

有限公司章程

Memorandum & Articles of the Private Limited Company

公司種類 Type of Company	<input type="checkbox"/> 有限公司 Private Limited Company <input type="checkbox"/> 一人有限公司 Single Shareholder Private Limited Company
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公司擬採用之商業名稱 Proposed Company Name	第一選擇 First Option	中文 Chinese: _____
		葡文 Portuguese: _____
		英文 English: _____
	第二選擇 Second Option	中文 Chinese: _____
		葡文 Portuguese: _____
		英文 English: _____

*商業名稱可以是中文或葡文商業名稱；如擬採用英文商業名稱，則必須同時具有中葡文商業名稱。

The company name can be registered in Chinese and/or Portuguese. If the company intends to register an English name, it is mandatory to also register in Chinese and Portuguese.

公司所營事業 Scope of Business	
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公司註冊地址 Registered Address	<input type="checkbox"/> 澳門 Macau <input type="checkbox"/> 氹仔 Taipa <input type="checkbox"/> 路環 Coloane (聯絡電話 Tel: _____)
	_____ (街 Street) (門牌號 Number) (大廈 Building) (座 Block) (樓層 Floor) (單位 Flat)

公司資本 Capital Amount	澳門元MOP\$_____
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*註冊資本下限為澳門元 MOP\$25,000，不設上限。Minimum total share capital is MOP\$25,000.

股款之繳付及時刻 Form and Timing of Equity Participations	繳付方式 Payment Method:	<input type="checkbox"/> 現金 Cash <input type="checkbox"/> 非現金 Non-cash *須符合商法典 In accordance with the Commercial Code
	繳付時刻 Payment Time:	<input type="checkbox"/> 訂立設立行為時全數繳付 Upon Set up <input type="checkbox"/> 延遲繳付 Delay Payment *須符合商法典 In accordance with the Commercial Code

股東姓名 Name of Shareholder	出資額(澳門元)* Subscribed capital (MOP)*
股東姓名及每股東之出資額 Shareholders' Names and Subscribed Capital	澳門元 MOP\$_____
	澳門元 MOP\$_____
	澳門元 MOP\$_____
	澳門元 MOP\$_____

*每股的票面價值為澳門元 MOP\$1,000 或以上，且可被 100 整除。

The minimum value for each share per shareholder is MOP\$ 1,000, in multiples of 100.

行政管理機關成員之組成 Board of Administrators Composition	<input type="checkbox"/> 指定人數 Designated by ____；或 or <input type="checkbox"/> 人數不限 Unlimited
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	成員姓名 Name of Administrator	職稱(倘有) Title(if any)
行政管理機關 成員之組成		
Board of Administrators Composition		

*可以是股東或非股東，並可為行政管理機關成員訂定專有職稱，如經理，董事等。Administrators can be shareholders or non-shareholders; Specific titles can be assigned to administrators, such as manager, directors or other

行政管理機關 之運作	<p>使公司負責之簽名方式 - 公司之行為及合同可由：</p> <p>The company is regulated by (the acts and contracts of the company may be signed by):</p> <p><input type="checkbox"/> 任何一名行政管理機關成員簽署 Signed by any administrator</p> <p><input type="checkbox"/> __名行政管理機關成員單獨/共同簽署 (joint) signatures of __ administrators</p> <p><input type="checkbox"/> 其他方式 (請詳述) Other (Please specify): _____</p>
Operation of Board of Administrators	

供參考及 選擇的條款	<p><input type="checkbox"/> 行政管理機關成員在執行其職務時得委托他人代理。 The administrator can be represented in the exercise of his/her duties.</p> <p><input type="checkbox"/> 行政管理機關成員被允許以公司名義委任公司受權人。 The administrator can act on behalf of the company to appoint anyone as the representative of the company.</p> <p><input type="checkbox"/> 股在股東之間可以自由轉讓，但若轉讓予非股東，則須得到其餘股東的同意，其餘股東對股之移轉享有優先權。 Shares can be freely transferable among the shareholders. Shareholders enjoy the right of first refusal when the shares are transferred to non-shareholders.</p>
Optional Articles (for reference)	

其他擬寫進章程 之條款	
Other Customized Articles	

*不得與商法典強制規定的條文相抵觸 Must be in accordance with the Commercial Code

文書採用之語言	<p><input type="checkbox"/> 中文 Chinese</p> <p><input type="checkbox"/> 葡文 Portuguese</p> <p><input type="checkbox"/> 需要翻譯，請註明翻譯之語言 Translation (Please specify the language): _____</p>
Select Language	

*翻譯員需自行安排 Please arrange your own translator

*章程之內容，除上述之規定外，公司更須應遵守澳門商法典之規定。In addition to the above content of the Memorandum and Articles of Association, the company is also regulated by the Commercial Code of Macao.

申請人之聲明： 本人/本公司 授權澳門貿易投資促進局，為處理申請在澳成立公司之目的而遞交的有限公司章程及有關附件或任何文件資料，在處理有關申請涉及其他政府部門的行政程序時，同意澳門貿易投資促進局將本人/本公司之有限公司章程及相關資料轉送有關的政府部門或機構跟進處理。

Declaration: For the purpose of business registration, I/The company agree(s) to authorize Macao Trade and Investment Promotion Institute to transfer the Memorandum & Articles of the Private Limited Company and related documents to other government departments or organizations when they are required for the administrative procedures.

簽署 Signature: _____ 日期 Date: _____

*申請人向本局提供的個人資料僅為商業登記之用。為此目的，有關文件及資料將按第 8/2005 號法律《個人資料保護法》的規定進行處理。非經法律規定的情況或經申請人事先同意，本局不向第三人披露有關資料。The personal data provided by the applicant is only for the purpose of business registration. The related documents and personal data will be processed in accordance with No.8/2005, the Law of Personal Data Protection. IPIM will not disclose any information to a third party or organizations unless is required by law or with your prior consent.

股東和/或行政管理機關成員身份資料

Information of Shareholder Identification and / or Administrator

☐ Shareholder 股東 ☐ Administrator 行政管理機關成員 ☐ Other 其他: _____

(1)姓名 Name:

(2)性別 Sex:

☐ 男 Male ☐ 女 Female

(3)國籍 Nationality:

(4) 婚姻狀況 Marital Status:

☐ 未婚 single ☐ 已婚 married

☐ 離婚 divorced ☐ 鰥寡 widow; widower

此欄只須股東填寫 For shareholders only:

※配偶姓名

Spouse's Name:

※婚姻財產制度 Matrimonial Property Regime:

<input type="checkbox"/>	取得共同財產制 Community-Property of Acquired Assets Regime	<input type="checkbox"/>	一般共同財產制 Community-Property Regime
<input type="checkbox"/>	分別財產制 Separate Property Regime	<input type="checkbox"/>	取得財產分享制 Participation in Acquired Assets Regime

(5)住址 Residence:

(國家 Country)	(省/州 Province/State)	(城市 City)				
(街 Street)	(門牌 Number)	(大廈 Building)	(座 Block)	(樓層 Floor)	(單位 Flat)	

簽署人 2

☐ Shareholder 股東 ☐ Administrator 行政管理機關成員 ☐ Other 其他:

(1)姓名 Name:

(2)性別 Sex:

☐ 男 Male ☐ 女 Female

(3)國籍 Nationality:

(4) 婚姻狀況 Marital Status:

☐ 未婚 single ☐ 已婚 married

☐ 離婚 divorced ☐ 鰥寡 widow; widower

此欄只須股東填寫 For shareholders only:

※配偶姓名

Spouse's Name:

※婚姻財產制度 Matrimonial Property Regime:

<input type="checkbox"/>	取得共同財產制 Community-Property of Acquired Assets Regime	<input type="checkbox"/>	一般共同財產制 Community-Property Regime
<input type="checkbox"/>	分別財產制 Separate Property Regime	<input type="checkbox"/>	取得財產分享制 Participation in Acquired Assets Regime

(5)住址 Residence:

(國家 Country)	(省/州 Province/State)	(城市 City)			
(街 Street)	(門牌 Number)	(大廈 Building)	(座 Block)	(樓層 Floor)	(單位 Flat)

****若股東是已婚須遞交配偶之身份證明文件副本及請提供其結婚證明/證明書副本** Married shareholders should submit the copy of identification document of his/her spouse and marriage certificate.

股東和/或行政管理機關成員身份資料
Information of Shareholder Identification and / or Administrator

簽署人 _____

☐ Shareholder 股東

☐ Administrator 行政管理機關成員

☐ Other 其他: _____

(1)姓名 Name: _____

(2)性別 Sex:

☐ 男 Male ☐ 女 Female

(3)國籍 Nationality: _____

(4)婚姻狀況 Marital Status:

☐ 未婚 single ☐ 已婚 married
☐ 離婚 divorced ☐ 鰥寡 widow; widower

此欄只須股東填寫 For shareholders only:

※配偶姓名

Spouse's Name: _____

※婚姻財產制度
Matrimonial Property
Regime:

☐ 取得共同財產制 Community-Property of Acquired Assets Regime ☐ 一般共同財產制 Community-Property Regime
☐ 分別財產制 Separate Property Regime ☐ 取得財產分享制 Participation in Acquired Assets Regime

(5)住址 Residence: _____

(國家 Country) (省/州 Province/State) (城市 City)

(街 Street) (門牌 Number) (大廈 Building) (座 Block) (樓層 Floor) (單位 Flat)

簽署人 _____

☐ Shareholder 股東

☐ Administrator 行政管理機關成員

☐ Other 其他: _____

(1)姓名 Name: _____

(2)性別 Sex:

☐ 男 Male ☐ 女 Female

(3)國籍 Nationality: _____

(4)婚姻狀況 Marital Status:

☐ 未婚 single ☐ 已婚 married
☐ 離婚 divorced ☐ 鰥寡 widow; widower

此欄只須股東填寫 For shareholders only:

※配偶姓名

Spouse's Name: _____

※婚姻財產制度
Matrimonial Property
Regime:

☐ 取得共同財產制 Community-Property of Acquired Assets Regime ☐ 一般共同財產制 Community-Property Regime
☐ 分別財產制 Separate Property Regime ☐ 取得財產分享制 Participation in Acquired Assets Regime

(5)住址 Residence: _____

(國家 Country) (省/州 Province/State) (城市 City)

(街 Street) (門牌 Number) (大廈 Building) (座 Block) (樓層 Floor) (單位 Flat)

*必須提交身份證明文件副本 Copy of the identification document is necessary.

**若股東是已婚須遞交配偶之身份證明文件副本及請提供其結婚證明/證明書副本 Married shareholders should submit the copy of identification document of his/her spouse and marriage certificate.

澳門貿易投資促進局“一站式”服務

專責公證員成立公司的申請程序

1. 根據第 29/99/M 號法令【澳門貿易投資促進局章程】第 25 條第 1 款 a) 項，透過使用本局的“一站式”服務，我們的專責公證員便會向投資者提供公證及公司登記服務。
2. 有關公司的設立，須繳交之費用包括公證費、印花稅、商業登記費及其他相關證明費用等，為方便投資者，本局將預收上述之費用。程序如下：
 - 2.1) 填寫“有限公司章程”及“股東/行政管理機關成員”身份資料表格
 - 2.2) 預繳相關費用；申請商業名稱之許可*
 - 2.3) 與公證員預約時間，簽訂公司設立公證書；開業申報(營業稅-M/1)*及申請商業登記*

*由本局代向商業登記局及財政局辦理。

註：為更好地協助及跟進計劃，本局要求投資者提供關於「在澳之初步投資計劃」或「投資意向之初步計劃/意向的內容摘要」。

其他注意事項：

1. 公司完成登記後，僱主應於新員工入職 15 天內，填報 M/2 申報表送交“財政局職業稅中心”。(第 2/78/M 號法律)
2. 僱主負責辦理其本身及本地員工之登記，並於每年 1、4、7、10 月按季地向“社會保障基金”繳交前季度的供款。(第 58/93/M 號法令)
3. 公司於營業後，尚須設置財產清單簿冊、資產負債簿冊及議事錄。(第 40/99/M 號法令)

“One Stop Service” of the IPIM

Application Procedures for Notary Service and Company Registration

1. According to the statute of the Macao Trade and Investment Promotion Institute, DL 29/99/M, article 25 section 1 (a), through the “One Stop Service” of IPIM, our notary provides a series of services and administrative procedures for company registration.
2. For establishing a company, fees include Notary’s fees and stamp duty, company registration fees and relevant certificates fees. To facilitate investors, an advance payment is preferable. Procedures:
 - 2.1) Fill up “M&A of private limited company” and “Shareholder/Administrator identification” forms
 - 2.2) Prepay relevant fees; authorization of trade name*
 - 2.3) Make an appointment with IPIM Notary for signing Company Establishment Deed; Declaration of Commencement (Industrial Tax-M/1)* and company registration*

*IPIM assists in the submission of application to the Commercial Registry and Finance Services Bureau on investors’ behalf.

Note: For better assisting, IPIM requests investors to present their “Initial Investment Plan in Macao” or “Summary of Investment Intention or Plan”

Other Notice:

1. After completion of company registry, employers should fill M/2 form and submit it to the “Finance Services Bureau-Professional Tax Centre” within 15 days of any employment. (Law 2/78/M)
2. The employer is responsible for the enrolment of his own and for his workers to the “Social Security Fund”. Quarterly payment should be contributed in January, April, July and October of every year. (DL 58/93/M)
3. Company should file Fixed Asset Listing, Balance Sheet and Minutes Book after operation. (DL 40/99/M)