

## NON-TRADING COMPANY

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Prior to registering your company at the Trade and Companies Register, some formalities must be complied with. Documentary evidence will be required in order to complete your registration file.

### Preliminary procedures before registering at Trade and Companies Register ("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'Ile de France)

Domiciliation : your official business address

You will have to bring evidence to the registry office ("le greffe") of the 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, 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 business incubators ("pépinière d'entreprise").

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.
- Proceed to the appointment of the manager. He can either be appointed in the memorandum and articles

of association or in a distinct document

- 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.

#### 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 and, if applicable, the particular legal status to which it is bound, the amount of the registered capital and, if it is a company with variable capital, the minimal amount it can be reduced to, the address of the head office, the purpose of the company (briefly indicated), its duration, the amount of contributions in cash, a brief description and an evaluation of the contributions in kind, the name, first name and home address of the manager, of any other person authorized to bind the company and the RCS with which the company will be incorporated and, if applicable, the existence of clauses concerning the agreement of the shares assignees and the designation of the company's body authorized to rule on the agreement requests.

N.B. The complete registration file shall be brought at the Registry, which is the the centre for administrative formalities ("Centre de Formalités des Entreprises" or "CFE") for non-trading companies. Acting as a CFE, the Registry conveys compulsory declarations from corporate bodies and natural persons to organizations such as "URSSAF" (social security), "INSEE" (French office of statistics), "Centre des Impôts" (tax administration), "Caisse d'assurances maladie" ou "caisse de retraite" (health insurance funds or pension funds).

#### 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") 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 include in your file for your registration at the Trade and Companies Register

##### 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 copy (if the document is notarised); the proxies for the signature of the memorandum and articles of association shall be brought in one original copy.

The memorandum and articles of association shall be established by a notary when a real estate contribution is made.

One copy of the document appointing the manager, if he has not been appointed in the memorandum and articles of association, certified true by the manager. The document appointing a legal entity as a manager shall mention the identity of his legal representative(s).

#### Written proofs to enclose with your file

a duly completed and signed M0 application form

Three copies shall be brought at the Registry, which is the centre for administrative formalities ("Centre de Formalités des Entreprises" or "CFE") for non-trading companies.

[Click here to complete your file 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 such as a copy of the commercial lease, a contract with the domiciliation company, a recent electric bill (EDF) or telephone receipts, etc.

*It is very important for your company to clearly identify your company's address in order to allow the Registry to mail the certificate of incorporation (Kbis extracts) to you when there is a formality or for your partners to contact you. If your company's head office is located at your legal representative'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.*

Evidence of the publication of the notice announcing the creation of the company in a newspaper authorized to publish legal notices (LIEN dans la partie française, sous "journal d'annonces légales").

If the declared activity is regulated, then send a copy of the authorisation delivered by the regulatory authorities, a copy of the diploma or title.

For the manager as a natural person :

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

A sworn statement, dated and signed by the person concerned, indicating that you have no criminal record. 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 already produced.

For the managers and partners as legal entities :

An original extract of document attesting the registration with the Trade and Companies Register produced within the last three months if the entity has been registered, or any official document proving the legal existence of the entity if it has not been registered with The Trade and Companies Register.

For the partners as natural persons which are not 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.

For the auditors (when appointed) :

Provide evidence of their registration on the official auditors' list if it has not been published yet.

The letter stating the acceptance of the designation.