

LIMITED PARTNERSHIP

Purpose-

Established for the purpose of conducting business under its own business name.

Founders-

Must be established and conducted by at least two individuals or legal persons.

Minimum capital –

N/A

Legal personality –

None. Personal partnership.

Liability –

At least one partner is liable to the creditors for the debts and obligations of the partnership without limitation (the general partner) and at least one partner has a limited liability.

Taxation –

PIT Declaration - Personal Income Tax, or CIT - Corporate Income Tax; each of the partners is paying taxes separately.

Establishment process –

The statutes of the partnership should be executed in a notarised form and signed by all general partners, whereupon the partnership should be entered into the National Court Register.

Additional requirements for foreign investors –

N/A

Limited Liability Company

Purpose	Established for the purpose of conducting a business and any other purpose allowed by law.
Founders	May be established by one or more individuals or legal persons. However, it may not be established solely by another single-member limited liability company.
Minimum capital	50,000 PLN
Legal personality	A limited liability company is a legal entity.

Company liability	The Company is liable for its debts and obligations with its whole property.
Partner liability	Partners are not liable for the company's debts and obligations.
Taxation	CIT Declaration - Corporate Income Tax
Established process	Step-by-step instructions set out below.
Additional requirements for foreign investors	N/A

The **Company deed or the company charter** (for a sole-shareholder company) must be formed in a notarial deed form before a notary in Poland.

The Company deed or the Company Charter should stipulate:

- the business name and registered seat of the company;
- the object of the company's activity, as specified in Polish Classification of Activities (PKD);
- the life of the company, whenever established for a definite time period;
- the amount of the share capital;
- a statement as to whether a shareholder may hold more than one share;
- the number and nominal value of shares subscribed for by individual shareholder .

The next step is to make contributions to the company's share capital and to appoint the management board.

Registration in the National Court Register

The application for the registration in the National Court Register should be filed by the management board. The application must be signed by all members of the management board.

A limited liability company is placed into the Register of Entrepreneurs in the National Court Register.

For the addresses of the Economic Departments of the National Court Register and information on their territorial jurisdiction please visit the Ministry of Justice website at <http://www.ms.gov.pl/>.

The application for registration should be filed on the form KRS- W3.

The application should contain:

- the business name, registered office and address of the company; the company's business name may be freely chosen, however, it must include the wording "Spółka z ograniczoną odpowiedzialnością"; the shareholders are free to choose any name for the company as long as it is sufficiently distinct from

- the names of other enterprises operating on the same territory as the company intends to operate on;
- the object of the company's business activity (e.g. metal goods trade) placed in Appendix in form KRS - WM; it must come within the Polish Classification of Activities (PKD), as the relevant PKD code must be provided in that appendix;
 - the amount of share capital (minimum PLN 50,000);
 - information as to the capacity (or lack thereof) of a shareholder to hold more than one share;
 - the first names and surnames of the management board members and the manner of representation of the company (KRS- WK form);
 - the particulars of the shareholders of the company that follow into registration in the Register (KRS- WE form);
 - the first names and surnames of the members of the supervisory board or the audit commission if such are to be appointed pursuant to the law or Company Deed (KRS -WK form);
 - information on non- cash (in-kind) contributions made by shareholders, in case that such are made;
 - the life of the company, whenever established for a definite period;
 - the name of a specific paper in which company announcements are to be made, if designated by the Company deed, other than Monitor Sądowy i Gospodarczy.
 - additional information on management board members' addresses;
 - information on the address of the sole-shareholder.

The application should be filed jointly with:

- the Company deed or Company Charter;
- a representation of all members of the management board that the all shareholders made full contributions of towards the share capital;
- where members of the company's bodies are appointed otherwise then under the the notarial deed wherein the company deed is contained, proof of their appointment and specification of their members must be provided;
- sample signatures of members of the management board placed before the Court or certified by a public notary;
- a list of all shareholders signed by all members of the management board, including the surnames and forenames or the business names and number and nominal value of shares held by each shareholder;
- evidence of payment of fees for court registration and publication in Monitor Sądowy i Gospodarczy.

It should be kept in mind that in case of failure to notify the formation of the company to the registry court within six months of the date of execution of the Company deed the Company deed shall terminate.

Registration within the Central Statistics Office (GUS)

Registration within the Central Statistics Office (Główny Urząd Statystyczny - GUS)

should take place no later than 14 days from the day of a receipt of a registration certificate. The registration is based on the application filed by the entrepreneur on the form RG - 1. That is a unified form applicable within the whole country.

Entrepreneurs are required to have a REGON statistical number. The application shall be appended with a copy of the registration certificate or a statutory declaration confirming incorporation of a enterprise and that its activity has been already commenced.

REGON can be also obtained by a limited liability company "in organisation", i.e. before its registration by the court is completed. Then, the application need to be appended with a notarial deed incorporating a company while obtaining the REGON statistical number.

Statistical Offices issue REGON statistical number certificates to registered entities or their local branches. They are issued without no charge (usually out of hand).

Opening of a bank account

It is obligatory for the entrepreneurs to open the bank account. Under the Act on freedom of the business activity, they are also obliged to non-cash settlements. The entrepreneurs are required to make or accept payments through the bank account whenever:

- the other party to a transaction is another entrepreneur.
- Once-off value of receivables or payables, notwithstanding of the number of payments it is constituted of, exceeds the equivalent of € 15,000.00, converted into the PLN at the average exchange rate announced by the National Bank of Poland on the last day of the month preceding the month of transaction.

In order to open a bank account, the entrepreneur must enter into an agreement with the bank. The banks usually require to submit originals and exemplify all documents obtained in the course of company registration.

Polish banking system is well-developed. Entrepreneurs may choose among the offers of a few dozen domestic and international banks (including 4 e-banks). Basically, all larger banks offer e-accounts.

Registration within the Tax Office

All taxpaying entrepreneurs are under the obligation to register into tax filling system upon which they are awarded a Taxpayer's Identification Number (NIP).

The registration system is held by a tax authorities. Taxpayers can apply for the tax identification while submitting company registration documents or before a first activity which results in tax obligation is undertaken concerning the VAT taxpayers or before the first submission of the corporate income tax declaration whichever occurs earlier.

A taxpayer registers only once regardless of:

- a number and types of taxes paid,
- form of taxation,
- types and number of businesses activities run by the taxpayer,
- number of enterprises run.

egistration with the Social Security Office (ZUS)

Apart from registering with the Tax Office, a taxpayer commencing business activity, is also required to register with the Social Security Office (Zakład Ubezpieczeń Społecznych - ZUS).

All payers of social security contributions are required to register with the Social Security Office, as so called social security contribution payers

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