Die Gründerfrage: Gesellschaftsformen des Wirtschaftlebens

Vorlesung 015.664
Unternehmensgründung/Entrepreneurship

Hon-Prof. Dr. Walter Brugger
19. Mai 2017

Overview to this Lecture

- Sole entrepreneurship - Company
- Personal liability
- Corporations
- Legal Terms

This Lecture

- This lecture is aimed at providing basic knowledge of corporate law (in particular partnerships, limited liability company, stock corporation), corporate governance and the liability of organs (liability of shareholders/partners, directors' liability, etc).
- The aim of this course is not to create lawyers or legal experts, but rather, to provide an introduction to basic principles of business law

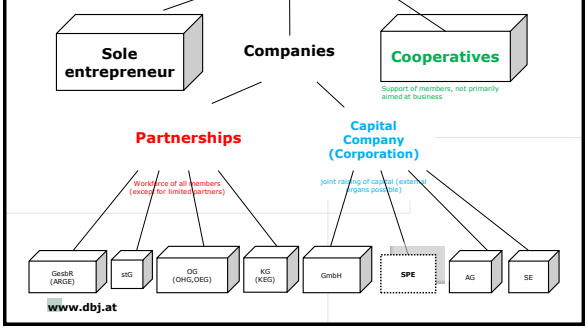
- Questions? → Pls ask immediately!

Time Table

- 14.00 - 15.30
- 16.00 – 17.30

Companies

Types of Businesses



General Issues

- Articles of Association (formal, informal/oral)
- Common purpose, company name
- Minimum of organization (organs)
- At least 2 members (except for GmbH, AG)
- Numerus clausus of company forms (but mixed forms or atypical forms, see below)

Civil Law Partnership

(Gesellschaft nach bürgerlichem Recht - GesbR, ARGE)

Equivalent in **Italy**: Società semplice;
Spain: Sociedad colectiva
Hungary: Polgári jogi társaság
China:民事法律合伙

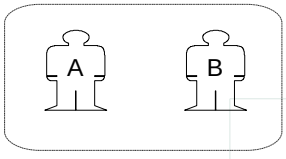
Legal Source

- General Civil Code (Allgemeines Bürgerliches Gesetzbuch, ABGB)

How to set up

- Consensus between partners about common purpose
- No formal requirements (especially no registration in commercial register)
- Two or more partners

Partnership

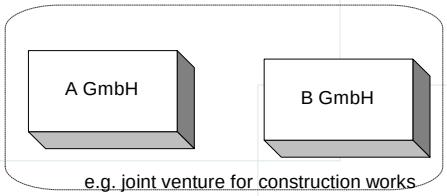


private assets <-> company assets?

Basics

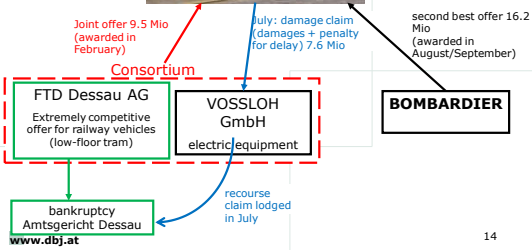
- It is not a separate legal entity, law suit of all partners as Plaintiffs for a claim of partnership against debtor
- No formal agreement required
- No separate organs (shareholder=director)
- Personal liability (jointly and severally), therefore: Claim of creditor (e.g. supplier) for payment → each partner is liable as Defendant in law suit
- Transfer of share only with consent of all other partners; but right to give notice of termination

Partnership: „ARGE"



Note: Not viable if the annual turnover is in excess of EUR 700,000 (in two years, or in excess of EUR 1 mio in one year)

Partnership: Consortium



General Partnership

(Offene Gesellschaft - OG, formerly OHG, OEG)

Equivalent in **Italy**: Società in nome collettivo
France: Société en nom collectif
Greece: Ομόρρυθμη Εταιρία (O.E.)
China: 普通合伙

Legal Sources - OG

- Commercial Code (Unternehmensgesetzbuch, UGB; formerly called Handelsgesetzbuch, HGB)
- Commercial Register Act (Firmenbuchgesetz, FBG)

How to set up

- Partnership agreement (no formal requirements)
- Common purpose
- Two or more partners
- Registration in commercial register

Basics - OG

- It is not a separate legal entity, but equal to legal entity
- No formal agreement but registration required
- No separate organs (shareholder=director), joint workforce of partners
- Personal liability (jointly and severally), therefore: Claim of creditor (e.g. supplier) for payment → company + unlimited partner is liable as Defendant in law suit
- Transfer of share only with consent of all other partners; but right to give notice of termination

Claim of creditor (e.g. supplier) for payment → company + unlimited partner is liable (and in the case of a limited partnership, see below, also the limited partner if he has not paid in in full)

= Law suit usually directed against: company + partners (as defendants)

Basic issues of any partnership

- Partners are not "shareholders"
- No transfer of shares (≠ capital company)
- Turnover issue: Any change of partners and any transfer of partnership interest to another (new) partner can be made only if all other partners consent to such transfer – otherwise dissolution necessary for stepping out (note the necessary trust between partners because of potential personal liability of every partner for the company's liabilities caused by any other partner); with regard to new limited partners the partners sometimes give a general consent in the articles of association already in advance
- Not feasible for too many partners (question of trust because of liability threat)

Limited Partnership

(Kommanditgesellschaft – KG)

Equivalent in **Italy**: Società in accomandita semplice;
Spain: Sociedad comanditaria
Hungary: Betéti társaság
UK: Limited partnership
France: Société en commandite (simple)
Greece: Ετερόρρυθμη εταιρία (Ε.Ε.)
China: 有限合伙

Legal Sources - KG

- Commercial Code (Unternehmensgesetzbuch, UGB; formerly called Handelsgesetzbuch, HGB)
- Commercial Register Act (Firmenbuchgesetz, FBG)

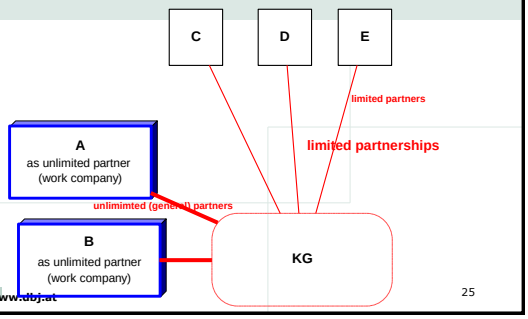
How to set up

- Partnership agreement (no formal requirements)
- Common purpose
- Two or more partners
- Registration in commercial register (for each limited partner the amount of liability shall be stated)

Basics - KG

- **Differences between a General Partnership (OG) and a Limited Partnership (KG)**
  - At least one limited partner; defined amount of liability is registered (once this amount has been paid in to the company there is no further liability of limited partner unless the company had paid it back)
  - Limited partners must not manage the company (only unlimited partners with personal liability); limited partners may become employee only; they have no voting rights with regard to ordinary business decisions
  - There is always at least one unlimited partner
- **Terms: Komplementär/unlimited partner; Kommanditist/limited partner**

KG



Basics - KG

Claim of creditor (e.g. supplier) for payment → company + unlimited partner is liable (+ limited partner only if not paid in in full)

Claim of limited partner (Kommanditist) for dividends → only company is liable, not any of the partners (OGH 17.12.2009, 6 Ob 214/09b)

Silent Partnership

(Stille Gesellschaft – stG)

Equivalent in **China:** 隐名合伙

Legal Sources

- Commercial Code (Unternehmensgesetzbuch, UGB; formely called Handelsgesetzbuch, HGB)

How to set up

- Partnership agreement (no formal requirements)
- Only two partners
- No registration in commercial register

Basics

- Differences between
  Silent Partnership <-> Loan

European Economic Interest Grouping (EEIG)

(Europäische Wirtschaftliche Interessensvereinigung - EWIV)

Legal Sources

- Community Regulation 2137/85 of 25 July 1985
- Law on European Economic Interest Groupings (EWIV-Ausführungsgesetz)
- Commercial Register Act (Firmenbuchgesetz, FBG)

How to set up

- Contract for formation (name, official address, company subject, certain information about members, duration of grouping)
- Registration in commercial register

Article 3

- The purpose of a grouping shall be to facilitate or develop the economic activities of its member and to improve or increase the results of those activities; its purpose is not to make profits for it. [...]
- Consequently, a grouping may not:
  (a) exercise, directly or indirectly, a power of management or supervision over its members' activities or over the activities of another undertaking, [...]
  (b) [...] hold shares of any kind [...]

→ Similarity to Associations

Limited Liability Company

(Gesellschaft mit beschränkter Haftung - GmbH)

Equivalent in **Cech Rep**: Společnost s ručením omezeným (sro);
France: Société à Responsabilité Limitée (Sarl);
Hungary: Korlàtolt felelösségü tàrsaság (Kft);
Italy: Sociètà a responsabilità limitata (srl);
Netherlands: Beslooten vennootschap (BV);
Spain: Sociedad de responsabilidad limitada (SL);
UK: Private Limited Company (Ltd);
Greece: Εταιρία Περιορισμένης Ευθύνης (ΕΠΕ)
USA: Limited Liability Company (LLC);
Korea: 유한책임회사 (Yuhan Chegim Hoesa); **China:** 有限责任公司

Legal Sources - GmbH

- Law on Limited Liability Companies (GmbH-Gesetz, GmbHG)
- Commercial Register Act (Firmenbuchgesetz, FBG)

How to set up - GmbH in Austria

- Articles of Association in form of a notarial deed; minimum stated capital EUR 35,000* half of which (i.e. 17,500) shall be paid in before registration
- One or more shareholders (single-member limited liability company possible in contrast to partnerships)
- Shareholders' resolution for the appointment of one or more managing director/s (notarized signatures)
- Model signature of each managing director (notarized signatures)
- Austrian bank account to be established in the name of the company; Payment of capital contributions by every shareholder (proven by a bank certificate stating that the company's capital has been paid in and is at the free disposal of the management)
- Payment of 1% corporate tax on paid-in capital
- Statement of non-objection of the tax authority (or equivalent of a notary public) issued upon payment of corporate tax
- Application for registration in the commercial register (notarized signatures); Court fees and costs of mandatory publication: approx. EUR 500

* Only EUR 10,000 under a "privilege" for newly set up companies (half of which shall be paid in before registration = 5,000); for a maximum of 10 years (thereafter: minimum EUR 35,000)

How to run a GmbH

Further:

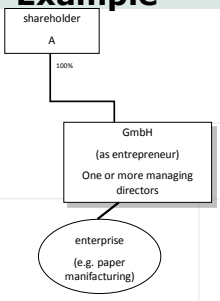
- In general, for certain business activities in Austria it might be necessary to obtain a respective permit (**trade license**). Then also the appointment of a trade law representative will be necessary. Such representative may have to be present at the Austrian site for a certain minimum amount of time (as it basically has to ensure compliance of the GmbH with trade and industry law). Therefore, a residence permit for a foreign (non-EU) trade law representative may be required as well.
- The shareholders' meeting shall appoint (and revoke) managing director/s and resolve each year on the annual statements (and profit distribution; each shareholder has dividend rights if there is a company profit evidenced in the balance sheet)
- A GmbH held by one shareholder can deal with the necessary shareholder resolutions in form of a written shareholder's resolution per year.

How to run a GmbH

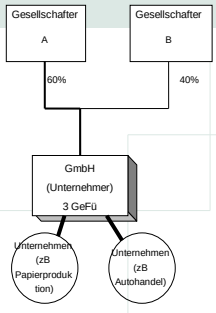
Further:

- A tax ID and VAT number will have to be obtained for the GmbH and a brief questionnaire of the tax authority will have to be completed.
- Profits generated by a GmbH are subject to 25% corporate income tax. There is an annual minimum corporate income tax amounting to EUR 500 for the first five years, EUR 1,000 for the next five years and after ten years EUR 1,750 (however, this has only a negative financial impact if no sufficient taxable profits are made; further, such amounts can be credited towards corporate income tax liability in the future).
- Profits distributed to the shareholders are subject to 27,5% withholding tax (Kapitalertragsteuer).
- The GmbH has to file its annual accounts with the Commercial Register as well as corporate income tax and VAT returns with the tax office each year.
- Also monthly preliminary VAT returns (Umsatzsteuervoranmeldung) have to be filed.

GmbH - Example



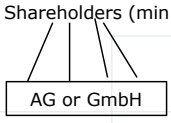
GmbH



Basics - GmbH

- **Differences between a Limited Partnership (KG) and a Limited Liability Company (GmbH):**
  - basically no shareholder liability (only payment of capital contribution, similar to limited partner),
  - legal entity (shareholders are not owners of the business),
  - setting-up process,
  - Organs and structure,
  - transferability of shares (but only in form of a notarial deed, therefore no trading at the stock exchange possible); some articles of associations provide for restrictions of transferability like a right of first refusal for co-shareholders
- **Shareholder's instructions to director** (in contrast to stock corporation/AG)

- A legal entity is a (legal) person in its own right. The corporation (legal entity) is distinct and separate from its members (shareholders or directors).

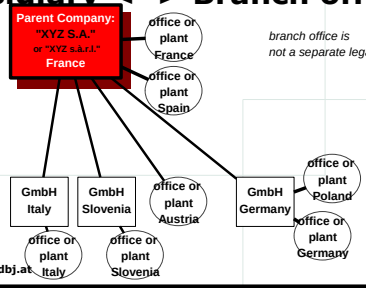


- A legal entity is no natural person and can, therefore, act only through natural persons (managing directors).

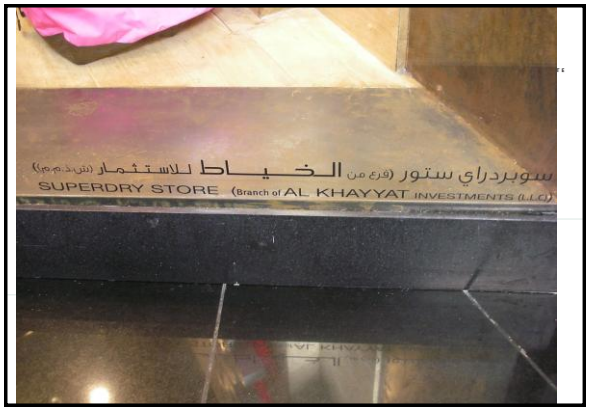
Whereas a personal company (partnership) has at least 2 partners**, a capital company (GmbH or AG) has at least one shareholder** (natural person or legal entity) **and at least one managing director** (natural person).

Also a shareholder (if a natural person) of the GmbH or AG can be appointed as managing director.

Distinguish: Subsidiary <–> Branch office



branch office is not a separate legal entity!



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Basics issue of capital companies: GmbH and AG

- Capital Protection Doctrine:
  - re Stated Capital (nominal capital) and legal reserves ("gebundene Rücklage") are subject to this doctrine
  - **Only dividends for shareholders are allowed,**
    - no repayment of capital contributions,
    - not even hidden refunds
    - therefore all relations of the company with shareholders shall be "at arm's length"!
  - Problem of related party transactions
  - Capital decrease: Special procedure (creditor protection)

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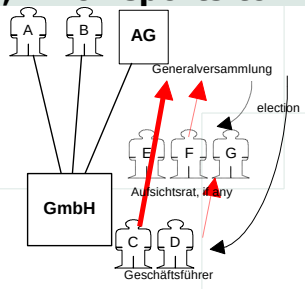
Basics - GmbH

- Capital Protection Doctrine:
  - re Stated Capital (nominal capital) and legal reserves ("gebundene Rücklage") are subject to this doctrine
  - **Only dividends for shareholders are allowed,**
    - no repayment of capital contributions,
    - not even hidden refunds
    - therefore all relations of the company with shareholders "at arm's length"!
  - Problem of related party transactions
  - Capital decrease: Special procedure (creditor protection)

Organs, who reports to whom?



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Shareholders‘ Meeting

General pattern:

- Quorum, Proxies – Opening of Session
- Approval of (or Remarks to) last meeting‘s minutes
- Agenda item by item
- Time for discussion of „Other Issues“ (not specified)
- Closing of Session

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Shareholders‘ Meeting

AGM - Typical agenda:

- Resolution on annual accounts
- Resolution on profit distribution (dividend)
- Resolution on release of the company‘s management
- Appointment of auditor for current fiscal year

EGM – Other agenda, e.g.:

- Revocation/appointment of supervisory board members
- Approval of extraordinary measures/deals
- Revision of Articles of Association
- Capital increase
- Merger
- Demerger
- Squeeze-out of minorities, Delisting, etc

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Basic questions

- Compare Partnerships (GesbR, OG, KG) vs Corporations (GmbH, AG): advantages of (registered) partnerships and advantages of corporations

How to set up a Company

From the idea to the economically sound implementation

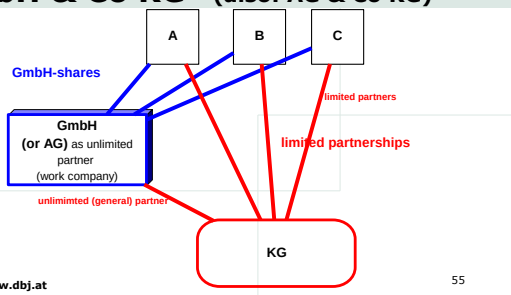
- Legal aspects – **think about in advance**
  - Partners/shareholders: name, birth date, address, capital
  - Distribution of tasks (how many directors and/or Prokuristen? Name, birth date, address)
  - Limited liability (and proper organisation) vs. simple organisation and unlimited liability: which type of company is appropriate?
  - Company name, trademark, domain name <-> existing firms, trademarks or domains
  - Define object of the enterprise for articles of association <-> trade licence application/who qualifies?
  - Define: Stated capital / paid-in capital (legal requirements <-> business plan)
  - Specific legal rules for specific professions (e.g. ZivitechnikerG)

Consult lawyer: Re above aspects + Articles of Association (majority votes? exit strategies?), Paperwork: powers of attorney, sample signature form, filing papers etc

GmbH & Co KG

(limited partnership with a corporation as general partner)

GmbH & Co KG (also: AG & Co KG)



Sidestep: Liability of Organs

Liability

- Partnerships
- Corporations
  - Shareholders
    - Towards the corporation –> capital contribution
  - Managing directors
    - Internal liability: Towards the corporation –> „Business Judgment Rule"
    - Towards shareholders - no
    - External liability: Towards third parties

Liability – Statutory Law

Principal / Agent ...

- § 25 GmbHG: diligence of a prudent businessperson ("Sorgfalt eines ordentlichen Geschäftsmannes")
- § 84 AktG: diligence of a prudent and conscientious manager ("Sorgfalt eines ordentlichen und gewissenhaften Geschäftsleiters")

Supreme Court (OGH): directors' diligence in accordance with and adequate to the corporation's branch of trade, its size and situation ("branchen-, größen- und situationsadäquate Sorgfalt der Leitungsorgane")

Liability – BJR

- *Duty of Loyalty and Duty of Care*
- *Duty of Care* is deemed to be infringed only if **Business Judgment Rule" (BJR) is not fulfilled.**
- BJR: No liability if:
  - informed decision
  - no conflict of interest and
  - decided in good faith (to the best of the company)

Sec 25 para 1a GmbHG: Ein Geschäftsführer handelt jedenfalls im Einklang mit der Sorgfalt eines ordentlichen Geschäftsmannes, wenn er sich bei einer unternehmerischen Entscheidung nicht von sachfremden Interessen leiten lässt und auf der Grundlage angemessener Information annehmen darf, zum Wohle der Gesellschaft zu handeln

Stock Corporation

(Aktiengesellschaft - AG)

Equivalent in **Cech Rep**: Akciová společnost (AS);
Slovakia: Akciová Spoločnosť (AS)
France: société anonyme (SA)
Hungary: Részvénytársaság (Rt)
Italy: Società anonima (SA); Società per Azioni (S.p.A)
Netherlands: Naamloze Vennootschap (N.V.)
Spain: sociedad anónima (SA)
UK: public limited company (PLC);
Greece: Ανώνυμη Εταιρία (A.E.)
USA: publicly-held/open corporation
Korea: 주식회사 (Jusig Hoesa); **China**: 股份公司

Legal Sources - AG

- Law on Stock Corporations (Aktiengesetz, AktG)
- Commercial Register Act (Firmenbuchgesetz, FBG)
- Stock Exchange Act (Börsegesetz)

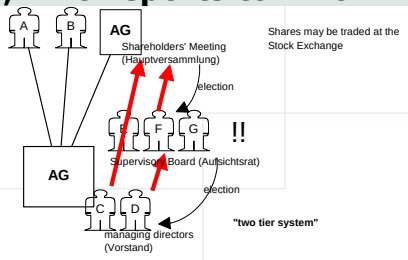
How to set up - AG

- Articles of Association (notarial deed); minimum stated capital EUR 70,000 a quarter of which shall be paid in before registration
- Appointment of members of first supervisory board
- Appointment of first auditor
- Appointment of first board of directors
- Payment of capital contributions
- Founding report
- Registration in commercial register

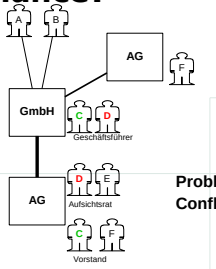
Basics - AG

- Differences GmbH <–> AG
  - Terminology
  - Capital (min stated cap: 70,000)
  - Supervisory Board (and appointment of directors who are not bound by orders)
  - General Meeting always with a notary public
  - No shareholders' instructions to directors
  - Share Certificates allowed, easy share trading
  - Listing at Stock Exchange optional for AG

Organs, who reports to whom?



Group of Companies – Corporate Governance?



Problems?
Conflict of Interest?

Societas Europaea (SE)

European Stock Corporation, Europäische Aktiengesellschaft

Legal Sources - SE

- Council Regulation 2157/2001
- Directive 2001/86/EC
- Societas Europaea Act (Gesetz über das Statut der Europäischen Gesellschaft, SEG)
- Commercial Register Act (Firmenbuchgesetz, FBG)
- Stock Exchange Act (Börsegesetz)

How to set up - SE

- Three ways of foundation (only with cross-border effect):
  - Merger
  - Holding-SE
  - Transformation
- Registration in commercial register

Peculiarities - SE

- Supranational form, based on supranational law (Community, EU law)
- Two-tier system, cf Austrian Stock Corporation
- Alternatively: One-tier system allowed („administrative organ/Verwaltungsrat" instead of executive and supervisory board; comprises of managing directors and non-managing members)

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Comparative Tables

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70

Austria as example in order to generally understand concepts of company law	Partnerships (personal companies)			Corporations (capital companies)	
	Civil law Partnership (GesbR)	General (Open) Partnership (OG)	Limited Partnership (KG)	Limited Liability Company (GmbH)	Stock Corporation (AG)
Minimum number of persons (natural persons or legal entities)	2	2	2	1	1
Personal liability, jointly and severally, towards creditors (including private assets)	All	All	All	None	None
Capital contribution necessary by partner/shareholder	-	-	At least one (= limited partner)	All	All
Minimum capital for company (business) upon setting up (i.e. shareholder's liability towards the company)	-	-	-	€ 35000 (10000)	€ 70000
Registration in the commercial register	No	Yes	Yes	Yes	Yes
Articles of Association	Any form	Any form	Any form	Notarial Deed	Notarial Deed
Setting-up Costs	Costs for legal advice (and tax lawyer), for business plan etc				
Setting-up Fees	-	Court registration		Court registration + notary	

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	Partnerships (personal companies)			Corporations (capital companies)	
	Civil law Partnership (GesbR)	General (Open) Partnership (OG)	Limited Partnership (KG)	Limited Liability Company (GmbH)	Stock Corporation (AG)
The company is a legal entity	No	No (but it is similar to a legal entity because the company can be registered as owner of business assets)		Yes	Yes
Partners/Shareholders	Partners	Partners	Partners	Shareholder(s)	Shareholder(s)
Death if Partner/Sha-re-hol-der is natural person	Liquidation (unless differently provided for in the articles of association) *but if death of limited partner: heir as successor*			Heir as successor	Heirs as successor
Organs	Partners	Partners	Partners	Shareholders' meeting, managing directors (supervisory board only if more than 300 employees or more than 50 shareholders)	Shareholders' meeting, managing directors, supervisory board

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	Partnerships (personal companies)			Corporations (capital companies)	
	Civil law Partnership (GesbR)	General (Open) Partnership (OG)	Limited Partnership (KG)	Limited Liability Company (GmbH)	Stock Corporation (AG)
External managing directors possible?	No	No	No	Yes (but also shareholder may be appointed as director)	Yes (but also shareholder - but never a supervisory board member - may be appointed as director)
Management decisions (ordinary course of business) taken by	Partners	Partners	Partners (except for limited partners)	Managing directors (only natural persons)	Managing directors (only natural persons)
Extraordinary management decisions	Partners	Partners	Unlimited partners + limited partners	Shall be referred to shareholders' meeting	Shall be referred to supervisory board

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	Partnerships (personal companies)			Corporations (capital companies)	
	Civil law Partnership (GesbR)	General (Open) Partnership (OG)	Limited Partnership (KG)	Limited Liability Company (GmbH)	Stock Corporation (AG)
Transfer of partnership interest/shares	Only with the consent of all the other partners			Notarial deed (Consent of other shareholders not required unless differently agreed upon in Articles of Association)	No formal requirement
Profit distribution	As per agreement (articles of association); in case of doubt: according to capital contribution if all partners worked to the same extent; disproportionate working obligation to be taken in consideration			According to capital contribution (different distribution can be agreed in articles of association)	
Taxation	Company profits are not taxable on the company level; income tax only on the level of the partners ("pass through")			corporate income tax on company profits; capital gains tax on dividends	

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Short Overwiev: Taxes

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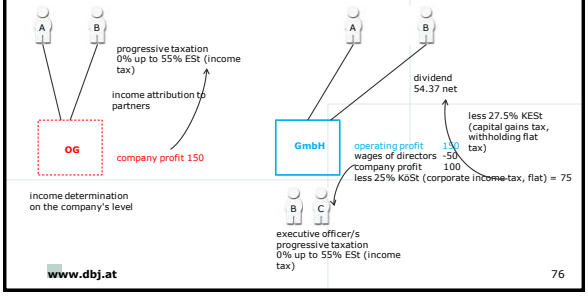
75

Differences in Taxation: OG/GmbH



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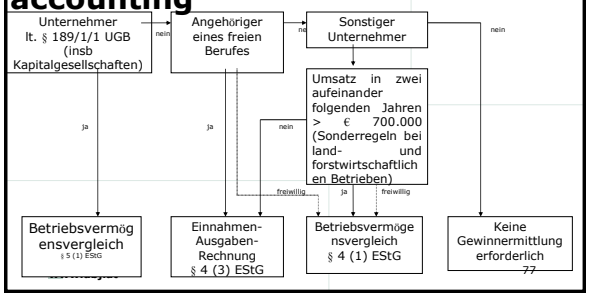
Balance Sheet *or* Cash method of accounting



77

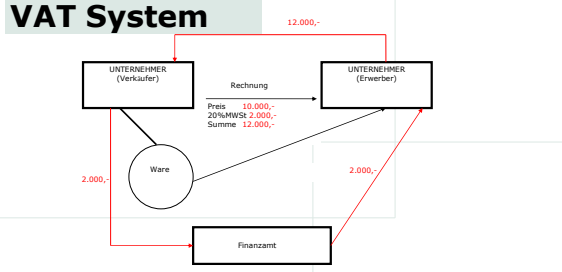
Value Added Tax – VAT (made simple)

Tax on turnover

- Entrepreneur, company
  - As supplier: transfers received VAT to IRS ("zero sum game")
  - As receiver: qualified for refund from IRS of VAT paid to his supplier on input (subject to an invoice evidencing VAT)
- Consumer
  - As receiver: Not qualified for refund from IRS of VAT paid to supplier on input = effectively pays VAT

www.dbj.at 78

VAT System



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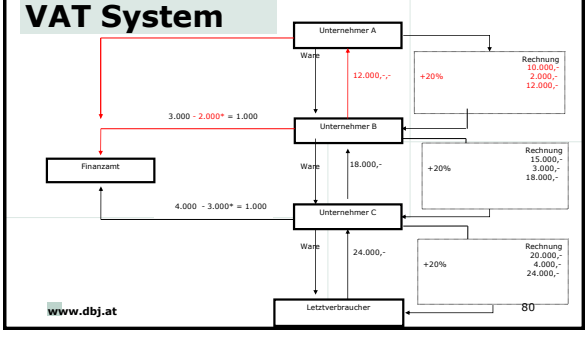
79

VAT System



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80

Terminology

Annual Accounts, financial statements (Jahresabschluss)			Additional Reports		
Extended financial statements for corporations					
balance sheet	**profits and loss account,** income statement	**Notes** (appendix) to the annual statement	**Management Report**	If listed: Corporate Gover-nance Report	**Report by supervi-sory board**
Bilanz	G&V	Anhang	Lagebericht	Corporate Governance-Bericht	Bericht des AR

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81

Stamp Duty Tax

- For official acts, e.g.:
  - Filings (almost any), e.g. for citizenship, trade; extra stamp duty for each annex
  - Copies or excerpts from public registers (matrimonial etc)
  - Passport, Visa, driver's licence
- For papers (if signed), e.g.:
  - Rent agreement, ~~credit and loan agreement,~~ declaration of suretyship, easement, settlement agreement, assignment, bill of exchange

Further Legal Terms

Further Legal Terms

- Prokura (generally authorized representative, Commercial Register)
- Handlungsvollmacht (representation power)
- sole/joint signatory power (Einzel-/Kollektivzeichnung)
- Proxy, Power of Attorney

Further Legal Terms

- „Gewerberechtlicher Geschäftsführer" (trade law representative): position, task, responsibilty

Commercial Register

What the Austrian Commercial Register (Firmenbuch) shows to the public ...

Equivalent in **Germany**: Handelsregister;
France: Extrait K-bis de Registre du commerce et des sociétés
Netherlands: Handelsregister de Kamers van Koophandel en Fabrieken
UK: Register held at Companies House
Greece: Εμπορικό μητρώο
China: 商业登记册

Commercial Register

- What the Commercial Register (Firmenbuch) shows to the public ...
- Plus: Links to filed documents (minutes, accounts, sample signatures …)

KG

JUSTIZ FIRMENBUCH — REPUBLIK ÖSTERREICH — FIRMENBUCHDATENBANK

Stichtag 28.2.2005 — Auszug mit aktuellen Daten — FN 191453 z

Grundlage dieses Auszuges ist das Hauptbuch ergänzt um Daten aus der Urkundensammlung.
Letzte Eintragung am 05.02.2005 mit der Eintragungsnummer 18
zuständiges Gericht Landesgericht Krems

FIRMA
3 Moeller Gebäudeautomation KG

RECHTSFORM
1 Kommanditgesellschaft

1 Rechtsform besteht seit 03.02.2000

SITZ in
9 politischer Gemeinde Schrems

GESCHAFTSANSCHRIFT
1 Schrems-Eugenia
3943 Schrems-Eugenia

STICHTAG für JAHRESABSCHLUSS
1 30. April

JAHRESABSCHLUSS (zuletzt eingetragen; weitere siehe Historie)
16 zum 30.04.2004 eingereicht am 03.08.2004

1 Gesellschaftsvertrag vom 21.12.1989 001

www

TECHNISCHE UNIVERSITÄT WIEN — DORDA BRUGGER

Änderung des Gesellschaftsvertrages in den §§ 1 und 2.
6 Gesellschafterbeschluss vom 26.06.2001 004
Neufassung des Gesellschaftsvertrages.
8 Umwandlungsplan vom 22.11.2002 005
8 Übertragung des Unternehmens der 006
MOELLER Electric GmbH
(FN 98313 d)
auf diesen Rechtsträger gemäß §§ 2 ff UmwG.

PERSÖNLICH HAFTENDER GESELLSCHAFTER
A Moeller Produktions- und
Vertriebs-Management AG
1 vertritt seit 03.02.2000 selbständig

PROKURIST
D Theo Kubat, geb. 24.09.1948

www.dbj.at 89

GmbH

JUSTIZ FIRMENBUCH — FIRMENBUCHDATENBANK

Stichtag 28.2.2005 — Auszug mit historischen Daten — FN 65581 v

Grundlage dieses Auszuges ist das Hauptbuch ergänzt um Daten aus der Urkundensammlung.
Die mit 28.02.2005 historischen Daten sind ~~durchgestrichen~~. Gelöschte Rechtsträger und Zweigniederlassungen sind seitlich mit dem Zeichen '@' markiert.

Letzte Eintragung am 06.01.2005 mit der Eintragungsnummer 41
zuständiges Gericht Landesgericht Korneuburg

1 früher Landesgericht Salzburg HRB 3704
Ersteintragung am 14.12.1979

FIRMA
1 ~~Lieferbeton Salzburg~~
~~Gesellschaft m.b.H.~~
4 Lieferbeton Gesellschaft mbH

RECHTSFORM
1 Gesellschaft mit beschränkter Haftung

SITZ in
1 ~~politischer Gemeinde Salzburg~~
7 ~~politischer Gemeinde Wien~~
22 ~~politischer Gemeinde Wien~~
~~zuständig Landesgericht Wiener Neustadt~~
24 ~~politischer Gemeinde Wien~~
~~zuständig Handelsgericht Wien~~
29 politischer Gemeinde Langenzersdorf

GESCHAFTSANSCHRIFT
1 ~~Linzer Bundesstr.~~
~~5023 Salzburg Maysedi~~
7 ~~Handelskai 132~~
~~1021 Wien~~
29 Lagerstraße 1-5

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TECHNISCHE

23 Generalversammlungsbeschluss vom 14.09.2000 018
Spaltung zur Aufnahme eines Vermögensteiles der
H. Pehofer & Co Transportbeton GmbH
(FN 115119 v)
und zwar
durch Übernahme des gesamten Vermögens mit Ausnahme des
"Werks Neunkirchen" gemäß Spaltungs- und Übernahmevertrag
vom 30.8.2000

26 Gesellschaftsvertrag mit Generalversammlungsbeschluss 019
vom 27.04.2001
gemäß 1. Euro-JuBeG angepasst.

26 Generalversammlungsbeschluss vom 27.04.2001 020
Neufassung des Gesellschaftsvertrages.

29 Generalversammlungsbeschluss vom 29.11.2001 021
Neufassung des Gesellschaftsvertrages.

32 Verschmelzungsvertrag vom 11.07.2002 022

32 Generalversammlungsbeschluss vom 11.07.2002 023
Diese Gesellschaft wurde als
übernehmende Gesellschaft mit der
Ybbstaler Fertigbeton
Gesellschaft m.b.H.
(FN 103188 y)
als übertragender Gesellschaft verschmolzen.
Sitz der übertragenden Gesellschaft in Langenzersdorf.

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Q Dipl.Ing. Markus Stumvoll, geb. 02.04.1964
20 ~~vertritt seit 03.11.2000 gemeinsam mit~~
~~einem weiteren Geschäftsführer oder einem Gesamtprokuristen~~
28 Funktion gelöscht
S Dr. Hannes Rosenthaler, geb. 07.01.1962
28 ~~vertritt seit 20.11.2001 gemeinsam mit~~
~~einem weiteren Geschäftsführer oder einem Gesamtprokuristen~~
37 Funktion gelöscht
U Mag. Michael Kraus, geb. 04.07.1964
34 vertritt seit 07.11.2002 gemeinsam mit
einem weiteren Geschäftsführer oder einem Gesamtprokuristen

PROKURIST
C Dipl.Ing. Sepp Baldia, geb. 16.11.1946
10 ~~vertritt seit 18.02.1997 gemeinsam mit~~
~~einem Geschäftsführer~~
13 Funktion gelöscht
D Horst Anhell, geb. 29.01.1959
10 vertritt seit 18.02.1997 gemeinsam mit
einem Geschäftsführer
J DI Wolfgang Findeis, geb. 03.10.1953
10 ~~vertritt seit 18.02.1997 gemeinsam mit~~
~~einem Geschäftsführer~~
37 Funktion gelöscht

TECHNISCHE UNIVERSITÄT WIEN

DORDA BRUGGER

GESELLSCHAFTER	STAMMEINLAGE	HIERAUF GELEISTET
B Lieferbeton Holding Aktiengesellschaft		
1	~~ATS 500.000~~	
9 Funktion gelöscht		
1		~~ATS 250.000~~
5		~~ATS 500.000~~
9 Funktion gelöscht		
F READYMIX KIES-UNION AG		
9	~~ATS 500.000~~	
21	~~ATS 8.000.000~~	
26	EUR 581.382,67	
9		~~ATS 500.000~~
21		~~ATS 8.000.000~~
26		EUR 581.382,67
Summen:	EUR 581.382,67	EUR 581.382,67

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TECHNISCHE UNIVERSITÄT WIEN Vienna University of Technology

DORDA BRUGGER JORDIS RECHTSANWÄLTE

Landesgericht Korneuburg

29 eingetragen am 26.02.2002 Geschäftsfall 28 Fr 699/02 b
Antrag auf Sitzverlegung eingelangt am 31.01.2002
30 eingetragen am 02.03.2002 Geschäftsfall 28 Fr 1071/02 z
Antrag auf Änderung eingelangt am 11.02.2002
31 eingetragen am 19.06.2002 Geschäftsfall 33 Fr 84/02 i
Einreichung Jahresabschluss eingelangt am 14.06.2002
32 eingetragen am 17.09.2002 Geschäftsfall 33 Fr 420/02 d
Antrag auf Änderung eingelangt am 07.08.2002
33 eingetragen am 19.09.2002 Geschäftsfall 33 Fr 685/02 v
Antrag auf Änderung eingelangt am 07.08.2002
34 eingetragen am 10.12.2002 Geschäftsfall 33 Fr 1539/02 z
Antrag auf Änderung eingelangt am 04.12.2002
35 eingetragen am 20.05.2003 Geschäftsfall 33 Fr 1152/03 p
Antrag auf Änderung eingelangt am 14.05.2003

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94

TECH UNIVI WIEN Vienna

AG

16 Beschluss des Gerichtes vom 30.05.2001 20 S 273/01 z-3 018
Landesgericht Wels
KONKURS eröffnet
16 Die Gesellschaft ist infolge Eröffnung des 019
Konkursverfahrens aufgelöst.

VORSTAND
A Alfred Steiner, geb. 08.07.1963
4 Vorsitzender
vertritt seit 07.07.1998 selbständig
C Wolfgang Putzinger, geb. 20.09.1962
4 vertritt seit 07.07.1998 selbständig
K Wolfgang Silmbroth, geb. 20.01.1963
11 vertritt seit 29.04.2000 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem Prokuristen

MASSEVERWALTER
S Mag. Gerhard Hoyer
22 seit 24.07.2003

AUFSICHTSRAT
R Mag. Gerhard Eigner
23 Vorsitzender

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TECH UNIVI WIEN Vienna

Switzerland

HANDELSREGISTER DES KANTONS ZÜRICH

Firmennummer	Rechtsnatur	Eintragung	Löschung	Übertrag von/auf	
CH-020.4.015.554-8	Gesellschaft mit beschränkter Haftung	02.06.1998			1

Alle Eintragungen

Ei	Lö	Firma	Ref	Sitz
1	3	~~KCI Medisco GmbH~~	1	~~Stammer~~
1		KCI Medical GmbH	4	Gondiswil
			9	Rüntang

	Amtmag (CHF)	Ei	Au	Lö	Stammanteile	Gesellschafter (siehe Personalangaben)
	~~850'000.00~~	1		2m	~~1x1'000.00~~	~~Hoss, Rudolf~~
11	1'000'000.00	1		2	~~1x849'000.00~~	~~KCI International, Inc.~~
		2		3m	~~1x850'000.00~~	~~Dorda Limited,~~
		3		11m	~~1x850'000.00~~	~~KCI UK Holdings Limited,~~
		11			1x1'000'000.00	KCI UK Holdings Limited,

Ei	Lö	Adresse der Firma	Ref	Sitz
1	4	~~Wahrlistrasse 22~~	1	~~Stammer~~
		~~8162 Steinmer~~	4	~~Gondiswil~~
4	9	~~Grindelmoos 6~~	9	~~Rüntang~~
		~~8954 Geroldswil~~		
9		Rangstrasse 91		
		8153 Rüntang		

Ei	Lö	Zweck
1		Bezweckt, Produktion und Vertrieb von medizinischen Geräten sowie Patente, Handelsmarken und technische und industrielle Kenntnisse zu erwerben, zu verwalten und zu übertragen; kann sich an anderen Industrie- und Handelsunternehmen beteiligen.

Ei	Lö	Postadresse

Ei	Lö	Bemerkungen	Ref	Statutendatum
11		Bei der Kapitalerhöhung vom 01.12.2008 wird eine Forderung in der Höhe von CHF 2'329'566.23 verrechnet, wofür der bisherige Stammanteil um CHF 150'000.00 auf CHF 1'000'000.00 erhöht wird.	1	16.12.1997
			2	22.03.1999
			3	15.06.2001
			4	07.09.2001
			9	13.12.2007
			11	01.12.2008

Ei	Lö	Besondere Tatbestände	Ref	Publikationsorgan
1		Umwandlung: Ist auf dem Wege der Umwandlung aus der KCI Medisco AG, in Stammer (CH-020.4.015.554-8) entstanden. Die Umwandlung erfolgte gemäss Art. 53 ff. FusG, wobei Aktiven von CHF 3'067'828.28 und Passiven von CHF 1'554'203.72 im Sinne von Art. 624 ff. OR. Das Aktienkapital von CHF 850'000.-- wird in Stammkapital umgewandelt.	1	SHAB

Jl	Lö	Nachschusspflichten und statutarische Nebenleistungspflichten	Ei	Lö	Zweigniederlassung (en)

Zo	Ref	TR-Nr	TR-Datum	SHAB	SHAB-Dat	Seite / Id	Zo	Ref	TR-Nr	TR-Datum	SHAB	SHAB-Dat	Seite / Id
ZH	1	11098	02.06.1998	107	08.06.1998	3863	ZH	11	39138	05.12.2008	241	11.12.2008	38 / 4773912
ZH	2	9033	13.04.1999	74	19.04.1999	2520	ZH	12	20896	09.06.2009	112	15.06.2009	40 / 5089372
ZH	3	16159	20.06.2001	121	26.06.2001	4806	ZH	13	46039	25.11.2009	233	01.12.2009	24 / 5368884
ZH	4	23934	10.09.2001	178	14.09.2001	7190	ZH	14	21907	15.06.2010	117	21.06.2010	27 / 5584962
ZH	5	21355	28.08.2002	169	03.09.2002	18 / 626822	ZH	15	35510	08.10.2010	198	12.10.2010	22 / 5849964
ZH	6	13642	17.05.2004	98	24.09.2004	22 / 2272866	ZH	16	7275	21.02.2011	40	25.02.2011	22 / 6050365
ZH	7	20752	26.07.2006	147	02.08.2006	19 / 3492208	ZH	17	6262	05.03.2012	48	08.03.2012	6584966
ZH	8	29578	26.10.2007	212	01.11.2007	22 / 4179736	ZH	18	12738	13.04.2012	75	18.04.2012	6642993
ZH	9	35844	19.12.2007	250	28.12.2007	39 / 4264938	ZH	19	37828	02.11.2012	217	07.11.2012	6920362
ZH	10	12459	06.05.2008	90	13.05.2008	25 / 4471254							

Ei	Au	Lö	Personalangaben	Funktion	Zeichnungsart
1		2m	~~Hoss, Rudolf, von Wallenwil BE, in Windisch~~	~~Gesellschafter und Geschäftsführer~~	~~Einzelunterschrift~~
1		5	~~Di Lazzaro, Frank, kanadischer Staatsangehöriger, in San Antonio (Texas, USA)~~	~~Geschäftsführer~~	~~Einzelunterschrift~~

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Germany

Amtsgerichts Düsseldorf

Amtlicher Ausdruck
Abruf vom 11.05.2012 07:41

Nummer der Firma: **HRB 34160**
Seite 1 von 2

	a) Niederlassung, inländische Geschäftsanschrift, empfangsbevollmächtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsbeschränkte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
1	a) Kiepe Elektrik Beteiligungs GmbH b) Düsseldorf c) Das Halten und Verwalten von Beteiligungen an anderen Gesellschaften im In- und Ausland.	100.000,00 DEM	a) Die Gesellschaft hat einen oder mehrere Geschäftsführer. Ist ein Geschäftsführer bestellt, vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführern wird die Gesellschaft durch zwei Geschäftsführer gemeinsam oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten. Die Gesellschafter können einem oder mehreren Geschäftsführern Einzelvertretungsbefugnis und Befreiung von den Beschränkungen des § 181 BGB erteilen. b) Geschäftsführer: Flaskamp, Bernd, Diplom-Wirtschaftsingenieur, Langerfeld einzelvertretungsberechtigt; mit der Befugnis im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.		a) Gesellschaft mit beschränkter Haftung Gesellschaftsvertrag vom 16. Dezember 1996 mit Änderung vom 16. Dezember 1996 b) Zwischen der im Handelsregister des Amtsgerichts Düsseldorf unter HRA 13011 eingetretenen Gesellschaft in Firma Kiepe Elektrik GmbH & Co. KG (einstanden durch formwechselnde Umwandlung der bisher unter HRB 3908 eingetragenen Gesellschaft, in Firma Kiepe Elektrik GmbH mit Sitz in Düsseldorf) als herrschender und der Kiepe Elektrik Beteiligungs GmbH als beherrschter Gesellschaft ist am 30. Dezember 1996 ein Beherrschungs- und Gewinnabführungsvertrag abgeschlossen worden. Die Gesellschafterversammlung der Kiepe Elektrik GmbH & Co. KG hat dem Beherrschungs- und Gewinnabführungsvertrag am 12. Dezember 1996 und die Gesellschafterversammlung der Kiepe Elektrik Beteiligungs GmbH hat dem Vertrag am 2. Dezember 1997 zugestimmt.	a) 19.02.2003 Seemann b) Tag der ersten Eintragung: 14.01.1997 Dieses Blatt ist zur Fortführung auf EDV umgeschrieben worden und dabei an die Stelle des bisherigen Registerblattes getreten. Freigegeben am 18.02.2002. Gesellschaftsvertrag Blatt 25 Sonderband
2	a) Vossloh Kiepe Beteiligungs GmbH				a) Die Gesellschafterversammlung vom 04.06.2003 hat eine Änderung des Gesellschaftsvertrages in § 1 Ziffer (1) und damit der Firma beschlossen.	a) 13.08.2003 Polmächer

UK

TECHNISCHE UNIVERSITÄT WIEN Vienna University of Technology

COMPANY APPOINTMENTS
Extracted by an online inspection of the Register of Companies maintained by the Registrar of Companies for England and Wales on the seventeenth day of January 2011

Registered No.: 03465229
Name: KCI UK HOLDINGS LIMITED

Address: BELMONT HOUSE STATION WAY
CRAWLEY
WEST SUSSEX
RH10 1JA

Company Appointments: 10 / Resignations: 19

THOMAS EGGAR SECRETARIES LIMITED — SECRETARY
THE CORN EXCHANGE BAFFINS LANE
CHICHESTER
WEST SUSSEX
PO19 1GE
Appointed: 27/08/2008

Appointments: 1

BIBB, JOHN THOMAS — DIRECTOR
VANTAGE DRIVE
500
SAN ANTONIO
TEXAS
USA
78230
Appointed: 27/04/2010
Nationality: AMERICAN
Occupation: ASSOCIATE GENERAL COUNSEL

Country/State of Residence: UNITED STATES
Date of Birth: 07/11/1972
Appointments: 4

BURNS, WILLIAM JOHN DAVID — DIRECTOR
KCI HOUSE LANGFORD BUSINESS PARK
LANGFORD LOCKS KIDLINGTON
OXFORDSHIRE
UNITED KINGDOM
OX5 1GF
Appointed: 27/04/2010
Nationality: BRITISH
Occupation: VICE PRESIDENT LIFECELL EMEA

Date of Birth: 10/05/1955
Appointments: 2

CITO, ADRIANO — DIRECTOR
VAN HEUVEN GOEDHARTLAAN 11
1181LE AMSTELVEEN
NETHERLANDS
Appointed: 15/02/2010
Nationality: ITALIAN
Occupation: VICE PRESIDENT FINANCE EMEA REGION

Country/State of Residence: NETHERLANDS
Date of Birth: 30/04/1965
Appointments: 2

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France

TU WIEN

Greffe du Tribunal de Commerce de Paris
1 quai de la Corse
75198 Paris CEDEX 04

Extrait Kbis

EXTRAIT D'IMMATRICULATION AU REGISTRE DU COMMERCE ET DES SOCIETES

au 04 Mai 2014

IDENTIFICATION

Dénomination sociale	MARIONNAUD PARFUMERIES
Numéro d'immatriculation	388 764 029 R.C.S. Paris
Date d'immatriculation	22/11/2006

RENSEIGNEMENTS RELATIFS A LA PERSONNE MORALE

Adresse du siège	32 rue de Monceau 75008 Paris
Forme juridique	Société par actions simplifiée (Société à associé unique)
Capital	76 575 831,50 EUROS
Principales activités de l'entreprise	ACQUISITION, ADMINISTRATION ET GESTION, PAR TOUS MOYENS ET PROCEDES DE TOUS BIENS PATRIMONIAUX, MOBILIERS DONT ELLE POURRA DEVENIR PROPRIETAIRE PAR VOIE D'ACHAT, ECHANGE, APPORT OU AUTREMENT NOTAMMENT LE DOMAINE DE LA PARFUMERIE ET DES SOINS ESTHETIQUES, LA PRESTATION DE SERVICES, NOTAMMENT TECHNIQUES ADMINISTRATIFS COMPTABLES ET FINANCIERES AUX SOCIETES DE SON GROUPE
Date de clôture de l'exercice social	31 décembre
Durée de la personne morale	Jusqu'au 06/10/2091
Constitution	Au greffe du Tribunal de Commerce de Créteil le 24/09/1999
Dépôt d'actes constitutifs	N° 11085 du 06/10/1985
Transfert du	R.C.S. de Créteil
Dépôt d'actes de transfert	N° 100704 du 29/11/2006

GESTION, DIRECTION, ADMINISTRATION, CONTRÔLE

Président

Nom / Prénoms	Lai Kai Ming Dominic
Date et lieu de naissance	Le 11/07/1953 à HONG KONG (HONG-KONG)
Nationalité	Canadienne
Demeurant	10/F Jade House , 47C Stubbs Road (HONG KONG)

www.dl

TECHNISCHE UNIVERSITÄT WIEN Vienna University of Technology

DORDA BRUGGER JORDIS RECHTSANWÄLTE

Thank you!

Walter Brugger
walter.brugger@dbj.at

www.dbj.at

TECHNISCHE UNIVERSITÄT WIEN Vienna University of Technology

DORDA BRUGGER JORDIS RECHTSANWÄLTE

Contact

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T: +43-1-533 47 95-13
F: +43-1-533 47 95-5013
E: walter.brugger@dbj.at

DORDA BRUGGER JORDIS Rechtsanwälte GmbH
Universitätsing 10
1010 Wien
W: www.dbj.at

W: www.profbrugger.at

www.dbj.at

101