

## NETHERLANDS

1. Company law:	Civil Code, Book 2.
2. Types of company:	<p><b>(a) Type of company preferred for international transactions:</b> BV, company with limited liability, NV, public company with bearer shares possibility.</p> <p><b>(b) Shareless companies:</b> Co-operative association between members.</p>
3. Capital requirements:	NV: EUR 45.000 Co-op: no limits/floor. The minimum capital requirement for a BV company has been abolished. There is no capital requirement any more.
4. Costs to incorporate, excluding government fees:	EUR 600.
5. Fees paid to authorities to incorporate:	Minor.
6. Annual fees paid to authorities:	No annual fees. The amount contribution to the Chamber of Commerce has been abolished as of 1 January 2013.
7. Taxation rates applied to companies generally:	<b>(a) The taxation of companies in 2(a):</b> 2012: 25% reduced to 20% for profits up to EUR 200.000.
8. Method of Incorporation	By deed of notary. The requirement to obtain a license to incorporate from the Ministry of Justice has been abolished.
9. Who may incorporate – are local professionals required?	<p>A member can incorporate, a trust company can incorporate and assign the shares.</p> <p><b>(a) Are ready made/shelf companies available?</b> Yes, but in limited number.</p> <p>In principle companies may not be incorporated off the shelf. There is no restriction any more on using new companies for transactions with shareholders. The benefit of shelf companies is over.</p>
10. Length of time to incorporate:	Between five to seven working days.
11. Minimum number of members:	One.

<b>12. Directors and secretary:</b>	<p><b>(a) Must there be a resident director/secretary?</b> No legal requirement.</p> <p><b>(b) Are corporate directors allowed?</b> Yes</p> <p><b>(c) Is a local registered agent required?</b> No</p> <p><b>(d) Are “shadow” directors required to be registered?</b> All persons legally authorised to represent the company must be registered.</p>
<b>13. Amount of fees payable to appointee directors/ secretary:</b>	Not applicable.
<b>14. Annual Meetings:</b>	Yes, minimum one.
<b>15. Is an annual return filed with details of directors and members?</b>	No. The Chamber of Commerce, however, sends an extract of registration data for verification purposes. Addresses of directors are not disclosed, only names.
<b>16. Accounts:</b>	<p><b>(a) Must financial statements of a company be audited?:</b> Depends on size. A European Directive exists in this respect.</p> <p><b>(b) Are annual accounts filed with annual returns?</b> No annual return filing as known in British style jurisdictions.</p>
<b>17. Are there any exchange control or other financial restraints?</b>	No
<b>18. Is migration of companies permitted?</b>	Yes, but only if the other side is able to receive.
<b>19. Must foreign companies administered locally be registered?</b>	If a foreign company is active in the jurisdiction, a branch must be registered. If it does not maintain a presence elsewhere, it has to be registered as a resident company. For civil law purposes, The Netherlands has an incorporation regime, not a siege-reele regime, meaning that you can do business as a domestic company with a foreign registered entity.
<b>20. Are protected cell companies permitted?</b>	No
<b>21. Are civil-law type foundations possible?</b>	Yes, Foundations can be economically active (compare Massachusetts Trusts).
<b>22. Are common-law foundations possible?</b>	Civil law cannot incorporate common law but adoption is possible.
<b>23. Can LLCs be formed?</b>	Sample is C.V. (limited liability partnership)

<p><b>24. Are regulators empowered to request the production of:</b></p>	<p><b>(a) Information on the identity and background of beneficial owners and officers:</b> Yes, but provided there is a sufficient justification for that question. In principle information cannot be requested but reviewed. Regulators cannot exchange information, they can only verify compliance. Tax authorities can request this information for information exchange purposes, if there is a justification.</p> <p><b>(b) Accounting information on companies:</b> No</p>
<p><b>25. Can such information be exchanged with other jurisdictions?</b></p>	<p>Yes, under supervisory assistance rules but there is limitation on information exchange, because it must relate to supervision. Under administrative and legal mutual assistance treaties all relevant information can be exchanged, if there is a reasonable cause for doing so.</p>
<p><b>26. Any amendments to company law over the last 12 months?</b></p>	<p>As per 1 October 2012 the law and regulation relating to BV companies has been substantially amended, more deregulation.</p>
<p><b>27. Anticipated amendments to company law in 2013?</b></p>	<p>Not specific, but a 'light' version of the BV laws is expected.</p>