

Establishment of a limited liability company

Limited liability company may be registered on-line, at one-stop shop (SPOT) or at notary public. Before registration, foreign founders must obtain a Slovenian tax number from FURS (Financial Administration of the Republic of Slovenia) and a certificate of no criminal record issued by a competent authority in their country (original and certified translation). If such records are not issued in the founder's country, a written statement may be submitted instead.

On-line registration

Registration of a single-member limited liability company may be arranged on-line via the state portal for businesses (spot.gov.si). Several conditions must be met: the prescribed form of articles of incorporation has to be used, an electronic register of resolutions must be opened and the capital has to be wholly paid up in cash. Foreign founders must obtain a Slovenian tax number from the FURS and a digital certificate, provided by one of the certification authorities in Slovenia before registration. The founder must also be the manager of the company. A personal identification number is simultaneously assigned to foreign natural persons in the same procedure.

SPOT system – Slovenian Business Points

A simple limited liability company with one or more founders may be registered at any of nearly 150 one-stop shops in Slovenia (the SPOT system – Slovenian Business Points). Certain conditions must be met: the prescribed form of articles of incorporation/memorandum of association must be used and capital must be wholly paid up in cash. In other cases, registration must be made through a notary public. Foreign founders must obtain a Slovenian tax number from the FURS (Financial Administration of the Republic of Slovenia) prior to registration.

Business start-up points in Slovenia			
Body	Organisational form	Details	Cost
On-line	Limited liability company (d.o.o.)	Conditions: - single founder and manager - founding capital is wholly paid up in cash - the prescribed form of articles of incorporation is used - digital certificate	No charge
	Sole trader (s.p.)	Conditions: - digital certificate; - Slovenian personal identification number (EMŠO)	
SPOT (Slovenian Business Points)	Limited liability company (d.o.o.)	Conditions: - founding capital is wholly paid up in cash - the prescribed form of articles of incorporation/ memorandum of association is used	No charge
	Sole trader (s.p.)	- Slovenian personal identification number (EMŠO)	
	A branch of a domestic company		
Notary public	A limited liability company if the conditions for establishment through SPOT are not met A branch of a foreign company Any other organisational form, except a sole trader		€300–€500 Fees vary in line with the amount of share capital and number of founders
Establishment of a limited liability company at SPOT (Slovenian Business Point)			

Procedure	Body	Details	Duration
Preparatory activities			
Obtaining any foreign founder's tax number	FURS	Foreign legal entities: prescribed form: DR-04; certified translation of the official extract from the Court Register Foreign natural entities: prescribed form: DR-02; photocopy of a valid personal ID document	2–5 days
Obtaining any foreign founder's certificate of no criminal record	Founder's country	Not older than 60 days A founder's written statement may be submitted if there are no such records issued in the founder's country	
Authenticating the owner's statement that the business may be conducted on the owner's premises (where business premises are rented)	Administrative unit	May also be done at SPOT at the time of registration Not older than 60 days	
Registration procedure			
Registration at SPOT	SPOT	All founders and representatives of the company must be present Information required: founders' names, company's name and address, legal representatives, company's activities Enclosures required: founders' ID and Slovenian tax number; authenticated permission of the owner of the premises to conduct the business on the premises if business premises are rented The administrator enters the data in the e-system, which generates all the documents The founders sign the memorandum of association and appoint the company's legal representatives Documents required to open a bank account are printed	2–5 days
Opening the company's bank account and payment of the founding capital	Commercial bank	Payment of EUR 7,500 Documents required: memorandum of association; resolution on designation of a business address, resolution on appointing the company's legal representatives A bank issues a certificate showing the founding capital has been paid The founders submit the certificate to SPOT	
Simultaneous steps (automatically after SPOT receives the bank certificate):	SPOT	Transfers the application to AJPES via the e-system	
	AJPES	Prepares the data for the register and transfers the application to the court	
	Court	Decides on the registration	
	FURS	Automatically generates the company's tax number	
	AJPES	Enters the company in the Slovenian Business Register and the Court Register	
	AJPES	Publishes information about the company on the AJPES website	
	Court	Issues a Decree on Registration containing the company's registration number and tax number	
	AJPES	Issues notification of entry in the Slovenian Business Register containing the company's: • main and registered activities • institutional sector	
Other steps			
Registration for VAT; registration of employees with the Employment Office, the Pension Fund and the Health Insurance Institute	SPOT	On the founder's request (may be submitted with the request for registration, but the procedures do not begin before the company is included in the Court Register)	1 day
Notification to the Registry of beneficial owners	AJPES	If the company has more than one shareholder or director	On-line