

Dr. Philipp Nierlich, LL.M.

The Founding of a „Digital“ GmbH in Austria

nhp  notare

Formal requirements strengthen legal certainty.

Legal certainty gives a strong foundation for business.

„Form is a twin sister of freedom.“

Rudolf von Jhering 1818-1892

Taking Legal Form to the 21st Century

- Corporate law is a core competence of Austrian notaries.
- The notary is an active part of the digital workflow with the judicial system
- Austria has taken formal requirements in establishing a GmbH and adapted them to the digital world
- Founding a GmbH, i.e a company with limited liability, can also be done via video conference.
- Instead of actually going to a notary's office - go virtually

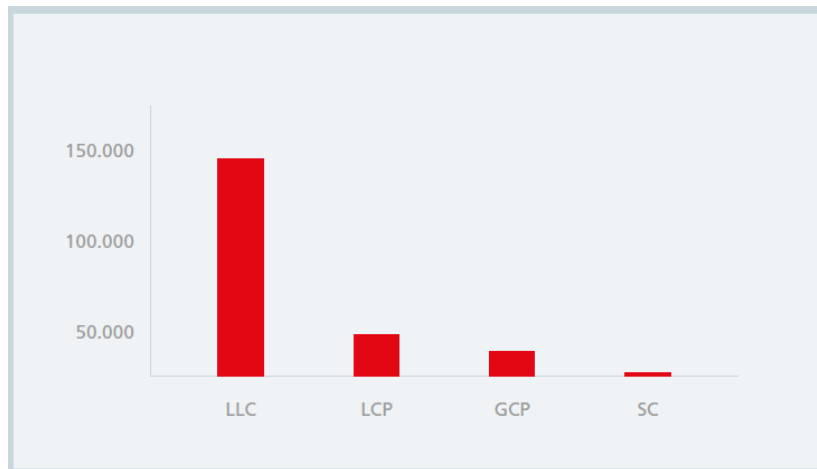
Limited Liability Company LLC – (Gesellschaft mit beschränkter Haftung - GmbH)

- Capital: EUR 10,000 for the first 10 years (then 35,000)
- Founder(s): 1 shareholder is sufficient (Individual or legal entity)
- Liability of the shareholders is limited to their respective share capital contribution
- The establishment process of a LLC takes a couple of days (notary, bank, register)
- Managing directors are bound to the instructions of the shareholder(s)

Limited Liability Company LLC – (Gesellschaft mit beschränkter Haftung - GmbH)

■ Similar to:

- società a responsabilità limitata - S.r.l. (Italy),
- Sociedad Limitada S.L. (Spain)
- s.r.o., spol. s r.o. Společnost s ručením omezeným (Czech Republic)
- private company limited by shares, ltd (United Kingdom)



how-to: Found a digital GmbH with a notary 1/2

- Notary will set up a secure data room , where signing will take place
- Notary will invite founder(s) to proceed with a Video Identification procedure
- Founder(s) will receive invitation by email
- Founders will have to show their passport to identification agent
- ... and will get a qualified electronic signature:
Mobile phone number + password + confirmation by phone (TAN or app)




how-to: Found a digital GmbH with a notary 2/2

- A qualified electronic signature is a legal equivalent to a signature by hand
- The founder(s) and the managing director(s) will be able to execute documents in Austria by video conference
- Founder(s) and managing director(s) will meet with notary via video conference
- All documents will be executed by the parties in the secure data room
- Notary will seal with his electronic seal
- Parties are virtually in Austria, while acting from their office abroad
- Notary will file documents electronically with the companies' register



Bildmarke des Amtssiegels gemäß §13 Absatz 2 Notariatsordnung.

BILDICHE DARSTELLUNG DER BEURKUNDUNGSSIGNATUR		
	Signator	MMag. Dr. Philipp Nierlich öffentliche/r Notar/in
	Datum/Zeit-UTC	2020-01-16T16:06:16Z
	Aussteller-Zertifikat	a-sign-Premium-Sig-05
	Serien-Nr.	1368401793
	Prüfinformation	Informationen zur Prüfung der elektronischen Signatur finden Sie unter: http://www.notar.at/de/ .

Share Capital: Payment Into a Notarial Escrow Account

- Requirement for the registration of a GmbH: share capital has to be paid into an Austrian bank account
- Normally done with a confirmation by an Austrian commercial bank
- Alternatively: share capital is paid into an escrow account with Notartreuhandbank AG if timing is critical
- Advantage:
 - all actions can be performed centrally at the notary
 - faster handling
- After the registration share capital is transferred from the escrow account to the commercial bank account of the company

Thank you for your attention!

Find more information at
www.nhp.at/en/digital-gmbh/

Contact me: nierlich@nhp.at

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