

99057001060006

# Entering a limited liability company (GmbH) in the commercial register

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<https://fimpportal.de/xzufi-services/6001248-99057001060006/L100009>

Modul	Sachverhalt
Leistungsschlüssel	99057001060006
Leistungsbezeichnung I	Entering a limited liability company (GmbH) in the commercial register
Leistungsbezeichnung II	Entering a limited liability company (GmbH) in the commercial register
Typisierung	3a - Bundesaufsichtsverwaltung: Regelung, Land: Vollzug
Quellredaktion	Sachsen
Freigabestatus Katalog	unbestimmter Freigabestatus
Freigabestatus Bibliothek	unbestimmter Freigabestatus
Begriffe im Kontext	
Leistungstyp	
Leistungsgruppierung	
Verrichtungskennung	
SDG-Informationsbereich	
Lagen Portalverbund	

Modul	Sachverhalt
Einheitlicher Ansprechpartner	
Fachlich freigegeben am	
Fachlich freigegeben durch	
Handlungsgrundlage	<ul style="list-style-type: none"> <li>• §§ 5a, 7, 8 Gesetz betreffend die Gesellschaften mit beschränkter Haftung (GmbHG) - Errichtung der Gesellschaft</li> <li>• § 12 Handelsgesetzbuch (HGB) – Anmeldungen zur Eintragung und Einreichungen</li> <li>• Gesetz über Kosten der freiwilligen Gerichtsbarkeit für Gerichte und Notare (GNotKG)</li> <li>• Verordnung über Gebühren in Handels-, Partnerschafts- und Genossenschaftsregistersachen (HRegGebV), Anlage (zu § 1) Gebührenverzeichnis</li> <li>• §§ 39a, 40a Beurkundungsgesetz (BeurkG) - Einfache elektronische Zeugnisse, Beglaubigung einer qualifizierten elektronischen Signatur</li> </ul>
Teaser	<p>If you set up a limited liability company (GmbH), you are obliged to register it in the commercial register. The GmbH only comes into existence and has full legal capacity once it has been registered.</p>
Volltext	<p>If you set up a limited liability company (GmbH), you are obliged to register it in the commercial register. The GmbH only comes into existence and has full legal capacity once it has been registered.</p> <p>Single point of contact</p> <p>You can use the service of the single point of contact for this procedure. They will guide you through the process, take care of correspondence with all the authorities responsible for your matter and provide you with expert advice.</p> <ul style="list-style-type: none"> <li>• Single point of contact Amt24 information</li> </ul>
Erforderliche Unterlagen	<ul style="list-style-type: none"> <li>• the articles of association</li> <li>• the authorisation of the managing directors, if they are not appointed in the articles of association</li> <li>• a list of shareholders signed by the applicants.</li> </ul>

## Modul

## Sachverhalt

- an assurance from all applicants that the contributions have been made as prescribed and are finally at the free disposal of the managing directors
- a non-cash formation report with contracts and supporting documents on the value of the non-cash contributions in the case of non-cash formations and
- an assurance from the managing directors that there are no legal obstacles to their appointment and that they have been informed of their unlimited duty to provide information to the court
- The registration must also state a domestic business address and the type and scope of the managing directors' power of representation.

Note: There are often several weeks between drawing up the articles of association and entry in the commercial register. You should therefore check that the articles of association are up to date before registering.

## Voraussetzungen

Before the GmbH is registered

- the articles of association must be available,
- the contributions in kind must be paid in full and
- at least 25 per cent of the nominal amount of each individual share must have been paid.
- In total, at least enough must have been paid into the share capital so that the total amount of the paid-in cash contributions plus the total amount of the shares for which contributions in kind are to be made reaches at least half of the minimum share capital, i.e. EUR 12,500.

## Kosten

- Fees for notarial services and entry in the register
- Expenses for the public announcement

## Verfahrensablauf

To submit an application, contact a notary\*.

- The notary will advise you on how to formulate the application.
- The application is made exclusively electronically and a publicly notarised document is created for this purpose. From 1 August 2022, the document can also be notarised via video communication.
- The declaration is provided with an electronic

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signature and sent to the electronic court and administrative mailbox of the registry court.

### Amendments

Have key details about your company, such as the registered office, legal form or authorised representatives, changed? Then have the commercial register entry corrected immediately.

The entry is made in the same way exclusively via a notary.

\*) In order to remain comprehensible, we limit ourselves to the generalised personal designations, they always refer to each gender - the editors

**Bearbeitungsdauer**
**Frist**

• none

**weiterführende Informationen**
**Hinweise**

Entrepreneurial company

The Unternehmergesellschaft (UG) is a special legal form variant of the GmbH to which all regulations of the GmbH Act apply. Unless there are expressly deviating special regulations, these special features apply to the UG:

- Share capital of the entrepreneurial company: minimum EUR 1.00, maximum EUR 24,999
- Designation "Unternehmergesellschaft (haftungsbeschränkt)" or "UG (haftungsbeschränkt)" in the company name

The share capital must be paid up in full before registration in the commercial register, whereby contributions in kind are prohibited.

**Rechtsbehelf**

If the registration court refuses to enter the GmbH in the commercial register, an appeal may be lodged in accordance with section 382 (4) sentence 2 FamFG pursuant to section 58 (1) FamFG or, if applicable, an

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	appeal on points of law pursuant to section 70 (1) FamFG.
Kurztext	
Ansprechpunkt	
Zuständige Stelle	
Formulare	
Ursprungsportal	