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.)***

**Sample of Minutes-Branch Office**

ABC Limited

The company held at its registered office at : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Present: Mr. A, Mr. B and Mr. C

Resolved:

1. The company will set up a Branch Office in Macao, Mr. \_\_\_\_\_is appointed to represent this corporation to go to Macao and entitled to deal with all relevant Macao government departments and sign related document, in all matters and to negotiate, enter into, and execute any and all documents for the constitution of the new branch in Macao.
2. The name of the company will call ABC Limited (Macao Branch) in English, appropriate Portuguese and Chinese name will be translated and decided by legal representative of the branch.
3. The scope of business of the branch in Macau mainly is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.※Note: the activities of the branch should be corresponded to the activities listed on the M&A of parent company.
4. The registered office will be decided by the representative.／OR

The registered office is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

5.The branch will receive a capital of Mop $\_\_\_\_\_\_\_\_\_\_ ( ※ Note: minimum $25,000 or above)

6. ABC Supervisory Board agrees to the nomination of Mr. \_\_\_\_ and Ms.\_\_\_\_ as the legal representatives of the Branch. Furthermore either one of the representative is authorized to sign alone on behalf of the Branch. ※Note: at least one representative is required to report a residence address in Macao

There are no further business, the meeting was declared closed.

Signatures:

\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_

Mr. A Mr. B Mr.C

Date:

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