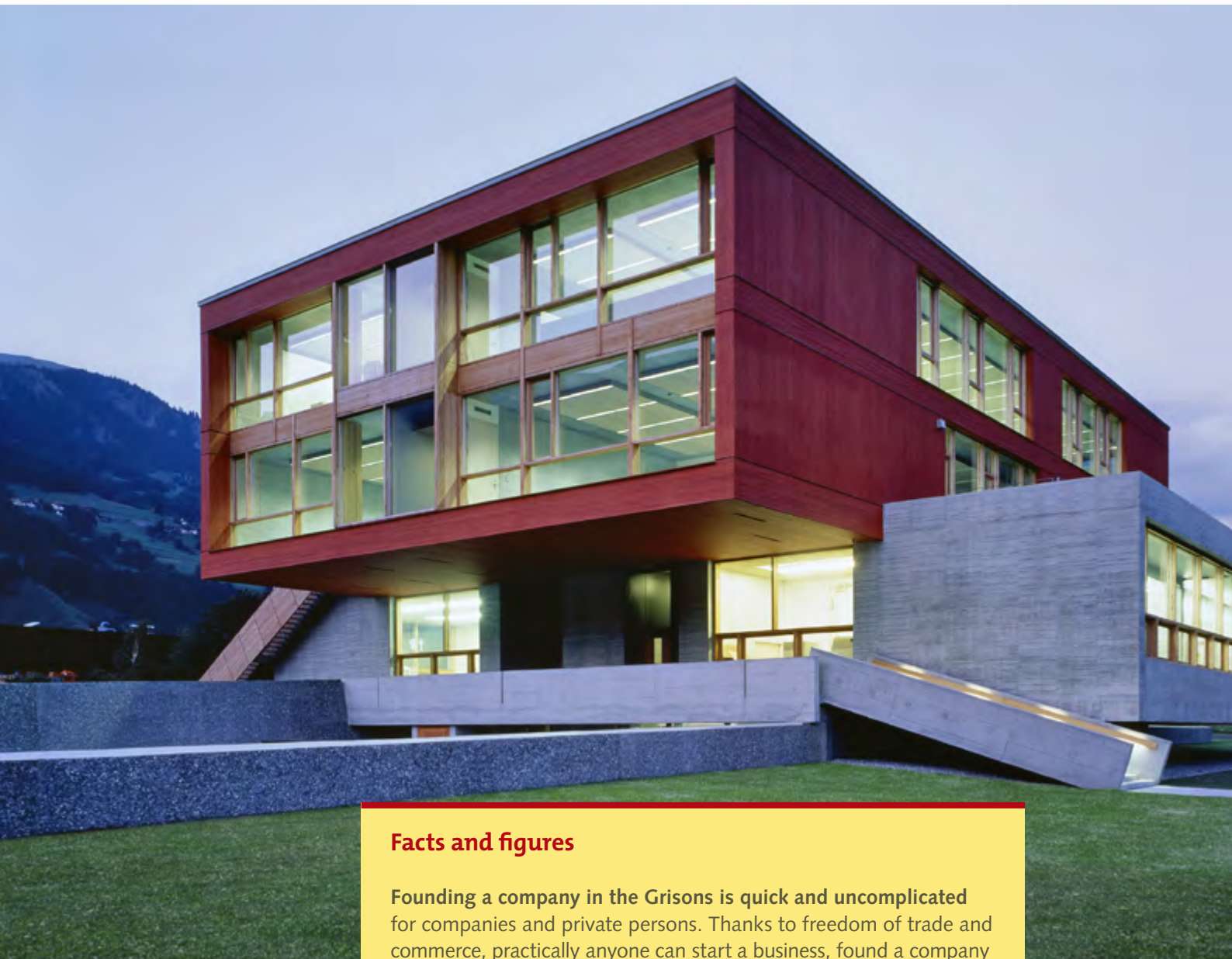


Founding a company in the Grisons



Innozet innovation center, Grüşch

Facts and figures

Founding a company in the Grisons is quick and uncomplicated for companies and private persons. Thanks to freedom of trade and commerce, practically anyone can start a business, found a company or own shares in one here.

The sole requirement: One of the persons with authority of signature for the company is resident in Switzerland. Foreign founders and entrepreneurs are very welcome and receive **many kinds of support** in the Grisons.

Welcome to the Grisons!

The Economic Development and Tourism Agency of the Canton Grisons will be pleased to help if you require assistance in relocating or expanding your company. Depending on your requirements, we can provide information about framework conditions and advantages of the employment market in the Grisons, put you into contact with representatives of industry or explain the most efficient procedure for your project. According to your needs we can recommend specialised banks, consultants, accountants and lawyers in the canton. Companies who relocate their headquarters to the Grisons or found a new company here usually choose the form of a private limited company or a limited liability company.

Key figures

Every 4th

new company is
founded in the Grisons by
a non-Swiss person

2–3 weeks

are enough to found a company
– it is also possible via
the internet

20–25 %

lower average costs
for real estate than in
the Swiss agglomerations

1st place

Switzerland is the most competitive
country in the world

Source: BfS (2013), WEF Global
Competitiveness Report (2015)



Founding a company by foreign citizens

Freedom of trade and commerce allows any person, whether of Swiss or foreign nationality to run a business, found a company or own shares in one. No approval from the authorities, no membership in a chamber of commerce or trade association and no annual statement of business figures are actually required. For foreign citizens to run a business themselves in a permanent way however, it is necessary for them to have a valid work and residential permit.

Recruiting foreign employees

With signing of the bilateral agreement on the free movement of persons (FMP) between Switzerland and the European Union, the ground rules governing free movement of persons, in the form that already exists in the member states of the EU, to be applied in a phased introduction between Switzerland and the EU. These will also be taken up within nine to twelve years for new EU states. Citizens from Switzerland or the EU states have the right to freedom of choice of their place of residence or work within the national territories of the contractual parties. In this way, most of the EU and EFTA citizens are on equal terms with Swiss employees, (current exemptions are Bulgaria, Romania and Croatia), on condition that they have a valid employment contract, are self-employed or, in the case of them not being in gainful employment, can provide proof of financial independence and full health insurance coverage. This agreement also liberalises the rules with regard to foreign citizens providing a service in another country for up to 90 days each calendar year. Citizens of other countries require a work permit to carry out such a service.

More detailed information about work permits can be found in the chapter "Employment market and labour legislation" from page 14.

Note: Popular initiative "Against Mass Immigration"

On February 9, 2014, the Swiss population voted to adopt the popular initiative "Against mass immigration". This called for a change of system in Swiss immigration policy. The new constitutional text committed the Federal Council and parliament to introduce within three years a new admission system for all foreign immigrants so that immigration is limited by maximum numbers and contingents. Until introduction of the corresponding implementation legislation, free movement of persons applies as previously between member states of the EU, EFTA and Switzerland. Citizens of third states and not affected by this popular initiative. They are governed by the same regulations as to date.

www.bfm.admin.ch

Topic: Free movement of persons Switzerland–EU/EFTA

www.ejpd.admin.ch

Topic: Immigration: Implementation of the new constitutional articles governing immigration; current information on free movement of persons

Choosing the type of business

General

When business operations are being set up, the focus is primarily on two types of company – a limited company and a limited liability company. The latter have legal structures comparable to foreign legal forms such as the German GmbH similar to the English Limited Liability Company.

In addition to founding a limited company or a limited liability company, a subsidiary of a foreign company may also be entered in the commercial register or a partnership / limited company set up without its own legal entity.

“The local authorities here have always provided us with excellent support for the start and expansion of our business activities in the Grisons.”

Dr.-Ing. Dipl. Kffr. Anna-Katharina Wittenstein,
Chairwoman of the Board, Wittenstein AG, Grüşch



Limited Company (AG)

The most important type of company in Switzerland, a limited company has its own legal entity with its own name (company). It is a capital company whose capital (stock capital) is split up into shares. The shareholders exercise their rights as company members during the shareholders' meeting. The actual management of the business of a limited company is left to the board of directors and the general managers (managing directors) appointed by the board of directors.

Prerequisites for founding a limited company

- The minutes of the founding meeting must be publicly certified by an authorised person (public notary).
- It is possible for one person alone to found a company.
- Foreigners may hold all the shares and the members of the board of directors may all be foreign citizens. At least one person, not necessarily a member of the board of directors, but capable of carrying out all legal representation of the company (individual authorised signatory or two people as joint authorised signatories), must be domiciled in Switzerland.
- The company capital must amount to at least CHF 100,000.–.
- 20 % of the share capital, but at least CHF 50,000.–, must be paid up or secured by tangible assets.

Advantages of a limited company

- Limited liability
- Easy transfer
- Anonymity of the partners – no disclosure commitment
- Unlimited share capital

Disadvantages of a limited company

- High level of capital stock
- Double taxation

Ideal framework conditions for founding a company

Country ranking for selected locational factors in a European comparison, 2013

Country	Funding	Political environment	Regulation	Physical infrastructure
Switzerland	1	1	1	1
Germany	3	7	5	7
Finland	3	2	3	4
France	2	2	4	4
Netherlands	3	4	2	2
Sweden	7	6	7	4
Great Britain	6	4	5	6

Source: Global Entrepreneurship Monitor, 2013

Limited Liability Companies (GmbH)

In recent years, the business form of a limited liability company has gained in significance. Today, it is an attractive alternative to the limited company. Company liability is limited to the company capital and it is compulsory for the company to be entered into the commercial register at the location where it is headquartered. The right to personality is not obtained by the company until this entry is made.

Prerequisites for foundation of a limited liability company

- The minutes of the founding meeting must be publicly registered by an authorised person (public notary).
- The company capital must amount to at least CHF 20,000.–.
- 100 % of the company capital must be paid up or secured with assets in kind.
- It is possible for a company to be founded by 1 person alone.

Foreigners may hold all the shares and the members of the board of directors may all be foreign citizens. At least one person, not necessarily a member of the board of directors, but capable of carrying out all legal representation of the company (individual authorised signatory or two people as joint authorised signatories), must be domiciled in Switzerland.

Advantages of a limited liability company

- Limited liability
- The minimum level of company capital is low

Disadvantages of a limited liability company

- Lack of anonymity of partners
- Double taxation

Tips and Information

Relocating to the Grisons

www.awt.gr.ch

Founding a company

www.startbiz.ch
www.gruenden.ch

General information on starting a company

www.kmu.admin.ch

Focus on practical knowledge / founding a SME

Private platform for founding a company

www.startups.ch

Source: Human Capital Report 2013

Subsidiaries

A subsidiary is a business enterprise which is legally a part of the parent company on which it is dependent, but which permanently conducts operations similar to those of the parent company at its own location while enjoying a certain economic and business independence. Defined in simple terms, the subsidiary is economically independent, but legally dependent on the company's headquarters. An authorised representative / agent domiciled in Switzerland is required for founding a subsidiary of a foreign company in Switzerland.

Advantages of a subsidiary are

- No personal (equity) capital is required.
- Endowment capital of an unspecified amount, made available by the parent company, is sufficient.
- Foundation is easier and costs less than for a capital company.
- The parent company can exercise its influence directly.

Disadvantages of a subsidiary are

- Executive management of the parent company shares liability for business conducted by the subsidiary.
- The business locations lack Swiss character.



Things to know about real estate

Business premises

Persons resident abroad may purchase property and land for a business purpose without need for a permit, whereas restrictions apply to purchase of residential property. EU or EFTA citizens resident in Switzerland have the same rights to purchase real estate as Swiss citizens and do not need a permit. Citizens of third states or persons resident abroad may purchase real estate with certain limitations.

Purchase of real estate without a permit

Persons abroad may purchase property with certain limitations. The following types of property, used for a business purpose, may be bought by a person resident abroad without need for a permit.

- manufacturing buildings, warehouses and offices
- shopping centers and shop premises
- hotels and restaurants
- workshops and medical practices
- apartments which are necessary for running a business or where separation from the business property is not possible or would be excessive.
- Land reserves of up to one third, and in special cases up to half of the total area, for a medium-term extension of an existing business location or for starting a new one.
- Apartments for border-crossing workers in the vicinity of the workplace

Private property

Purchase of a main residence without a permit

A main residence (such as house, apartment/condominium) and building land at the domicile of the purchaser can also be bought without a permit. The following prerequisites apply:

- the buyer must have an annual residence permit
- the purchaser must live in the apartment himself as long as he remains at this domicile
- construction work on the land must begin within twelve months of the purchase

Purchase of property requiring a permit

Purchase of the following apartments requires a permit:

- holiday flats and units in an apartment hotel (hotel with apartments/condominium)
- second homes (with close relations to a location which are worthy of protection/residence of an average 2–3 days per week is mandatory)

Purchase by EU/EFTA citizens resident in Switzerland

Citizens of the member states of the European Community and the European Free Trade Association, who have their regular and real place of residence in Switzerland, are not considered “persons abroad” and may purchase any property in Switzerland without need of a permit

Finding suitable property

Finding real estate for business and private use

The internet platform www.newhome.ch is a service provided free of charge by 16 regional cantonal banks, including the Grisons cantonal bank “Graubündner Kantonalbank”, where apartments, industrial buildings and building land for sale are offered.

Less expensive and yet comfortable accommodation

In Switzerland, two out of three people live in a rented apartment. The average price for rented accommodation varies according to region and the Grisons provides cost advantages. As a rule, attractive, well situated apartments are up to 20% less expensive than in the major Swiss agglomerations. Further links available are: www.homegate.ch or www.alle-immobilien.ch

In the Grisons, attractive real estate cost significantly less than in the major Swiss agglomerations

Industrial zone
Tardis, Landquart



Industrial zones and the SME and Founding Centers



Industrial zone
Domat/Ems

Examples of industrial zones

The most important industrial zones in the Grisons are all located along the north-south axis Munich/Stuttgart-Milan. More than 11.5 million vehicles use this important transit axis each year, which is 32,000 vehicles per day. These industrial zones include:

Domat/Ems

The largest industrial zone in the Grisons is at the same time, one of the largest developed industrial zones in Switzerland covering an area of more than 200,000 m². The excellent site development, including good public transport connections, is ideal for high-quality, export-oriented companies incorporating a high level of added-value. This land is available for purchase or as a building lease.

Tardisland

Tardisland is one of the largest new industrial areas in south-east Switzerland and is located at the direct interface of the motorways A3 Zurich-Basel and A13 Munich/Stuttgart-Milan with a rail connection to both the Federal Swiss Railways and the local 'Rhätischen Bahn'. The land is also available for purchase or as a building lease. www.tardisland.ch

San Vittore

The industrial zone in the community of San Vittore covers more than 180,000 m². Along with its excellent location, also directly on the A13 motorway, this industrial zone offers attractive land prices. This land is available for purchase or as a building lease. www.regionemesolcina.ch

SME and Founding Centers

Grisons SME Center

The Grisons SME Center is contact point for small and medium-sized companies and provides support for business administration questions in the fields of start-ups, innovation and internationalisation. www.kmuzentrum.ch

Founding Center Innozet

Start-up companies and established businesses work under one roof in the INNOZET Innovation Center TRUMPF in Grüşch. Young business people are able to benefit from a state-of-the-art infrastructure, advice and coaching from experts as well as a network of experienced, industrially powered technical colleges and universities which is probably unique in Switzerland. www.innozet.ch

“We want to develop our products at the same place that we want to live. Here we find ideal conditions to drive technological innovation forward.”

Remo Frei, CEO Flink production GmbH, Chur

The company is winner of various technology awards, start-up in the Grisons

