



# The Green Vineyard

The steps to set up our business



# Introduction



In the last years in Italy, an effort has been made to simplify and quicken the rise of new companies and to digitalize relationships with the public Administration.

In our province, it takes about a week to conclude the deployment phase and to start the activity.



# 1) Choice of the legal form

Depending on the type of activity you want to start you have to choose the right legal form.

In our case more people take part to the business so you have to choose between:

- ▶ partnership: it is more flexible with lower costs and all the partners sharing responsibility for managing the business;
- ▶ limited liability company: you protect your capital because the member's liability is limited to the shares they hold.

We chose a limited company with a minimum capital of 10000 €.

(The law 99/2013 provides also a simplified limited company with a capital from 1 to 9999 €, with facilitations represented by exemption of notary fee, stamp duty)



## 2) Memorandum and Company bylaws

The type of business selected considers the constitution in due legal form, so it is necessary to go to the notary who drafts the memorandum.

This is the document that partners use to show their will to enter into partnership in order to pursue mutual aims and it has to contain:

- biographical data of each partner (shareholder)
- name and registered office
- duration of the company
- social object: company activity
- share capital, that has to be subscribed completely
- shares of each partner
- appointment of directors
- estimates of expenditure.



The second document, drafted by the notary, is the Company bylaws.

It contains company rules, rules governing relationships between shareholders and partners, and the company.

The bylaws has to contain the following items:

- company name
- registered seat
- aim
- assets

It has to regulate:

- financing commitments by shareholders
- transfer of equity investments
- operation of general meetings
- administration, rapresentation and statutory audit
- dissolution and liquidation

The memorandum and bylaws have to be signed by all the members present at the conclusion/signing. Members have to issue 25% of share capital to directors by cheque.



### 3) Recording in the companies register

The Notary has to register the company in the companies register at Chambre of Commerce in the province where the company is based. For the recording the shareholders need a PEC, because any communication with the companies register is through PEC, included the confirmation of the recording that states the setting up of the company.

They also need a smart card.



## 4) Opening of a bank account

Shareholders have to open a bank account necessary for all payments and recover collection



## 5) Model “comunica”

You usually need an accountant who fills out the “single communication to set up the company”. Since 1 April 2010, the single communication has simplified the relationship between businesses and public service, because before the companies were required to submit separate communication.

- 1) to the Revenue Agency, to claim the tax number and VAT
- 2) to INAIL (the National Institute for Insurance against Accidents at Work)
- 3) to INPS (National Social Insurance Agency) to apply for registration of employees or self-employed workers.

Thanks to the coordination among these bodies simplified administrative process that exploits the benefits of computer networks was started . With the single communication all the requirements can be fulfilled by a single body, the companies register, saving time and money.

The single communication is a file that contains all the data of the company.

From this moment the company exists, it receives the tax code, the VAT and the registration number for REA but it's not ready to work yet.



## 6) Introduction of SCIA

For starting the business, the account has also to submit the SCIA (Segnalazione Certificata Inizio Attività) to the municipality where the activity will take place.

The SCIA is a Communication about the business and its main data and other more specific ones (for example, the surface of the premises); you have also to enclose all the documents needed to start the business (specific authorizations, licenses, technical reports, declarations of conformity, etc).

The company can start its activity and the municipality has to check the declaration and all enclosed documents within 60 days.

This communication is electronic too and is part of the simplification process started a few years ago with the name of "enterprise in one day."

Link for the municipality of Brescia:

<http://www.comune.brescia.it/servizi/lavorocommercio/SUAP/Pagine/Modulistica.aspx>



## 7) Taxes payment

Within 30 days from the registration, the company has to pay the Chamber of Commerce (130 euro) and the government concession tax of 309.37 for the approval of the books required:

- The shareholders' register
- minute book of meeting
- minute book of board of director
- the book of inventory (there is no need of approval for this book)



## 8) Compliance detail for opening an agriturismo

In Lombardy the regional law n.31 of 5<sup>th</sup> december 2008 and the regional regulation 4/2008 regulate the opening and the management of an agriturismo.

First of all you need a Certificate of Competency issued by the province after attending a 40 hour training successfully completed.

People with a degree in subjects related to taxation, farm accounting, tourism and local marketing, like our students, may be exempted from some modules.

The Certificate of Competency allows the registration in the provincial agriturismo Board. The agriturismo needs a Certificate showing the link between agriturismo and farm issued by the province if determinate conditions exist.

With these two certificates, it is possible to submit the Declaration of Activity Start-up in the municipality. The Declaration of Activity Start-up makes the immediate start of the agriturismo activity possible. The municipality has 60 days time to check what declared.