澳門貿易投資促進局“一站式”服務指引

**外地公司之設立**

倘若外地公司欲在澳門成立一***新公司***，須遞交以下文件作繕立新公司契約之用:

**1. 外地公司之決議議事錄**

1.1第一部份: 代表人之委任

 公司須指派一名代表人，可全權代表該公司簽署所有有關在澳門成立之***新公司***之設立文件。

1.2 第二部份: ***新公司***章程的主要條款：

 1.2.1 公司之名稱、公司類型、營業範圍項目及公司在澳門之註冊地址

 1.2.2 註冊資本及繳付日期、股之分配

 1.2.3 行政管理機關成員(董事)及其委任

 1.2.4 指出公司行為須由多少名行政管理機關成員(董事)簽署方為有效

**2. 公司所在地的公證員發出一證明書，以證實：**

* 1. 該公司是根據當地法律設立
	2. 簽署人有權力通過該議事錄
	3. 議事錄上簽署人的簽名式樣為真實
	4. 該議事錄是符合當地法律和該公司章程
* 公司所在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。

**接受職務聲明書**

每位接受公司委任的董事，須作出聲明及簽署。

* ***備註＊***

 上述文件須以中文或葡文提交，若該文件等是以英文或其他外文作出，則需再附上中文或葡文譯本。

 如有關譯本是在外地作出，可由中國領使館發出證明。若當地公證員可使用中文，則可由公證員證明；如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察閱。

IPIM “ONE STOP SERVICE” GUIDE

**Constitution of Foreign Subsidiary Company**If a foreign company wants to set up a subsidiary company in Macao, the following documents should be provided:

**1. Minutes of the Board of Directors of the company**

1.1 Part I ：Appointment of representative(s):

 The foreign company should assign one representative who has full authority to act on its behalf to sign the relevant constitutional documents for the subsidiary company.

* 1. Part II：The ***main*** clauses in the M & A of the ***new company*** :
		1. Name, type of business, registered address in Macao and its scope of business
		2. Registered capital and its paid up time, distribution of shares
		3. Names of the administrative board (Director)and their appointments
		4. Signatories of the administrative board (Director) 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.

**3. Letter of Acceptance of Appointment**

 Sign and declare by each Director from the Administrative Board 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 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.)***