

How would you like to receive your documents?

- By e-mail  
 By post

## ORDERER/CONTACT

Orderer (Company name)	
Contact	Mobile phone number
E-mail	
Delivery address/Street address	
Postal code, City	Country
Phone number	Fax number

TYPE OF COMPANY <sup>①</sup>

<input type="checkbox"/> Off-the-shelf company	<input type="checkbox"/> New formation
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INFORMATION ON YOUR NEW COMPANY <sup>②</sup>

Proposed name of the company (1)		Enhanced name protection by <input type="checkbox"/> registering a trademark
Proposed name of the company (2)	Proposed name of the company (3)	
Business activities The company will		
and engage in activities related thereto.		
E-mail address (of the company) <sup>③</sup>		
Street address (of the company)		
Postal code, City (of the company)	Country	Domicile (Municipality in Sweden)

DOMAIN NAME <sup>④</sup> Not mandatory

<input type="checkbox"/> We wish to register a domain name	Await the change of name of the company <input type="checkbox"/> Register the domain without waiting for the change of name of the company	
Proposed domain name	Alternative 2	Alternative 3
Mandatory information when ordering a domain name		
Contact	Phone number	E-mail

FINANCIAL YEAR <sup>⑤</sup>

<input type="checkbox"/> 31 December	<input type="checkbox"/> 30 June	The first financial year shall end year
<input type="checkbox"/> 30 April	<input type="checkbox"/> 31 August <input type="checkbox"/> (other)	

PROVISOS OF THE COMPANY <sup>⑥</sup>

<input type="checkbox"/> Standard (option clause and pre-emption clause)	<input type="checkbox"/> None	<input type="checkbox"/> According to the enclosed wording
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SECONDARY NAME <sup>⑦</sup> Not mandatory

Proposed secondary name
Part of the business activities as mentioned above

SPECIAL REQUIREMENTS <sup>⑧ ⑨</sup>

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**BOARD OF DIRECTORS /SHAREHOLDERS** <sup>⑩</sup> (See also <sup>⑪</sup> in the explanatory notes)

FUNCTION  
<sup>⑫</sup>

<b>1</b>	First name	Surname	Date of birth	MD	
	Street address		Postal code, City		
<b>2</b>	First name	Surname	Date of birth	MD	Chairman
	Street address		Postal code, City		
<b>3</b>	First name	Surname	Date of birth	MD	Chairman
	Street address		Postal code, City		
<b>4</b>	First name	Surname	Date of birth	MD	Chairman
	Street address		Postal code, City		
<b>5</b>	First name	Surname	Date of birth	MD	Chairman
	Street address		Postal code, City		

**DEPUTY BOARD MEMBERS/SHAREHOLDERS** <sup>⑩</sup>

<b>1</b>	First name	Surname	Date of birth	MD	
	Street address		Postal code, City		
<b>2</b>	First name	Surname	Date of birth	MD	
	Street address		Postal code, City		

**EXTERNAL MANAGING DIRECTOR (MD)/PERSON AUTHORIZED TO RECEIVE SERVICE OF PROCESS/SHAREHOLDER** <sup>⑬</sup>

<b>1</b>	First name	Surname	Date of birth	MD	Serv. of proc.
	Street address		Postal code, City		

**EXTERNAL AUTHORIZED SIGNATORY/SHAREHOLDERS** <sup>⑩</sup>

<b>1</b>	First name	Surname	Date of birth		
	Street address		Postal code, City		

**OTHER SHAREHOLDERS** <sup>⑮</sup>

<b>1</b>	Name (state authorized signatory when a legal person is owning shares)	Date of birth	Minor	
	Street address			
<b>2</b>	Name (state authorized signatory when a legal person is owning shares)	Date of birth	Minor	
	Street address			

**TOTAL SHARE CAPITAL**

**AUDITOR** <sup>⑯</sup>

Most of the private limited companies can state in the Articles of Association that the company will not have an auditor. However, the General Meeting can still decide to elect an auditor.

In the Articles of Association it will be noted that the company will not have an auditor (the company can still elect an auditor if they like)

In the Articles of Association it will be noted that the company will always have an auditor.

The company will elect an auditor.

<b>1</b>	Name (or company elected as registered public accounting firm)	Personal identity number/CIN	Authorized Approved
	Street address		
<b>2</b>	Name (or company elected as registered public accounting firm)	Personal identity number/CIN	Authorized Approved
	Street address		

**DEPUTY AUDITOR** <sup>⑰</sup>

Name	Personal identity number/CIN
Street address	Postal code, City
Authorized Approved	

**AUTHORIZED SIGNATORY** <sup>⑭</sup>

<input type="checkbox"/> The Board	<input type="checkbox"/> Unlimited authorized signatory for the MD
<input type="checkbox"/> The Board Member and Deputy Board Member separately	<input type="checkbox"/> The MD according to the Swedish Companies Act concerning current management measures
<input type="checkbox"/> The Board Members separately	<input type="checkbox"/> Two of the board members jointly
	<input type="checkbox"/> Other way:.....

# EXPLANATORY NOTES

- ① **Off-the-shelf company.** An off-the-shelf company is a limited company that is already registered and ready to use. This choice applies if you need your business to start immediately.

**New Company formation.** When forming a new company the limited company is not a legal entity until registration has been finalized at Bolagsverket.

- ② **The company name (style).** Must be able to be clearly distinguished from other companies or trademarks. The most certain is to use first name and surname plus/or town in combination with an activity describing word. Please give alternative names.

## **Protect your name by registering a trademark**

If you intend to use your company name in advertising for example the trade name Globe in Globe Photo Aktiebolag in order to create a distinctive image of the company and its products/services, there is good reason to also register a trademark. This will give better protection of the trade name than just registering the company name.

Reasons for this are:

- The differentiation rules between trademarks are stricter than those of company names and private firms and provide broader protection for the trade name.
- The use of a trade name as a trademark may lead to the infringement of a property rights.

Eg: Qvinns Corner AB who in their enterprise used the trade name Qvinns Corner were judged by the Supreme court to have infringed on the trade mark QVINNY.

For trading companies, limited partnership companies and private firms there is a further reason:

- Local or regionally registered company names receive national protection of the trade name by registering a trademark.

If you require stronger protection for your trade name, please note this under special requirements.

**Business activities.** Should be well described as to its nature, main line of business or type of goods.

**Registered office.** Should be located in the municipality where business activities shall be carried out.

- ③ By registering an e-mail address you will automatically receive an e-mail message from Bolagsverket every time a change is received with regard to the company.
- ④ **Domain names.** We will attend to the registration of a suitable domain name for E-mail and Internet (for example www.yourcompany.se).
- ⑤ **Financial year.** Most common ending financial year is 31 December, 30 April, 30 June or 31 August but any other month of the year may also be chosen. Please enter ending date of the first financial year.
- ⑥ **Provisos of the company.** The companies act permits three different provisos in the articles of association.

**(Option) clause.** This means that remaining share holders have the right to purchase shares for sale before others.

**Pre-emption clause.** This means that remaining share holders shall have the opportunity to buy shares before they are transferred to any one else (more stringent pre-emption clause). Exceptions can however be made for inheritance, division of joint property, testament or gift to direct heir (family law exception).

Our standard articles of association include two of the reservations, that of pre-emption and option clause which normally gives the best protection for the remaining shareholders versus new and perhaps unwanted partners in the company.

The absolute most common type of reservation is the **Pre-emption clause which gives protection against a new shareholder**, irrespective of whom. The second most common is the "family law exception" which means that prior consent to a new owner is given if the owner has become a shareholder through inheritance, division of joint property, testament or gift to direct heir.

See also ⑪

- ⑦ **Secondary name.** If part of the business activities shall be run in a different name, this secondary name can be protected. The secondary name may not include the word aktiebolag and pertain to part of business activity. In all else the same rules apply as to the company's primary name.
- ⑧ **Special requests.** This may include if the shares have different voting rights or are divided into common- and preferred shares etc. Preferences concerning number of shares or share value are also entered here.
- ⑨ **Share capital.** A minimum share capital of SEK 50.000 is required. One share certificate is issued per shareholder comprising all this shareholders shares. If you have other preferences with regard to the number of shares please indicate this below the heading SPECIAL REQUIREMENTS. The distribution of share certificates can be changed at any time.

- ⑩ **The board.** The board of directors must consist of at least 1 board member and 1 deputy. If 3 board members are elected no deputy is required.
- If it is a public limited company the board of directors must consist of at least 3 members. Each member of the board must be of age, not be bankrupt or have a custodian according to Chapter 11 §7 of the Parental Code.
- ⑪ **Shareholders' agreement.** A Shareholders' agreement should be drawn up in order to regulate the owners' joint dealings.
- In particular if the shares are distributed 50/50 in which case the shareholders' agreement is important help to avoid future disputes. Svenska Standardbolag will in most cases provide an agreement for a fixed price – ask for an order form!
- ⑫ **The Managing Director (MD).** In a private limited company, a managing director **may** be appointed. In a public limited company, a managing director **must** be appointed. The MD must be of age, not bankrupt and have no custodian according to Chapter 11 § 7 of the Parental Code.
- Chairman of the Board.** A chairman of the board should be elected when the board has two or more members.
- The chairman must be a member of the board. In a public limited company the Chairman and the managing director cannot be one and the same person.
- ⑬ **MD.** A MD can also be appointed outside the board. Please also refer to item 12 above.
- Person authorized to receive service of process.** If the company does not have a authorized signatory resident in Sweden the board must appoint a person registered in Sweden to receive service of process on behalf of the company.
- ⑭ **Authorized signatory.** The board have joint signatory power and can always sign on behalf of the company according to the companies act. Besides this the board decide on who has signatory power. If a person outside the board is given signatory power, this person's name, personal identity number and address is required. The managing director has signatory power for current management measures. This right cannot be restricted by the board.
- ⑮ **Shareholders.** A shareholder may be under age but must in this case be represented by a guardian, whose name is then also required. Please state authorized signatory if a legal entity (company, association or the like) subscribes/buys shares.
- ⑯ **Auditor.** The company can decide not to have an auditor.
- Companies that during each of the two previous financial years fulfil at least two of the criteria below must appoint an auditor and this must in such case also be included in the articles of association.
- more than 3 employees
  - sum net assets over 1.5 MSEK
  - turnover over 3 MSEK
  - This imperative law is applicable for new companies at the earliest during the 3:rd financial year. The company may take this into consideration already when starting the company in the articles of association and appoint an auditor already during the first years.
- For other companies it is the need that governs the decision of whether appointing an auditor or not. Factors that may necessitate an auditor are amongst others: the number of shareholders, the possible need of loans or other financing, demands from future customers or suppliers, the complexity of the business activities etc.
- ⑰ **Deputy Auditor.** Is not obligatory, but may be appointed.