

How to establish a company in Slovenia

Legal ground for establishing and managing the company in Slovenia are the Companies Act (“*Zakon o gospodarskih družbah*”)¹ and Court Register Act (“*Zakon o sodnem registru*”).²

I. TYPES OF ORGANIZATION

Types of organization forms which are regulated with Companies Act:

- Private Entrepreneur – s.p. (“samostojen podjetnik”);
- Limited liability company – d.o.o. (“družba z omejeno odgovornostjo”);
- General partnership – d.n.o. (“družba z neomejeno odgovornostjo”);
- Public limited company – d.d. (“delniška družba”);
- Limited partnership – k.d. (“komanditna družba”);
- Partnership limited by shares – k.d.d. (“komanditna delniška družba”);
- Societas Europea – ES (“evropska delniška družba”);
- Dormant partnership (“tiha družba”);
- Branch (“podružnica”)

Companies can be organized as **personal companies** (General partnership, Limited partnership, Dormant partnership) or as **capital companies** (Limited liability company, Public limited company and Partnership limited by shares). The main difference between personal and capital companies is in responsibility to third parties. Personal company accepts liability to third parties with all company’s property and also members of the company accepts liability for the company with all their property. Meanwhile capital companies accept liability to third parties just with company’s property.

II. LIMITED LIABILITY COMPANY, PUBLIC LIMITED COMPANY AND BRANCH

The most common forms for foreign investors which are establishing their business in Slovenia are limited liability company (d.o.o.), public limited company (d.d.) and branches.

Limited liability company

Article 471 of the Companies Act defines limited liability company as a company whose subscribed capital is made of subscribed contributions by members. The value of the contributions may differ. Companies Act defines maximum members of company and the minimum founding capital. A company may have a maximum of 50 members, company can have more than 50 members only with the permission of the minister with responsibility for the economy.³ Article 475 of the Companies Act defines that the minimum founding capital must be at least 7500 euros and each subscribed contribution must amount to at least 50 euros.

¹ Uradni list RS, št. 42/2006, 60/2006 - popr., 26/2007 - ZSDU-B, 33/2007 - ZSReg-B, 67/2007 - ZTFI, 10/2008, 68/2008, 42/2009, 33/2011, 91/2011, 100/2011 - Skl. US.

² Uradni list RS, št. 13/1994, 31/2000 – ZP-L, 91/2005, 42/2006 – ZGD-1, 33/2007, 93/2007, 65/2008, 49/2009.

³ Article 473 of the Companies Act.

Public limited company (Joint Stock Company)

Article 168 of the Companies Act defines the public limited company as a company which has subscribed capital divided into shares. The minimum amount of the subscribed capital is 25,000 euros.⁴

Branch

Article 676 of the Companies Act defines that foreign undertaking may pursue an activity with a view to profit in the Republic of Slovenia through branches. A branch shall operate in the name and for the account of the foreign undertaking, and in so doing it must use the registered name of the parent undertaking, its registered office and its own name.⁵

III. REGISTRATION ⁶

Companies may carry out certain services through the e-VEM portal or visit a VEM contact point or a Notary's Office. Services of the e-VEM portal and VEM contact points are free of charge. Services at the Notary's Office are paid in accordance with the Notary's Tariff

VEM offices

The formation of a limited liability company (LLC) may be implemented at the VEM contact point if it is a matter of a simple limited liability company. In all other cases the formation of a company is carried out at a Notary's Office.

Foreign physical person can register simple one-personal or multi-personal company in Republic of Slovenia at VEM offices. As they visit office, they must provide:

- foreign identity document (passport, identity card);
- Slovenian tax number (legal confirmation of tax number).

and fulfill the condition:

- for foreigners, which are not citizens of EU, EGP (Liechtenstein, Iceland, Norge) or Swiss Confederation: foreigner must have valid personal working permit for identified period of one year, three years or personal working permit for an indefinite period.

Chamber of Commerce and Industry of Slovenia (CCIS) (English for Gospodarska zbornica Slovenije (GZS)) has five VEM offices in Ljubljana, Maribor, Kranj, Krško and Nova Gorica.

List of VEM offices: http://evem.gov.si/evem/cms/page/en_vemOffices

e-VEM points

Limited Liability Company can be also registered through the state portal for business called e-VEM.⁷ Through the e-VEM portal companies or entrepreneurs may carry out electronic

⁴ Article 679 of the Companies Act.

⁵ First paragraph of article 679 of the Companies Act.

⁶ <http://evem.gov.si/evem/en/home.evem>

⁷ Through the e-VEM portal companies or entrepreneurs may carry out electronic services, which are linked to the formation of a company and some other procedures that are carried out by a business entity upon or after its formation (<http://evem.gov.si/evem/en/home.evem>).

services, which are linked to the formation of a company and some other procedures that are carried out by a business entity upon or after its formation.

Foreign physical person can register simple one-personal or multi-personal company in Republic of Slovenia also online (from the distance – through the internet) by themselves, if they fulfill the same conditions as above and additional condition:

- foreign person must have a digital certificate of the certification authority of Republic of Slovenia (SIGOV-CA or SIGEN-CA (for physical person or for employees working at legal persons), POŠTA@CA, AC-NLB, HALCOM CA FO, HALCOM CA PO 2 or HALCOM CA PO 3).

Foreign physical person can register simple one-personal or multi-personal company in Republic of Slovenia online: http://evem.gov.si/evem/cms/page/en_online

A digital certificate is needed for carrying out services through the e-VEM portal. Through the electronic authorisation system used by an authorised legal representative, all companies have the possibility to authorise employees or other persons for performing procedures. A legal representative needs a digital certificate with which he/she authorises a person on his/her tax number who will carry out services in the name of the company. An authorised person needs a digital certificate for carrying out procedures for a company for which he/she is authorised. A legal representative can limit the period of validity of the authorisation or also revoke the authorisation.

Notary offices

Registration of other different types of companies (more complexed types of companies) can be done at Notary offices.

A personal identity document is needed for visiting a Notary's Office. If services are performed by an authorised person, he/she must also submit a certified authorisation for performing procedures. In some procedures certain additional documents need to be attached. You will need to know the data that the Notary will submit via the e-VEM portal to the competent institutions on your behalf.

The Notary charges for the certification of documents in accordance with the Notary's Tariff. If you would like to submit other forms for the above mentioned procedures to the Notary, the Notary will perform the services for a business entity. The cost of the procedure at the Notary's Office (M-1, M-DČ from, etc.) amount to, in accordance with the Tariff charge 14, 22.95 EUR without VAT for every half an hour of a Notary's work.

List of notary offices: http://evem.gov.si/evem/cms/page/en_notaries

If you have any further questions please do not hesitate to contact us via e-mail: info@gzs.si .

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