澳門貿易投資促進局“一站式”服務指引

**分公司之設立**

外地公司欲在澳門成立一***常設代表處*** ( 即章程規定之住所及主行政機關不設在澳門，但在本澳長期經營之分公司 )，須遞交以下的文件作商業登記用 :

**1. 總公司章程 (備忘錄)**

須由公司所在地的公證員證明其與原件一式無訛，真實及完整。

**2. *關於在澳成立分公司之決議議事錄***

2.1 代表之委任：公司指派至少一名代表，可全權代表總公司簽署有關在澳門成立***分公司***

之設立文件；

* 1. 分公司之名稱；(註1：分公司之名稱須採用總公司同一名稱，但 **“分公司”** 之字樣，則可選擇採用)
  2. 關於在澳門設立之***分公司***營業範圍；

(註2 : 由於分公司之性質為發展及執行總公司之業務，因此分公司營業範圍必須與總公司在其章程內列出之營業範圍類似或有關聯。)

2.4 用於***分公司***之資本額、分公司之地址；

* 1. 委任至少一名在澳門設有住所的***分公司***業務代表人；
  2. 指出澳門的代表人之簽署方式，才使公司行為及合同有效。

1. **公司註冊地的公證員作出一證明，以證實：**
   1. 該公司是根據當地法律成立；
   2. 議事錄上簽署人的簽名式樣為真實；
   3. 簽署人有權力通過該議事錄；
   4. 該議事錄是符合當地法律和該公司章程。

* 公司註冊地的公證員尚須提供一份由當地有權限機關發出的 ***“Apostille”*** (Convention de la Hayes de 5 Octobre 1961)，以證實公證員之簽名式樣及印鑑。
* 任何無法出具由公證員發出之證明時，均須透過 ***“領事認證”*** (由中國駐當地之領事作出聲明) 以證實簽署人 / 簽發機關有權限發出該等文件。
* 公證員證書及決議議事錄等一套文件須以火漆或以打鐵孔方式釘裝，以簡單的釘書機釘裝將不被接受。

1. **接受職務聲明書**

每位接受總公司委任的代表人，須簽署聲明書。

**備註：**上述所有文件須以中文或葡文提交，若以英文或其他外文作出，則需再附上中文或葡文譯本。而外地的公司章程只須翻譯最主要部份，如商業名稱、資本額、註冊地址及擬在澳門經營之項目。

若有關譯本是在外地作出，可由中國領使館發出證明；如當地公證員可使用中文，則可由公證員證明；若翻譯是由獨立人仕出任(其資格為非公司之利害關係人)，該翻譯人員須親臨本澳簽署一份譯本證明書，並在本澳公證員面前聲明該譯本是由其作出及忠實於原文。

註：在議事錄公證前，建議先將草案內容給本局專責公證員察閱。

IPIM “ONE STOP SERVICE” GUIDE

Constitution of Branch Office

If a foreign company wants to set up a ***permanent representation office*** (abranch office) in Macao, the following documents should be provided:

**1. The Memorandum and Articles of Association of the parent company**

A notary from the country of origin should testify to the authenticity of the duplicate.

**2. Minutes of the Board of Directors of the parent company**

2.1 Appointment of representative: Parent company should assign one representative who has full authority to act of its behalf to sign the relevant constitutional documents for the branch.

2.2 The name of the branch. (Note 1: the branch should adopt exactly the same name as the parent company, however, the word “BRANCH” is an option to use.)

* 1. The scope of business. (Note 2: Since the nature of a branch is to develop and execute the business of the parent company, the business scope of the branch should be relevant to what is stated in the M&A of the parent company.)
  2. Capital and its paid up time for the branch, address of the branch.
  3. Appointment of at least 1 representative, who should be able to provide a residential address in Macao, for the operation of the branch.
  4. Signatories of the representative(s) necessary to uphold the company’s responsibility.

1. **A certificate issued by Notary Public in the country of origin, stating：**
   1. The company is duly formed and organized according to law
   2. The signatories have full power to pass the Minutes
   3. The authenticity of the signatures
   4. Its legality under the M&A and the Company Act in the country of origin.

* Notary in the country of origin is required to provide an ***“Apostille”***(Convention de la Hayes de 5 Octobre 1961) to certify the Notary’s signature and the stamp/seal.
* For any document UNABLE to be notarized by Notary Public, it is required to provide a ***“Consular Attestation”*** (Declaration of Embassy of P.R.C.) to certify the signatories / issued entity have the power to issue the relevant document.
* The full set of Notarial certificate and Board Minutes SHOULD be bound by stud or by wax seal. A simple staple would NOT be accepted.

**4. Letter of Acceptance of Appointment**

Sign and declare by each representative of Macao.

* ***Note＊***

The above documents should be provided in Chinese or Portuguese. If the notarial certificate and the Minutes are in English or another foreign language, a Chinese or Portuguese translated version is required**.** The M&A of the parent company need only to translate the company name, capital, registered address and the scope of business proposed to operate in Macao.

The China Consulate may certify the transcript when the translation is made outside of Macao. Any Notary who is capable to use Chinese can also certify it. Otherwise, if an individual (non-interested party) makes the translation, he/she should personally declare and sign a certificate of translation in front of Macao’s Notary to state that the transcript is done by he/she and is faithful to the original.

***(Note: It is always recommended to sent us a “draft” before notarization in your country.)***