

Legal Structures and Tax Systems for “Autónomos/as” and Companies.

Cristina Martínez Blanco

1. INTRODUCTION TO THE TAX SYSTEMS: EACH LEGAL STRUCTURE HAS ITS TAXES

1.1.- “Autónomo/a”

A natural person who carries out an economic or professional activity for profit on a regular, personal and direct basis.

As a natural person, every “Autónomo/a” is subject to Personal Income Tax (IRPF – Impuesto sobre la Renta de las Personas Físicas).

As a business operator, every “Autónomo/a” is required to charge Value Added Tax (IVA – Impuesto sobre el Valor Añadido), when applicable.

Note: Businesses do not bear the economic burden of IVA; they act as tax collectors on behalf of the Tax Authority.

1.2.- Partnership

A partnership is a community of two or more persons who agree to contribute money, goods or services in order to share the results and/or profits of an activity.

It is essential to distinguish between professional activities and commercial activities.

PROFESSIONAL ACTIVITY

At partner level:

- Each partner is taxed under IRPF in proportion to their participation.

At business level:

- The partnership must charge and file IVA, when applicable.

COMMERCIAL ACTIVITY

At entity level:

- The partnership is subject to Corporate Income Tax (IS – Impuesto sobre Sociedades).

At business level:

- The partnership must charge and file IVA, when applicable.

1.3.-Company

A company is a legal entity with its own legal personality, separate from its shareholders and directors.

As a legal person, every company is subject to Corporate Income Tax (IS).

As a business operator, the company must charge and file IVA, when applicable.

Summary

| “Autónomo/a” | Partnership | Company |
|--------------|---|---------|
| IRPF | If professional activities : IRPF (each partner) If commercial activities: IS (entity) | IS |
| IVA | IVA (the Partnership) | IVA |

2. “AUTÓNOMO/A”

2.1.-Why shall I become an “Autónomo/a”? : management for an “Autónomo/a”

The “Autónomo/a” structure is the simplest way to start a business activity.

It requires minimal formalities and lower costs compared to other legal structures.

(The structure can be just myself).

Accounting obligations are limited to:

- Issued invoices ledger
- Received invoices ledger
- Investment goods ledger
- Provisions of funds ledger

2.2.1.-Unlimited Liability

This is probably the main problem for an “Autónomo/a”.

The “Autónomo/a” is personally liable for business debts with **both business and personal assets**.

2.2.2.-Social Security

“Autónomos/as” must pay their own Social Security contributions.

Reduced contribution for new self-employed workers

(*Royal Decree-Law 13/2022*)

Real Decreto-Ley 13/2022

Since the reform introduced by Royal Decree-Law 13/2022, new self-employed workers may access a reduced Social Security contribution of €80 per month during the **initial period of activity**.

- This reduced monthly contribution of €80 applies during the first 12 months of registration as a self-employed worker.
- The reduced contribution may be extended for an additional 12 months if the worker's annual net income (income minus deductible expenses) does not exceed the statutory Minimum Wage (SMI), which for 2026 stands at €1,184 gross per month in 14 payments (€16,576 per year), unless updated by law.
- In certain protected situations (such as workers with a recognised disability of at least 33%, or victims of gender-based violence or terrorism), the reduced contribution of €80 per month may apply for a longer initial period, in accordance with the applicable regulations.

After the reduced period

- Once the reduced period ends, Social Security contributions are calculated under the self-employed contribution system based on real net income, according to the income brackets in force.
- Contribution amounts therefore vary depending on the worker's declared annual net income.

If the self-employed activity is carried out only for part of a month, Social Security contributions are calculated proportionally to the number of days registered.

This proportional calculation is limited to a maximum of three partial monthly registrations per calendar year.

From the fourth registration onwards, the full monthly contribution applies, regardless of the number of days actually worked.

Example:

A self-employed worker registers for 15 days in March, June and September 2026.

In each of these three months, the Social Security contribution is calculated proportionally (half of the monthly contribution).

If the same worker registers again for 10 days in November 2026, the contribution for that month will be the full monthly amount, even though the activity only lasted part of the month.

Requirements to qualify

- The worker must be registering as self-employed for the first time, or at least two years must have elapsed since the last deregistration (three years if the reduced contribution regime was previously applied).
- The reduced contribution regime does not apply to collaborating self-employed workers (autónomos colaboradores) working in a family business.
- The worker must have no outstanding debts with either the Social Security authorities or the Tax Agency at the time of registration.

What happens after the initial period?

- After the initial 12-month period (or 24 months, where applicable), if the worker's annual net income exceeds the statutory Minimum Wage (SMI), Social Security contributions are calculated according to the real net income brackets under the system in force.
- If the worker's annual net income does not exceed the SMI, the reduced €80 monthly contribution may be maintained for an additional 12 months, subject to compliance with the applicable conditions.
- Once the reduced contribution period ends, the worker automatically enters the general contribution system, with monthly contributions determined by their declared net income bracket.

Indicative Self-Employed Social Security Contribution Brackets (from 2026 onwards) (*Approximate monthly contributions, based on declared net income*)

| Net monthly income (€) | Approx. monthly SS contribution (€) |
|------------------------|-------------------------------------|
| ≤ 600 € | ~245,0 € |
| 600 – 900 € | ~245,0 € |
| 900 – 1.125 € | ~293,9 € |
| 1.125 – 1.300 € | ~351,9 € |
| 1.300 – 1.500 € | ~413,1 € |
| 1.500 – 1.700 € | ~474,3 € |
| 1.700 – 1.900 € | ~535,5 € |
| 1.900 – 2.330 € | ~535,5 € |
| 2.330 – 2.760 € | ~535,5 € |
| 2.760 – 3.190 € | ~535,5 € |
| 3.190 – 3.620 € | ~535,5 € |
| 3.620 – 4.050 € | ~535,5 € |
| > 4.050 € | ~535,5 € |

Indicative self-employed Social Security contribution brackets (2027–2031)
 (Approximate monthly contributions, subject to annual legal updates)

| Net monthly income (€) | 2027 (€) | 2028 (€) | 2029 (€) | 2030 (€) | 2031 (€) |
|------------------------|----------|----------|----------|----------|-----------|
| < 600 € | 232,6 € | 220,3 € | 208,1 € | 195,8 € | 183,6 € |
| 600 – 900 € | 244,8 € | 244,8 € | 244,8 € | 244,8 € | 244,8 € |
| 900 – 1.125,90 € | 293,9 € | 293,9 € | 293,9 € | 293,9 € | 293,9 € |
| 1.125,90 – 1.300 € | 351,9 € | 351,9 € | 351,9 € | 351,9 € | 351,9 € |
| 1.300 – 1.500 € | 413,1 € | 413,1 € | 413,1 € | 413,1 € | 413,1 € |
| 1.500 – 1.700 € | 474,3 € | 474,3 € | 474,3 € | 474,3 € | 474,3 € |
| 1.700 – 1.900 € | 535,5 € | 535,5 € | 535,5 € | 535,5 € | 535,5 € |
| 1.900 – 2.330 € | 596,7 € | 596,7 € | 596,7 € | 596,7 € | 596,7 € |
| 2.330 – 2.760 € | 596,7 € | 728,3 € | 728,3 € | 728,3 € | 728,3 € |
| 2.760 – 3.190 € | 596,7 € | 728,3 € | 859,9 € | 859,9 € | 859,9 € |
| 3.190 – 3.620 € | 596,7 € | 728,3 € | 859,9 € | 991,4 € | 991,4 € |
| 3.620 – 4.050 € | 596,7 € | 728,3 € | 859,9 € | 991,4 € | 1.123,0 € |
| > 4.050 € | 596,7 € | 728,3 € | 859,9 € | 991,4 € | 1.267,7 € |

Example

A new self-employed worker registers in January 2026.

During the first 12 months, they pay a reduced contribution of €80 per month.

If, at the end of the first year, their annual net income does not exceed €16,576, they may continue paying €80 per month for an additional 12 months.

Once this period ends, their contribution will be recalculated according to their actual net income bracket under the general system.

ATTENTION!! AUTÓNOMO SOCIETARIO

The reduced contribution regime **DOES NOT apply in certain cases**, particularly when the activity is carried out through a company.

A person will be considered a self-employed company partner ("Autónomo/a societario") in the following situations, among others:

- Holding at least 25% of the company's share capital and performing management or administrative functions.

Example:

María owns 30% of the shares of a limited liability company and is appointed as sole director (administradora única).

Even if she does not receive a salary for her role as director, she is considered a self-employed company partner (autónomo societario) and must register in the Special Regime for Self-Employed Workers (RETA).

- Holding at least 33% of the share capital and working for the company.

Example:

Javier owns 40% of the shares of the company and works daily as a technical consultant under an employment-like relationship.

Despite performing ordinary work and not holding a management position, his level of shareholding means he cannot be treated as an employee and must register as self-employed.

- Working for the company and, together with close family members living in the same household, holding at least 50% of the share capital.

Example:

Laura owns 20% of the company's shares and works in the business.

Her spouse owns 25%, and her brother, who lives in the same household, owns 10%.

Together, the family group holds 55% of the share capital, so Laura must be classified as a self-employed company partner, even though her individual shareholding is below 25%.

In these cases, the individual is classified as a self-employed company partner (autónomo societario).

This classification implies that registration as self-employed in the Special Regime for Self-Employed Workers (RETA) is mandatory.

Self-employed company partners are subject to the specific contribution rules applicable to company partners under the Social Security system and do not have access to the €80 reduced contribution regime for new self-employed workers.

Social Security contributions are calculated according to the real net income contribution system, based on the applicable income brackets in force.

Social Security benefits

- Healthcare
- Temporary disability
- Maternity and risk during pregnancy
- Permanent disability
- Retirement
- Death and survivor benefits
- Cessation of activity benefit (subject to specific conditions)

3. PARTNERSHIP

3.1.- Why shall I create a Partnership?: management for a Partnership

A partnership is a **community of two or more persons** who agree to contribute **money, goods or professional activity** in order to **share the results and/or profits** derived from a common activity.

It is generally considered a **non-commercial entity**, and therefore it is **not subject to the same legal and corporate requirements as a limited liability company (SL)**.

The **costs and formalities of incorporation are lower**, and the partnership **does not have legal personality** unless it is formalised by **notarial deed**.

From the client's perspective, a partnership operates **as if it were a company**: it has a **name**, a **tax identification number (NIF)** and issues **invoices** under those details.

However, **tax and management rules differ significantly** depending on the **nature of the activity** carried out by the partnership:

- In **professional activities**, income is generally **attributed directly to the partners**, who include it in their own tax returns.
- In **commercial activities**, the partnership may be subject to **Corporate Income Tax (IS)** at entity level.

As a result, partnerships are usually **simpler to manage than companies**, particularly in professional activities, as they are subject to **fewer formal accounting and corporate obligations**.

Professional activity vs. Commercial activity

Professional activity

A professional activity is one that is **personally carried out by the partners**, based mainly on their **professional skills or qualifications**.

Example:

Two architects create a partnership to provide architectural services. The partnership invoices clients, but the **net profit is allocated to each partner** according to their participation and **taxed directly under IRPF** in their personal income tax returns. The partnership itself does **not pay Corporate Income Tax**, although it may be required to file VAT returns.

Commercial activity

A commercial activity involves an **organised business structure** where the activity is not essentially personal, but rather **entrepreneurial or mercantile** in nature.

Example:

Three partners create a partnership to operate a **retail shop** selling products. In this case, the partnership may be considered to carry out a **commercial activity** and is therefore **subject to Corporate Income Tax (IS)** on its profits.

The **taxation sequence is as follows**:

1. The partnership pays **Corporate Income Tax (IS)** on its net profit.
2. When profits are distributed to the partners, each partner must declare the income received in their **IRPF**, generally as **investment income**.

This results in **economic double taxation** (first at entity level through IS, and later at partner level through IRPF), similar to what occurs in companies.

3.2.- Which will be my duties?

3.2.1.- Unlimited liability for partners

Partners have **unlimited and personal liability**. If the partnership's assets are insufficient to cover its debts, partners must respond with their **personal assets**, in proportion to their participation and according to applicable civil rules.

3.2.2.- Social Security

Partners in a partnership may have different roles:

- **Capital partners:**
They only contribute money or assets and **do not perform work** in the activity.
They are **not required** to register as self-employed.
- **Working partners:**
They contribute **work or professional activity** to the partnership.
They are required to **register as self-employed** ("Autónomo/a") and pay Social Security contributions under the applicable regime.

4. -INCOME TAX FOR “AUTÓNOMO/AS” AND PROFESSIONAL PARTNERSHIPS: IRPF (IMPUESTO SOBRE LA RENTA DE LAS PERSONAS FÍSICAS)

4.1.-What is the IRPF?

The IRPF (Individual Income Tax) is a direct and progressive tax levied on the income obtained during a calendar year by individuals who are tax residents in Spain.

It taxes both personal income and income derived from economic or professional activities. Direct:
Taxes all our assets.

Key characteristics:

- Direct tax: it taxes income obtained by individuals.
- Progressive tax: the higher the income, the higher the applicable tax rate.
- Worldwide income: it applies to all income obtained worldwide by Spanish tax residents.
- Calendar year: from 1 January to 31 December.
- Tax residence: applicable to individuals considered resident in Spain for tax purposes.

4.2.-Who must pay this Tax?

Spanish tax residents

An individual is considered a Spanish tax resident if any of the following circumstances apply:

- They reside in Spain for more than 183 days during the calendar year.
- Spain is the main centre or base of their economic activities or interests, directly or indirectly.
- Their non-legally separated spouse and dependent minor children reside in Spain.

Non-residents

If the individual is not a tax resident in Spain, they do not pay IRPF, but are instead subject to the **Non-Resident Income Tax (IRNR)** on income obtained in Spain.

- General tax rate: 19% for residents of the EU, Iceland and Norway.
- General tax rate: 24% for residents of other countries.

4.3.-What is the Collection Calendar

| SPLIT PAYMENTS (FORM 130) | |
|-----------------------------------|----------------------------|
| TERM OF ACTIVITY | TERM OF PAYMENT |
| 1Q (1st Jan. -31st Mar.) | 1st -20 th Apr. |
| 2Q (1st Apr. -30th Jun.) | 1st -20th Jul. |
| 3Q (1st Jul. -30th Sep.) | 1st -20th Oct. |
| 4Q (1st Oct.-31st Dec.) | 1st -30th Jan. |
| ANNUAL RETURN (FORM 100) | |
| 1st Apr.-30th Jun the year after. | |

4.4.-Which are the Tax Rates?

FOR SPLIT PAYMENTS: A fixed percentage of **20%** applied to the net profit of the period, subject to the legally established adjustments.

FOR ANNUAL LIQUIDATION: The final tax liability is calculated by applying the progressive IRPF tax scale:

The following table shows the approximate combined IRPF marginal tax rates (State + Catalonia) applicable to the general taxable base. Final rates depend on the Autonomous Community of tax residence and must be verified each year according to the applicable regional legislation."

| IRPF RATE TRANCHES | | |
|--------------------|------------|-----------------------|
| | NET BASE | TAX RATE |
| First | 12.450,00€ | 19% |
| Next | 7.750,00€ | (12.450€-20.200€) |
| Next | 12.807,00€ | (20.200€-33.007€) |
| Next | 20.400,00€ | (33.007€-53.407€) |
| Next | 36.593,00€ | (53.407€ – 90.000€) |
| Next | 30.000,00€ | (90.000€ – 120.000€) |
| Next | 55.000,00€ | (120.000€ – 175.000€) |
| OVER 175.000,00€ | | 50% |

Example

NET BASE = 23.000,00€

| IRPF RATE TRANCHES | | | | |
|---------------------------|------------|------------|------------------|------------------|
| NET BASE FROM-TOCIBORG | | AMOUNT | TAX RATE 2016 | TAX |
| 0,00€ | 12.450,00€ | 12.450,00€ | 19% | 2.365,50€ |
| 12.450,01€ | 20.200,00€ | 7.750,00€ | 24% | 1.860,00€ |
| 20.200,01€ | 23.000,00€ | 2.800,00€ | 30% | 840,00€ |
| TOTAL TAX | | | | 5.065,50€ |
| AVERAGE RATE | | | 22% | |

4.5.-How do I calculate this Tax?

FOR SPLIT PAYMENTS: (FORM 130)

| |
|-----------------------|
| INCOMES |
| - DEDUCTIBLE EXPENSES |
| = PROFIT |
| x TAX RATE 20% |
| AMOUNT TO PAY |

FOR ANNUAL LIQUIDATION: (FORM 100)

| |
|--|
| INCOMES |
| - DEDUCTIBLE EXPENSES* |
| = Previous NET PROFIT |
| -5% allowance for expenses difficult to <i>justify</i> (<i>limit 2.000,00€ per year</i>) |
| -20% reduction for new entrepreneurs (<i>applicable in the first tax year with positive net income and the following year, subject to legal requirements</i>) |
| = TAXABLE BASE |
| - PERSONAL AND FAMILY ALLOWANCES* |
| = NET TAXABLE BASE |
| x TAX RATE 19% - 50% |
| - PERSONAL TAX DEDUCTIONS* |
| - ADVANCE PAYMENTS already made (Form 130) |
| = FINAL AMOUNT PAYABLE OR REFUNDABLE |

(*)DEDUCTIBLE EXPENSES

For an expense to be deductible for IRPF purposes, it must meet the following general requirements established by tax regulations:

- It must be **properly recorded** in the mandatory tax records or ledgers.
- It must be **correctly allocated to the corresponding tax period**.
- It must be **duly justified** by an invoice or equivalent supporting document.
- It must be **directly related to the economic or professional activity**.

Typical deductible expenses include, among others: personnel costs, consumables, external professional services, supplies, financial expenses, depreciation of assets, insurance, and other expenses strictly linked to the activity.

(*) PERSONAL AND FAMILY ALLOWANCES (REDUCTIONS ON THE TAXABLE BASE)

Depending on personal and family circumstances, taxpayers may apply certain **allowances that reduce the taxable base**, such as:

- **Personal minimum allowance:**
As a general reference, the personal allowance is **€5.550 per taxpayer**.
This amount may increase depending on age (for example, additional allowances apply from the age of 65 and 75).
- **Family allowances:**
Additional allowances may apply for dependent family members, for example:
- **Children (minimum allowance per child):**
The personal and family allowance increases depending on the number of dependent children living with the taxpayer:
 - **First child: €2.400 per year**
 - **Second child: €2.700 per year**
 - **Third child: €4.000 per year**
 - **Fourth and subsequent children: €4.500 per year**
An **additional allowance of €2.800 per year** applies for each child under **three years of age**.
- **Ascendants over 65 or with disability:**
An allowance may apply for dependent ascendants (parents or grandparents) who live with the taxpayer and meet income requirements:
 - **Ascendant over 65 years of age: €1.150 per year**
 - **Ascendant over 75 years of age:** an additional **€1.400 per year**
 - **Ascendant with recognised disability:** additional allowances apply depending on the degree of disability.

These amounts are cumulative where legally applicable and subject to compliance with income and cohabitation requirements.

- **Contributions to pension plans and similar long-term savings systems:**
Contributions may reduce the taxable base **up to the legally established annual limits**, subject to income and regulatory conditions.
- **Maintenance payments to children:**
Court-ordered child maintenance payments may benefit from **specific tax treatment**, allowing the application of separate tax scales under certain conditions.
- **Other legally established allowances:**
Additional reductions may apply depending on disability, dependency situations or other circumstances expressly provided for by law.

Important note:

The amounts indicated above are **illustrative reference values**.

Applicable limits, conditions and allowances **may vary depending on the tax year and the taxpayer's personal situation** and must always be **verified according to current legislation**.

(*) PERSONAL TAX DEDUCTIONS (REDUCTIONS ON THE TAX PAYABLE)

Certain personal circumstances and investments may give rise to **tax deductions**, which reduce the **final amount of tax payable**. These deductions may be **state-wide** or **Autonomous Community-specific**, such as:

- **State tax deductions (general reference)**
 - **Investment in new or recently created companies:**
A deduction of **30% of the amounts invested**, up to a **maximum annual deduction base of €60.000**, subject to compliance with legal requirements.
 - **Housing rental deduction (transitional regime):**
Applicable only to **rental contracts signed before 1 January 2015**, allowing a deduction of **10,05%** of the amounts paid, within legally established limits.
 - **Donations to qualifying entities:**
 - **80% deduction** on the **first €250 donated**.
 - **40% deduction** on the remaining amount.
 - Higher percentages may apply for **recurrent donations** to the same entity.
 - **Maternity deduction:**
Up to **€1.200 per year per child under three years of age**, subject to legal conditions. This deduction may be increased by **childcare-related expenses**, within statutory limits.

Catalonia – Autonomous Community tax deductions (illustrative examples)

In addition to State deductions, taxpayers resident in **Catalonia** may apply specific regional deductions, such as:

- **Rental of habitual residence:**
Deduction of **10% of the rent paid**, with a **maximum of €300 per year** (or up to **€600** in the case of large families or certain personal situations), subject to income limits.
- **Birth or adoption of a child:**
Deduction of **€150** in the individual return, or **€300** in the joint return, per child.
- **Donations to Catalan cultural, scientific or environmental entities:**
Additional deductions may apply for donations to entities promoted or recognised by the Catalan Government.
- **Interest on loans for postgraduate or doctoral studies:**
Deduction of **15% of the interest paid**, subject to maximum limits.
- **Environmental and energy-efficiency investments:**
Certain deductions may apply for investments aimed at improving energy efficiency in the habitual residence, subject to specific requirements.

Important note:

The amounts indicated above are **illustrative reference values**.

Applicable percentages, limits and conditions **may vary depending on the tax year and the taxpayer's personal situation** and must be **verified each year** according to State and Catalan legislation.

4.6.-How do I pay this Tax?

- By indicating the **IBAN** of a **Spanish bank account** held by the taxpayer, for direct debit or payment.
- The tax return may be **filed electronically** through the Spanish Tax Agency's online platform.
- It may also be filed through **authorised banking institutions**, where applicable.
- **Split payment returns (Form 130) must be filed electronically.**

5. LIMITED LIABILITY COMPANY (SOCIEDAD LIMITADA)

5.1.-Why shall I become an Company?: management for a Company

A limited liability company is a **more complex business structure** than operating as a self-employed worker ("Autónomo/a").

However, it is often **better perceived by clients and third parties**, as it conveys a higher level of **stability, professionalism and credibility**.

This choice is **not a matter of business size**, as a company may be incorporated by a **single shareholder**, but rather a matter of **management and legal organisation**.

Operating through a company requires compliance with a number of **formal legal and accounting obligations**, including:

- The company must be incorporated before a **Notary Public**.
- The company's incorporation deed and corporate resolutions must be **registered with the Mercantile Registry**.
- Accounting must comply with the **Spanish Accounting Regulations**, including the maintenance of the following books and records:

| | |
|---|---|
| <ul style="list-style-type: none">• Accounting ledgers and annual financial statements..• Book of Balances.• Daybook. | <ul style="list-style-type: none">• Shareholders' Register Book.• Minute Book. |
|---|---|

5.2.-Which will be my duties?

5.2.1.- Limited Liability for Partners

The partners' liability is limited to the amount of their contribution to the company's share capital.

As a general rule, they are not personally liable for the company's debts beyond that contribution.

5.2.2.- Unlimited Liability for the “Administrador”.

The company director may incur **personal liability** if they fail to perform their duties with the **due diligence required by law**, acting as a **diligent businessperson and loyal representative** of the company.

The director must act **in good faith**, in compliance with:

- the **law**, and
- the **company's Articles of Association**.

This includes, among others, avoiding unlawful practices such as keeping false accounting records, making undeclared cash payments, or failing to properly record income.

Ignorance of the law does not exempt the director from liability.

Example 1 – Culpable insolvency (*concurso de acreedores culpable*)

A company director **formulates, signs and deposits the annual financial statements** showing that the company's **net equity has been reduced to less than half of the share capital**, together with **persistent payment defaults** to suppliers and public creditors.

These facts are **objectively reflected in the balance sheet, the profit and loss account and the accounting records**.

Despite this situation, the director **continues operating the business and fails to file for insolvency proceedings within the legally required time limit of two months** from the date on which they **knew or should have known** of the company's state of insolvency.

The director later argues that they were **not aware of the obligation** to file for insolvency proceedings or of the applicable deadlines.

However, **ignorance of the law does not exempt the director from liability**.

By signing and depositing the annual accounts, the director is **presumed to have knowledge of the company's financial situation**. The failure to act within the **mandatory two-month period** may therefore be interpreted as **wilful or grossly negligent conduct**.

As a result, the insolvency may be classified as **culpable**, and the director may be held **personally liable** for part of the company's debts and may also face **disqualification from acting as a director** for a legally established period.

Example 2 – Criminal liability arising without awareness (accident in a bar)

A company director operates a **bar or restaurant** and **signs off the company's annual accounts and operating documentation**, while the premises continue to function with **structural and safety deficiencies** (for example, a damaged staircase, inadequate handrails or blocked emergency exits).

These deficiencies are **objectively verifiable** through inspection reports, maintenance invoices not carried out, or repeated minor incidents recorded internally.

The director does not intentionally cause harm and assumes that “**nothing serious will happen**”, believing that safety issues fall within day-to-day operational matters.

Following an accident in which a customer suffers **serious injuries**, a criminal investigation is opened.

The director argues that they were **not aware of the specific safety obligations** or that the risk was not obvious.

However, **ignorance of the law does not exempt the director from criminal liability**. As the person legally responsible for the activity, the director is expected to **know and ensure compliance with mandatory safety regulations**. The failure to act, supervise or correct known risks may be considered **criminal negligence**, even in the absence of intent.

As a result, the director may face **criminal liability**, in addition to **civil liability for damages**, based on the breach of a **legal duty of care inherent to their position**, despite having had no conscious intention to cause harm.

6. INCOME TAX FOR COMPANIES AND COMMERCIAL PARTNERSHIPS IS (IMUESTO DE SOCIEDADES)

6.1.-What is the IS?

The IS (Corporate Income Tax) is a **direct tax** levied on the **profits obtained during a financial year** by **companies and other legal entities** that are **tax resident in Spain**.

Key characteristics:

- **Direct tax:** it taxes the **net profit** of the entity.
- **Worldwide income:** it applies to **all income obtained worldwide** by resident entities.
- **Financial year:** generally coincides with the **calendar year (1 January – 31 December)**, unless the company's bylaws establish a different accounting period.
- **Tax residence:** applicable to entities considered **resident in Spain** for tax purposes.

A company is considered **tax resident in Spain** if any of the following conditions are met:

- It is **incorporated under Spanish law**.
- It has its **registered office** in Spain.
- It has its **effective place of management or main centre of economic activities** in Spain, directly or indirectly.

6.2.-Who must pay this Tax?

Legal entities resident in Spain, including:Companies.

- Cooperatives
- Associations.
- Foundations
- Other entities with legal personality.

Other kind of organizations:

- investment funds.
- Pension funds.
- Temporary joint ventures (Uniones Temporales de Empresas – UTEs).
- Other entities expressly subject to Corporate Income Tax under Spanish law.



All of the above, **provided they are considered tax resident in Spain**, are subject to **Corporate Income Tax (IS)**.

6.3.-What is the Collection Calendar?

Considering the yearly calendar:

| |
|--------------------------------------|
| ANNUAL LIQUIDATION (FORM 200) |
| 1st.-25th Jul the year after |
| SPLIT PAYMENTS (FORM 202) |
| TERM OF PAYMENT |
| 1st -20th Oct. the year after |
| 1st -20th Dec. the year after |
| 1st -20th Apr. (...) |

6.4.-Which are the Tax Rates?

FOR ADVANCE PAYMENTS: 18% to the reference amount established by law and are paid on account of the final Corporate Income Tax.

These amounts are later offset against the final tax liability calculated in the annual return (Form 200).

FOR ANNUAL LIQUIDATION:

| | |
|------------------------------|---|
| TYPE OF COMPANY | Corporate Income Tax rates (Spain – reference framework 2026) |
| GENERAL | 25% |
| Newly incorporated companies | 15% during the first tax year with positive taxable income and the following year, provided legal requirements are met |



6.5.-How do I calculate this Tax?

FOR SPLIT PAYMENTS: (FORM 202)

FIX FEE =18% of the gross tax liability from the last Corporate Income Tax return (Form 200) must be paid, after deducting allowances, tax credits, and withholding

FOR ANNUAL LIQUIDATION:(FORM 200)

| |
|--|
| ACCOUNTING RESULTS (31th Dec.) (Profit or loss shown in the income statement at the end of the financial year, usually 31 December). |
| + / - TAX ADJUSTMENTS (book-to-tax corrections according to tax law: non-deductible expenses, exempt income, permanent and temporary differences). |
| =TAX RESULT |
| - OFFSETTING OF NEGATIVE TAX BASES from previous years (if applicable). |
| =TAXABLE BASE |
| X TAX RATE (general 25%, or applicable reduced/special rates). |
| = GROSS TAX LIABILITY |
| - TAX DEDUCTIONS AND ALLOWANCES (R&D+i, reinvestment of profits, environmental incentives, other legally established tax credits.).* |
| = NET TAX LIABILITY |
| - WITHHOLDINGS AND PREPAYMENTS (e.g. Modelo 123, 115, 216, etc.). |
| - ADVANCE PAYMENTS MADE DURING THE YEAR (Form 202) |
| = FINAL AMOUNT PAYABLE OR REFUNDABLE |

(*) TAX DEDUCTIONS AND INCENTIVES UNDER SPANISH CORPORATE INCOME TAX (IS)

Spanish Corporate Income Tax provides for **specific tax deductions and incentives**, which reduce the **gross tax liability**, subject to strict legal requirements and limits.

The main categories include:

- **Research, Development and Technological Innovation (R&D+i):**
Tax deductions may apply to qualifying R&D and technological innovation activities, with **variable percentages and limits** depending on the nature of the expenditure and compliance with statutory requirements.
- **Audiovisual, cultural and live performing arts productions:**
Specific tax incentives apply to **Spanish audiovisual productions**, television series and live performing arts, subject to compliance with detailed regulatory conditions and maximum limits.
- **Job creation incentives:**
Certain tax incentives may apply for the **hiring of employees belonging to protected groups**, such as workers with recognised disabilities, provided legal requirements are met.
- **Other specific tax incentives:**
Additional deductions or incentives may apply depending on the activity carried out, the sector involved or specific legislative measures in force for a given tax year.

Important note:

Corporate Income Tax deductions are **strictly regulated**, subject to **quantitative limits**, and often require **formal documentation and compliance checks**.

Applicable percentages and conditions must always be **verified according to the legislation in force for the relevant tax year**.

6.6.-How do I pay this Tax?

- By indicating the **IBAN of a Spanish bank account** held by the company, for payment or direct debit.
- The Corporate Income Tax return must be **filed electronically** through the Spanish Tax Agency's online platform.

7. IVA (VALUE ADDED TAX)

7.1.-What is the IVA?

The IVA is an indirect tax because we add it to the product or service that we offer to the client. Therefore, when we buy from our suppliers, they are also adding the IVA to the product we are purchasing.

Indirect: Taxes on consumption of goods and services.

The customers pay it in every purchase.

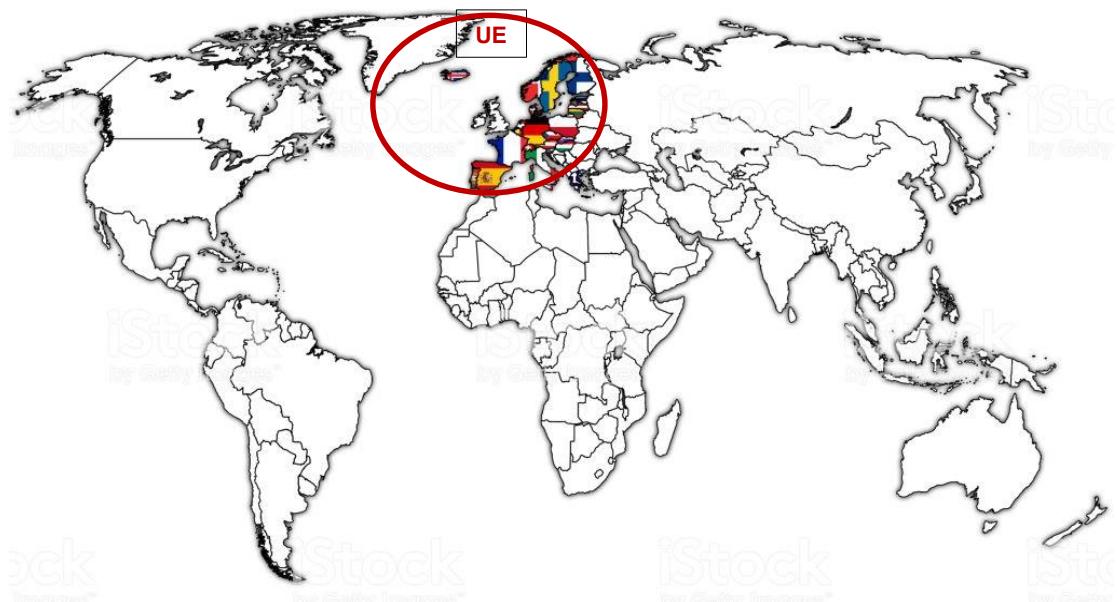
The businesses are the collectors of this Tax.

Goods and Services:

- Sales of goods and services.
- Purchases inside the EU.
- Importations

Calendar year: January 1st – December 31st.

Residing in Spain: Collectors are businesses residents in Spain.



Inside Spain:

Spanish VAT (IVA) applies at the standard rates: 4%, 10% or 21%, depending on the nature of the goods or services supplied.

Outside Spain-Inside Schengen: Intra-Community operations

VAT treatment depends on whether the transaction is between businesses (B2B) or involves final consumers (B2C).

Registration in the Register of Intra-Community Operators (ROI) is required, and transactions must be reported through Form 349.

Outside the EU (non-EU countries)

Exports: VAT exempt (no Spanish IVA), provided documentary requirements are met.

Imports: Subject to **Import VAT (IVA)** and, where applicable, **customs duties**, payable at the point of entry into the EU.

7.2.-Who must pay this Tax?

The “Autónomo/as”, Partnerships and Companies must collect and deposit this Tax in the Public Treasury (HACIENDA)

7.3.-What is the Collection Calendar?

| SPLIT PAYMENTS (FORM 303) | |
|-------------------------------|----------------------------|
| TERM OF ACTIVITY | TERM OF PAYMENT |
| 1Q (1st Jan. -31st Mar.) | 1st -20 th Apr. |
| 2Q (1st Apr. -30th Jun.) | 1st -20th Jul. |
| 3Q (1st Jul. -30th Sep.) | 1st -20th Oct. |
| 4Q (1st Oct.-31st Dec.) | 1st -30th Jan. |
| ANNUAL LIQUIDATION (FORM 390) | |
| 1st -30th Jan. the year after | |

7.4.-Which are the Tax rates?

| RATE | | GOODS AND SERVICES |
|----------------------|------------|---|
| SUPER-REDUCED | 4% | Basic foodstuffs such as bread, milk, fruits, vegetables, meat, fish and eggs; books, newspapers and magazines, including digital formats (e-books and digital press); medicines for human use. |
| REDUCED | 10% | Hotel accommodation; passenger transport; bars and restaurants; cinema, theatre and cultural events; housing construction and renovation under specific conditions; certain plants and agricultural inputs; sanitary products such as nappies and similar items. |
| GENERAL | 21% | Most goods and services not expressly covered by reduced rates, such as tobacco, alcoholic beverages, cosmetics and personal care products (toothpaste, shampoo); commercial and office premises rental; leisure and entertainment services; and other general consumer goods and services. |

7.5.-How do I calculate this Tax?

FOR QUARTERNALY LIQUIDATION (FORM 303):

| INCOMES | | |
|---|------|---|
| TAXABLE BASE | RATE | IVA |
| EXPENSES | | |
| TAXABLE BASE | | - IVA |
| | | RESULT OF THE TERM |
| | | - NEGATIVE RESULTS OF PREVIOUS DECLARATIONS |
| | | RESULT |
| IF POSITIVE RESULT: DEPOSIT IT IN HACIENDA («we pay IVA») | | |
| IF NEGATIVE RESULT: COMPENSATE IN FUTURE DECLARATIONS | | |

EXAMPLE:

| INCOMES | | |
|---|--------------------|---|
| TAXABLE BASE 10.000,00€ | RATE 21% | IVA 2.100,00€ |
| EXPENSES | | |
| TAXABLE BASE 2.000,00€ | | - IVA 420,00€ |
| | | RESULT OF THE TERM 1.680,00€ |
| | | - NEGATIVE RESULTS OF PREVIOUS DECLARATIONS 200,00€ |
| | | RESULT 1.480,00€ |
| IF POSITIVE RESULT: DEPOSIT IT IN HACIENDA («we pay IVA») | | |
| IF NEGATIVE RESULT: COMPENSATE IN FUTURE DECLARATIONS | | |

FOR ANNUAL DECLARATION (FORM 390):

| INCOMES | | | | EXPENSES | | | |
|-----------------|--|-------|------|-----------------|--|-------|-----|
| TAXABLE BASE | | RAT E | IV A | TAXABLE BASE | | RAT E | IVA |
| Q1 TAXABLE BASE | | 4% | | Q1 TAXABLE BASE | | 4% | |
| Q1 TAXABLE BASE | | 10% | | Q1 TAXABLE BASE | | 10% | |
| Q1 TAXABLE BASE | | 21% | | Q1 TAXABLE BASE | | 21% | |
| Q2 TAXABLE BASE | | 4% | | Q2 TAXABLE BASE | | 4% | |
| Q2 TAXABLE BASE | | 10% | | Q2 TAXABLE BASE | | 10% | |
| Q2 TAXABLE BASE | | 21% | | Q2 TAXABLE BASE | | 21% | |
| Q3 TAXABLE BASE | | 4% | | Q3 TAXABLE BASE | | 4% | |
| Q3 TAXABLE BASE | | 10% | | Q3 TAXABLE BASE | | 10% | |
| Q3 TAXABLE BASE | | 21% | | Q3 TAXABLE BASE | | 21% | |
| Q4 TAXABLE BASE | | 4% | | Q4 TAXABLE BASE | | 4% | |
| Q4 TAXABLE BASE | | 10% | | Q4 TAXABLE BASE | | 10% | |
| Q4 TAXABLE BASE | | 21% | | Q4 TAXABLE BASE | | 21% | |

7.6.-How do I pay this Tax?

- By indicating the **IBAN of a Spanish bank account** held by the company, for payment or direct debit.
- The Corporate Income Tax return must be **filed electronically** through the Spanish Tax Agency's online platform.

8. HOW DO I BECOME AN “AUTÓNOMO/A”? : PROCEDURE FOR BECOMING AN “AUTÓNOMO/A”

1º) Register with the Tax Office (HACIENDA)

File **Form 036** (or **Form 037**, where applicable) to notify the Tax Office of the **start of an economic or professional activity** as a self-employed worker (*Autónomo/a*).

- Registration must be completed **before the start date of the activity**.
- The form includes information on:
 - type of activity,
 - applicable taxes (IRPF, VAT),
 - business address and start date.

You must provide:

- Passport or ID document,
- **NIE** (if applicable),
- A copy of the documentation submitted.

2º) Register with the Social Security Office

File **Form TA.0521** to register in the **Special Regime for Self-Employed Workers (RETA)** and start paying Social Security contributions.

- Registration must be completed **before starting the activity**, and **no later than the actual start date**.
- The Social Security registration must be **consistent with the information previously declared to the Tax Office** (Form 036/037).

You must provide:

- Passport or ID document,
- **NIE**,
- Proof of registration with the Tax Office (**Form 036/037**),
- Copies of the documentation submitted.

IN BARCELONACTIVA YOU CAN FIND ASSISTANCE TO START UP AS AUTÓMONO.

GO TO THE OFICINA D'ATENCIÓ A LES EMPRESAS, (OAE)

Barcelona Office for Business Support
OFICINA D'ATENCIÓ A LES EMPRESAS, (OAE)

📍 **Address:**
Carrer de Roc Boronat, 117 08018 Barcelona, Spain

📞 Telephone: +34 900 533 175

✉ Email: oae@barcelonactiva.cat

🕒 Opening hours (indicative):

Monday to Thursday: 8:30 a.m. – 6:00 p.m.
Friday: 8:30 a.m. – 2:30 p.m.

9. HOW DO I CREATE A PARTNERSHIP?:PROCEDURE FOR CREATING A PARTNERSHIP

1º) Go before a Notary (where applicable)

A **notarial deed** is required only if the partnership contributions include real estate assets or other assets that legally require public form.

In such cases, the relevant **Transfer Tax and Stamp Duty (Property Transfer and Documented Legal Acts Tax)** may apply, depending on the nature of the contribution.

If no such assets are contributed, the partnership may be created through a **private partnership agreement**, without the need to formalise it before a notary and **without triggering that tax**.

The partnership agreement must specify, at least:

- The **rights and obligations of the partners**.
- The **nature of the contributions** and the **percentage of profits and losses** attributable to each partner.
- The **name of the partnership**.
- The **business activity** carried out by the partnership.
- The **registered address** of the partnership.
- The **persons responsible for managing** the partnership.

2º) Register with the Tax Office (HACIENDA)

File **Form 036** to notify the Tax Office of the **start of activity as a partnership**.

- Registration must be completed **before the start of the activity**.
- The form must reflect the information agreed in the partnership contract.

You must provide:

- The **partnership agreement** (private contract or notarial deed, as applicable),
- Passports or ID documents of the partners,
- **NIEs**, where applicable,
- Copies of all submitted documentation.

Important:

If any of the partners are required to register as **self-employed (Autónomo/a)** due to their participation or work in the partnership, they must **also complete the self-employed registration procedure separately**.

10. HOW DO I INCORPORATE A COMPANY (SL)? PROCEDURE FOR COMPANY INCORPORATION. PROCEDURE FOR “SOCIEDAD LIMITADA” INCORPORATION

1º) Company name certificate

Obtain a **certificate of uniqueness of the company name** from the **Central Mercantile Registry**, confirming that the proposed company name is available.

2º) Open a bank account and deposit the share capital

Open a **bank account in the name of the company** and deposit the **minimum share capital of €3.000**, unless the company is incorporated under the **simplified regime with reduced initial capital**, where legally applicable.

The bank will issue a **certificate of capital contribution**, which is required for incorporation.

3º) Incorporation before a Notary or through CIRCE

Incorporate the company **before a Notary Public**, either:

- through a **Business Support Office (PAE)**, or
- **electronically via the CIRCE system**, where applicable.

At this stage:

- The **Articles of Association** are approved and signed.
- The **deed of incorporation** is executed.
- A **provisional Tax Identification Number (NIF)** is obtained.
- The incorporation deed is submitted for **registration with the Mercantile Registry**.

4º) Registration with the Tax Office (HACIENDA)

Register the company with the Tax Office and request the **definitive NIF**, once the company has been duly registered with the Mercantile Registry.

5º) Data protection obligations

Assess and comply with **data protection obligations** in accordance with applicable regulations.

Where required, internal records of processing activities must be maintained, and appropriate **data protection measures** must be implemented.



**IN BARCELONACTIVA YOU CAN FIND ASSISTANCE TO START UP YOUR COMPANY
GO TO THE OFICINA D'ATENCIÓ A LES EMPRESAS (OAE)**



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empresa@barcelonactiva.cat.