

# Business & Contract Law



## Week 7

## PART 3: COMMERCIAL LAW

### I/Managerial Aspects

- 32. Power of Attorney
- 33. Bookkeeping
- 34. Company Meetings and AGM
- 35. Insurance
- 36. Taxes
- 37. Information Protection
- 38. Investing
- 39. CSR

## 11 - Power of Attorney

It is about validly representing a company (moral person)

### *Sources:*

<https://www.admin.ch/opc/en/classified-compilation/19110009/index.html#a458>

## 12 - Bookkeeping

Registration means obligation to keep the books: inventory, balance sheet, operating income

All company records must be kept for 10 years!

*Sources:*

<http://www.admin.ch/ch/e/rs/220/a957.html>

## 13 - Company Meetings and AGM

Shareholders are vested with rights which are acquired by virtue of their position. In particular have voting rights, equal treatment and the right to contest decisions during the General Meetings.

The General Meeting of shareholders is the supreme authority of the corporation ([CO art 698](#)).

## 14 - Taxes

Depending on personality of firms:

- Personal tax (tax on income and assets): sole traders, simple firms. The calculation of the taxable value of assets must take into account depreciation
- Corporate tax (tax on profits and assets): partnerships, corporations, limited companies, cooperatives

## 14 - Taxes

### *Guides:*

#### Switzerland

<https://www2.deloitte.com/content/dam/Deloitte/global/Documents/Tax/dttl-tax-switzerlandguide-2015.pdf>

#### UK

[http://www.legislation.gov.uk/ukpga/2009/4/pdfs/ukpga\\_20090004\\_en.pdf](http://www.legislation.gov.uk/ukpga/2009/4/pdfs/ukpga_20090004_en.pdf)

#### International

<http://www.cbo.gov/ftpdocs/69xx/doc6902/11-28-CorporateTax.pdf>

<http://www.worldwide-tax.com/>

## 14 - Taxes

### VAT

All commercial firms that have an annual turnover higher than 75'000.- but with exceptions (e.g. schools)

*Source:*

[http://www.admin.ch/ch/f/rs/c641\\_20.html](http://www.admin.ch/ch/f/rs/c641_20.html)



## 15 - Insurance

Given the obligations of the firm as employer and the nature of business, the following insurance contracts must be valid

- Social security 1st and 2<sup>nd</sup> pillars (AVS, LPP)
- Unemployment insurance (assurance chômage)
- Compensation for illness (perte de gains maladie)
- Accident insurance (LAA)
- Fire insurance (e.g. Etablissement Cantonal)
- Plus insurance for vehicles, chemical products ...

*Source:*

<http://www.kmu.admin.ch/themen/index.html?lang=fr>

## 16 - Information Management

### 16-1/ Protection

To protect the private sphere of persons which is guaranteed by the constitution, information about a person cannot either be stored without a person's knowledge and consent, or divulged to third parties, especially if this is for commercial purposes (i.e. marketing).

*Source:*

[http://www.admin.ch/ch/e/rs/235\\_1/index.html](http://www.admin.ch/ch/e/rs/235_1/index.html)

## 16 - Information Management

### 16-2/ Management

To protect a business' know-how by establishing:

- Copyrights
- Patents
- Trademarks
- Designs