SET UP
A BUSINESS

LIMITED LIABILITY
COMPANY
OR S.A.R.L

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SETTING UP A LIMITED LIABILITY COMPANY OR S.A.R.L

Required Documents/Tasks

» Company's By-Laws or Articles of Association

» Opening of a bank account confirming the subscription of the company's capital

» Minutes of the Constitutive General Assembly

» Registration Form

» Commercial Circular

Step by Step - Completing the Registration

» Documents/Tasks to Complete

« Documents to Collect

💵 **Fees to Pay**

STEP 1: COMPLETION OF PRELIMINARY LEGAL TASKS

» Prepare the company's **By-Laws**, or **Articles of Association**; have them signed by the founders before a Public Notary in any district or directly before the Head Clerk of the Trade Register.

» Appoint one manager or more, a legal advisor, and an auditor (if applicable).

» **Complete the Commercial Circular**, and have it signed by the manager(s).

» Fill in the **Application Form** of the company's registration.

💵 **Pay the Public Notary's fee for the Articles of Association only. The fees consist of 0.1% of the company's capital, a lump sum of LBP 8,500 / page, and a fixed sum of LBP 90,000.**

> **Note:** LLCs have one manager or more, who can be appointed in the articles of association or by an assembly meeting of Partners. An auditor is required only if the capital exceeds LBP 30,000,000 or if the annual turnover is above LBP 750,000,000

STEP 2: PAYMENT OF CAPITAL

» Open a **bank account** in a Lebanese bank under the name "LLC Under Constitution". A copy of the By-Laws will be required, in addition to the minutes of the Constitutive meeting, and a legal identification of the partners.

» Deposit the **capital of the company** (LBP 5,000,000 at least or USD 3,333) in the chosen bank.

« Obtain **a certificate from the bank**, evidencing the opening of the bank account and the subscription of each founder's shares.

STEP 3: REGISTRATION AT THE TRADE REGISTER

» Submit all the following documents at the **Trade Register**, in the Court of Commerce located in the same district (or Caza) as the company's head office:
   » The Application Forms of the company's registration
   » The company's By-Laws
   » Minutes of the Constitutive General Assembly of partners
   » The Commercial Circular
   » The certificate of bank deposit
   » Copies of legal identification of all partners/shareholders.
   » Deed of Property/Rent registered at the municipality, or Occupancy Deed for the company's headquarters.

» Ask the **Court of Commerce** to appoint a complimentary auditor for the company.

💵 **Pay for the Stamp Duty,** the sum of around LBP 150,000, and **registration fees.**

💵 **Pay the Magistrate Mutual Fund fee, which is 50% of the Stamp Duty.**

STEP 4: REGISTRATION AT THE BAR ASSOCIATION

» Submit a document confirming the appointment of a legal advisor, at the Bar Association.

💵 **Pay the Bar Association fees which consists of 0.1% of the company's capital and a fixed sum of LBP 100,000.**

STEP 5: PAYMENT OF DUTIES AT THE MINISTRY OF FINANCE

Pay the Stamp Duty at the Lebanese Ministry of Finance consisting of a lump sum of LBP 750,000 and 0.3% of capital.

« **Receive** certified copies of the Certificate of Incorporation, Articles of Association, Commercial Circular, and the minutes.

« A **Tax Identification Number** will be attributed to the company.

Note: The company should apply for commencement of activity (or not) at the Ministry of Finance within two months following registration or it will be subject to a fine worth LBP 2,000,000.

STEP 6: RELEASE OF CAPITAL

» Submit the following documents to the bank in order **to release the capital** that has been blocked during the registration phase:

» A certified copy of the By-Laws
» Minutes of the Constitutive General Assembly
» A certified copy of the Certificate of Incorporation
» A certified copy of the Commercial Circular

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