

**Creation of a “company on the spot”, through a special scheme of immediate incorporation of companies  
Decree-Law no. 111/2005 - Official Gazette no. 130/2005, Series I-A of 8 July 2005**

**Diploma**

*Creation of a “company on the spot”, through a special scheme of immediate incorporation of companies, amending the Commercial Companies Code, the scheme of the National Registry of Legal Persons, the Commercial Registry Code, the Decree-Law no. 322-A/2001, of 14 December, the Fees Regulation of the Registry and Notary Offices, the Decree-Law no. 8-B/2002, of 15 January, the Corporate Income Tax Code and the Value Added Tax Code*

The development of the Portuguese economy's competitiveness is a key priority of the 17<sup>th</sup> Constitutional Government.

This entails a great effort for the eradication of useless acts and practices, preventing the citizens and companies from being encumbered with bureaucratic activities which do not add anything nor constitutes added value. For this purpose, the State's services must offer a streamlined, quick and unbureaucratic response.

On the process of incorporation of commercial companies, the State's activity must be limited to the essential to ensure the security of the companies' activities and of the commercial transactions. The incorporation of commercial companies should not be permeable to the existence of bureaucracy and acts rooted on practices and methods which do not constitute added value regarding the protection of those values. In other words, as the economic activity's growth is a priority of the 17<sup>th</sup> Constitutional Government and as a quite relevant part of this growth is based on the commercial companies, it must be ensured that the State is not an obstacle to the dynamism of the economic agents. Instead, the State must keep pace with their competitiveness, ensuring the responses demanded by the companies.

Fulfilling these objectives and aiming to boost the development of the national economy, this diploma implements the Government Programme, envisaging the possibility of creation of companies “on the spot” before the commercial registry offices and respective service desks at the companies' formalities centres.

The stakeholders of the incorporation of a commercial company may, therefore, go to one of these officers and express the intention of incorporating a company, only having to choose one of the pre-approved denominations at their disposal and the incorporative pact or act previously approved and certified by the registry and notary services. The commercial registry office shall ensure the subsequent communication and formalities to all entities which must be notified of the company's incorporation, thus not encumbering the stakeholders with this task, which constitutes an important unbureaucratic and administrative procedures' simplification element, with the inherent advantages for the citizen, the companies and even the Public Administration.

For the incorporation of such companies shall be due a tax lower to the one currently charged to the citizens and companies which adopt the traditional method. On one hand, if the process now established is simpler, the price must be lower. On the other hand, this way, the State ensures the national competitiveness, as the cost for the incorporation of companies in Portugal is now more competitive within the scope of an open market.

Finally, the price for the incorporation of companies which main activity is classified as “IT or related activity” or as “research and development activity” is specially reduced. This aims to develop a key strategical option of the Country: the development of the national economy around the technological, research and development framework, ensuring the incentive to these development areas.

The necessary diligences for the hearing of the Portuguese Bar Association, the Solicitors Association and the Certified Accountants Association were promoted.

Therefore:

Pursuant to paragraph a) of no. 1 of article 198 of the Constitution, the Government decrees the following:

**Amendments**

Amended by Article 7 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011. Amended by Article 7 of the Decree-Law no. 99/2010 - Official Gazette no. 171/2010, Series I of 2 September 2010, in force from 1 October 2010.

Amended by Article 48 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 21 of the Decree-Law no. 318/2007 - Official Gazette no. 186/2007, Series I of 26 September 2007, in force from 27 September 2007.  
Amended by Article 23 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force since 14 July 2006. Amended by Article 64 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1<sup>st</sup> Supplement, Series I-A of 29 March 2006, in force from 30 June 2006.

## **Chapter I**

### *Special scheme of immediate incorporation of companies*

#### **Article 1**

##### *Object*

This diploma establishes a special scheme of immediate incorporation of commercial and civil companies under a commercial form of a private and public limited company, with or without the simultaneous acquisition, by the companies, of the trademark.

##### **Amendments**

Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force since 14 July 2006.

#### **Article 2**

##### *Scope*

The scheme envisaged in this diploma is not applicable:

- a) (Revoked).
- b) (Revoked).
- c) To European public limited companies.

##### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

#### **Article 3**

##### *Implementation prerequisites*

1 - The following are prerequisites for the implementation of the scheme provided for in this diploma:

a) The selection of an incorporative pact or act of a model approved by the chairperson of the Instituto dos Registos e do Notariado, I.P. [Registry and Notary Institute] (IRN, I.P.);

b) If the company's capital is fully or partially paid-up through contributions in commodities different from money subject to registry, the commodities are definitively registered on behalf of the shareholder who offers them as a contribution.

2 - In the case referred to in paragraph b) of the previous number, the registry services must officially verify the ownership of the commodities, through the direct access to the correspondent databases.

3 - As a prerequisite for the implementation of the scheme provided for in this diploma is also deemed the selection of the company's denomination, through one of the following means:

- a) Approval at the service desk;
- b) Selection of a denomination composed of a made-up expression previously created and reserved on behalf of the State, associated or not to the acquisition of a brand previous registered on behalf of the State;
- c) Submission of the denomination approval certificate.

4 - The competence of the registry services for the approval of the denomination referred to in paragraph a) of the previous number is granted through a chairperson's order from IRN, I.P.

##### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force since 14 July 2006.

#### **Article 4**

##### *Competence*

- 1 - The scheme referred to in article 1 falls under the competence of the commercial registry offices or any other decentralized services of IRN, I.P., regardless of the location of the registered office of the company to be incorporated.
- 2 - The stakeholders may also opt to promote the procedure at the service desk of the commercial registry in operation at the companies' formalities centres (CFE).
- 3 - The competence referred to in the previous numbers covers the full proceeding of the procedure, including the practice of all commercial, land and vehicle registry acts carried out pursuant to the procedure.
- 4 - The CFE may adopt the necessary measures to adjust their structures to the provisions in this diploma, namely through alterations to the correspondent procedures manual.

**Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

**Article 4-A**

*Previous scheduling in the case of contributions in kind*

The procedures of immediately incorporation of companies in which the capital is fully or partially paid-up through contributions in commodities different from money subject to registry may be carried out through the scheduling of the payment date of the legal business, under such terms as shall be laid out by a decree of the Government member responsible for this justice area.

**Amendments**

Added by Article 35 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

**Article 5**

*Processing term*

The services referred to in the previous number must begin and conclude the procedure's processing on the same day, on a single presential service.

**Article 6**

*Beginning of the procedure*

- 1 - The stakeholders of the company's incorporation submit the request before the competent service, expressing their option for a denomination or for a denomination and brand and for the incorporative pact or act model.
- 2 - The pursuit of the procedure depends of the initial verification of the identity, capacity and representation powers of the stakeholders for the act.

**Amendments**

Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force since 14 July 2006.

**Article 7**

*Documents to submit*

- 1 - For the purpose of incorporating a company, the stakeholders must submit the documents which prove their identity, capacity and representation powers for the act, as well as the special authorizations which may be needed.
- 2 - If not yet carried out, the shareholders must declare, under oath, that the deposit of the contributions in cash shall be paid-up within five business days or, in the cases and terms provided by law, that the correspondent contributions in cash shall be deposited in the company's coffers until the end of the first financial year.
- 3 - If the capital is fully or partially paid-up through contributions in commodities different from money, the report prepared by a certified public accountant with no interest on the company must be submitted, pursuant to article 28 of the Commercial Companies Code.
- 4 - If the share capital is paid-up through contributions in properties, it must be preferably proved through the access to the database or through the submission of the respective documents by the stakeholders:
  - a) The building's matrix situation;

- b) The existence or waiver of the user license or building license, when required;
  - c) The existence of the technical file of the building, when required;
  - d) The inexistence of the manifestation of the intent to exercise the right of legal preference by the State, Autonomous Regions, municipalities, other public legal persons or public companies.
- 5 - The mere reference to the existence of the user license or the fact from which the respective license derives in the property tax document, in the service database of Public Administration or in an authentic document is deemed as a sufficient proof for the purposes of paragraph b) of the previous number.
- 6 - The stakeholders may proceed to the immediate submission of the beginning of activity certificate for tax purposes.
- 7 - If they do not submit the document referred to in the previous numbers, the stakeholders are informed that they must do so before the competent service, within the period legally established for this purpose.
- 8 - The tax services must electronically notify the social security services of the elements regarding the beginning of the activity.

#### **Amendments**

Amended by Article 4 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011.

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

### **Article 8**

#### *Sequence of the procedure*

1 - After the initial verification of the identity, capacity and representation powers of the stakeholders for the act, as well as of the regularity of the submitted documents, the competent service proceeds to the following acts, following the order below:

- a) Collection of the charges due;
- b) Promotion of the Real Estate Municipal Tax's settlement, pursuant to the terms declared by the taxpayer, and other taxes which are due, considering the legal businesses to be entered, ensuring their payment before the entering of the legal business;
- c) Denomination approval pursuant to paragraph a) of no. 3 of article 3 or affectation, by computer and on behalf of the company to be incorporated, the chosen denomination or the chosen denomination and brand and the legal person identification number (NIPC) associated to the denomination pursuant to paragraph b) of no. 3 of article 3;
- d) Filling of the incorporative pact or act, through a private document, according to the model previously chosen, pursuant to the stakeholders' indications;
- e) Presential recognition of the intervening parties' signatures, present in the incorporative pact or act;
- f) Annotation of the submission of spoken registry requests in the correspondent diaries;
- g) Registry of the company's incorporation and other facts subject to the commercial, land and vehicle registry to be carried out as a consequence of the procedure;
- h) Automatic and electronic communication of the company's incorporation to the central legal persons archive and, if applicable, the economic activity code (CAE);
- i) Immediate provision of the company's electronic card through the assignment of an access code, as well as the communication to the stakeholders of the company's social security identification number;
- j) If necessary, supplement of the beginning of activity certificate, mentioning the denomination, NIPC and CAE.

2 - The assignment of the denomination mentioned in the first part of paragraph c) of the previous number occurs with the approval of the first of the required denominations which is viable.

3 - The registrar and the registry officers are responsible for the execution of the acts provided for in no. 1, except the acts which involve contributions in properties, which shall be carried out by the registrar, without prejudice to the possibility of delegation to a registry officer.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force from 14 July 2006. Amended by Article 37 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1<sup>st</sup> Supplement, Series I-A of 29 March 2006, in force from 30 June 2006.

## **Article 9**

### *Refusal of titration*

1 - The registrar must refuse the execution of the act referred to in paragraph d) of no. 1 of the previous article whenever the existence of omissions, vices or deficiencies are observed, which affect the formation and expression of the stakeholders' will in the act or in the documents that must be instructed or which impede the execution, with a definitive nature, of the registry of the company's incorporation or any other registry included in the procedure, as well as when, given the applicable legal provisions, the act is not viable.

2 - The registrar must also refuse the execution of the act referred to in paragraph d) of no. 1 of the previous article when the act is voidable or ineffective.

3 - In the case of refusal, if the stakeholder declares, verbally or in written, that he/she intends to impugn the correspondent act, the registrar must draw up an order specifying the correspondent grounds.

4 - To the refusal of titration is applicable the impugnation scheme provided for in articles 98 and the following of the Commercial Registry Code.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

## **Article 10**

### *Additions to the denominations and registry number*

1 In the cases provided for by paragraph b) of no. 3 of article 3, the competent service must complete the denomination's composition with the legally required additions, as well as any expression allusive to the social object which the stakeholders wish to insert between the made-up expression chosen and the above-mentioned additions.

2 - The registry number of the companies incorporated under this diploma correspond to the legal person identification number.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

## **Article 11**

### *Expiry of the right to use the denomination*

The non-completion of the procedure within the term referred to in no. 5 due to reasons attributable to the stakeholders shall determine the expiry of the right to use the denomination, or the denomination and brands chosen related to the company to incorporate, pursuant to paragraph c) of no. 1 of article 8, not granting the right to the refund of the collected charges.

#### **Amendments**

Amended by Article 4 of the Decree-Law no. 99/2010 - Official Gazette no. 171/2010, Series I of 2 September 2010, in force from 1 October 2010.

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force from 14 July 2006.

## **Article 12**

### *Documents to be provided to the company*

1 - After the company's incorporation procedure is concluded, the competent service immediately delivers to the company's representative, free of charge:

- a) A certificate of the incorporative pact or act of the registry of the latter;
- b) If necessary, the registry certificates are made available online through the assignment of the access code and promotion of the registry certificate's issue;
- c) The payment receipt of the charges due;
- d) In the case a trademark has been acquired, proof document of this acquisition, pursuant to a model approved by the Instituto Nacional da Propriedade Industrial, I.P. [National Industrial Property Institute] (INPI, I.P.).

2 - In the cases referred to in paragraph d) of the previous number, the written document signed by the parties, referred to in no. 6 of article 31 of the Industrial Property Code, is waived and the concession title referred to in article 27 of the same diploma is not issued.

3 - The service proceeds to the subsequent sending of the company's card, free of charge.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 14 of the Decree-Law no. 318/2007 - Official Gazette no. 186/2007, Series I of 26 September 2007, in force from 27 September 2007. Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force from 14 July 2006.

### **Article 13**

#### *Diligences subsequent to the procedure's conclusion*

1 - After the conclusion of the company's incorporation procedure, the competent service, within twenty-four hours:

- a) Promotes the legal publications;
- b) Forwards the beginning of activity certificate to the competent tax service;
- c) Makes available, for the competent services, by computer, the necessary data for the purpose of communicating the company's beginning of activity to the General Labour Inspection, as well as the necessary data to the official registry of the company in the social security services and, when applicable, in the commercial registry;
- d) If a trademark has been acquired, communicates to the INPI, I.P., by computer, its transmission so that its official registry in the registry process may be carried out, and to the RNPC for the purposes of waiving the proof document referred to in no. 6 of article 33 of the RNPC's scheme;
- e) Promotes the remaining diligences which may be established by a regulation or protocol.

2 - Within the same term, the service which carried out the procedure must forward the company's file to the commercial registry office of the respective registered office's area.

3 - The sending referred to in the previous number only occurs when the conditions which ensure the access to the information on the company online are observed.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 14 of the Decree-Law no. 318/2007 - Official Gazette no. 186/2007, Series I of 26 September 2007, in force from 27 September 2007.

### **Article 14**

#### *Charges*

1 - For the company's incorporation procedure regulated in this diploma, the charges regarding the following are due:

- a) The fees provided for by the Fees Regulation of the Registry and Notary Offices;
- b) The stamp duty, pursuant to the correspondent table;
- c) (Revoked).
- d) The Real Estate Municipal Tax's settlement, pursuant to the terms declared by the taxpayer, and other taxes which are due, considering the legal businesses to be entered, ensuring their payment before the entering of the legal business, without prejudice to the provisions in paragraph b);
- e) The fees provided for in the decree of the Government member responsible for the justice area, in the case of trademark's acquisition.

2 - The State is exempt from the payment of the taxes due for the practice of acts before the INPI, pursuant to this diploma.

3 - Without prejudice to the provisions in article 11, no charges are due for the refusal of titration and registry and, in such cases, the amounts charged for the company's incorporation procedure regulated in this diploma must be returned.

4 - For the companies' incorporation procedure regulated in this diploma, no personal fees are due.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 14 of the Decree-Law no. 318/2007 - Official Gazette no. 186/2007, Series I of 26 September 2007, in force from 27 September 2007. Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force from 14 July 2006.

## **Article 15**

### *Denominations and brands archive*

1 - The RNPC creates an archive of denominations reserved on behalf of the State, comprising made-up expressions and to which a NIPC is associated, regardless of the location of the company's registered office, for the purpose of exclusive allocation to the companies to be incorporated within the scope of this diploma.

2 - The RNPC and the INPI create an archive of reserved denominations and trademarks on behalf of the State, comprising made-up expressions and to which a NIPC and a brand process number are associated, regardless of the location of the company's registered office, for the purpose of allocation to the companies to be incorporated within the scope of this diploma.

3 - The brands present in the above-mentioned archive are registered on behalf of the State, represented by the RNPC, for the products and services established by a joint order of the IRN, I.P.'s chairperson and the chairperson of the INPI's board of directors.

4 - Until their allocation pursuant to the second part of paragraph c) of no. 1 of article 8, the denominations present in the archives referred to in no. 1 and 2 are protected within the national territory.

5 - The use of the archive referred to in no. 2 implies the joint adoption of the denominations and brands reciprocally associated.

6 - The dependency referred to in the previous number expires with the conclusion of the immediately incorporation of the company, from which moment the denomination and brand are autonomously in force.

7 - The reservation on behalf of the State of the denominations in the archives referred to in no. 1 and 2 grants the right to its exclusivity within the national territory.

#### **Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Amended by Article 21 of the Decree-Law no. 125/2006 - Official Gazette no. 124/2006, Series I-A of 29 June 2006, in force from 14 July 2006.

## **Article 15-A**

### *Intended use certificate*

The holders of the brands transmitted through this scheme are waived from the submission of the first intended use certificate, provided for by no. 1 of article 256 of the Industrial Property Code.

#### **Amendments**

Revoked by Article 46 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

Added by Article 15 of the Decree-Law no. 318/2007 - Official Gazette no. 186/2007, Series I of 26 September 2007, in force from 27 September 2007.

## **Article 16**

### *Protocols*

1 - Protocols may be entered between the General-Directorate of Registries and Notary (DGRN) and the several Public Administration bodies involved in the company's incorporation procedure aiming to establish the administrative procedures of data communication.

2 - The DGRN may also enter protocols with the General Directorate of Taxes or with the Certified Accountants Association aiming to establish the procedures regarding the filling and submission of the tax statement of beginning of activity and subsequent verification of these facts.

## **Chapter II**

### *Legislative amendments*

## **Article 17**

### *Amendment to the Commercial Companies Code*

The articles 10, 100, 167 and 171 of the Commercial Companies Code, approved by the Decree-Law no. 262/86, of 2 September, are now amended as follows:

“Article 10

[...]

1 - ...

2 - ...

3 - The company's denomination composed of a particular denomination or of a shareholder's denomination or name cannot be identical to the registered denomination of another company or similar to the extent it may be misleading.

4 - Denominations composed entirely of current use words, which allow to identify or are related to the activity, technique or product, as well as any place names or any geographical origin's indication, are not accepted.

5 - ...

a) ...

b) [previous paragraph c).]

Article 100

[...]

1 - ...

2 - ...

3 - ...

4 - Without prejudice to the provisions in the previous number, the notice required may also be included in the assembly's call published pursuant to no. 1 of article 167.

Article 167

[...]

1 - The mandatory publications must be carried out, at the company's expense, on the public access website, regulated by the decree of the Minister of Justice, in which the information subject to the publication may be access, namely in chronological order.

2 - ...

Article 171

[...]

1 - Without prejudice to other mentioned required by special laws, in all contracts, correspondence, publications, announcements and overall all external activities, the companies must clearly indicate, besides the denomination, the type, the registered office, the commercial registry office where they are registered, their registry number in that registry office, their legal person identification number and, if necessary, the mention that the company is in liquidation.

2 - ...

3 - ...”

## **Article 18**

### *Amendment to the scheme of the National Legal Persons Registry*

The articles 18, 32 to 34, 53, 54, 55 and 64 of the scheme of the National Legal Persons Registry, approved by the Decree-Law no. 129/98, of 13 May, with the amendments introduced by the Decrees-Law no. 12/2001, of 25 January, 323/2001, of 17 December and 2/2005, of 4 January, are amended as follows:

“Article 18

[...]

1 - ...

2 - ...

3 - ...

4 - ...

5 - The temporary identification card is valid for three months from its date of issue and it may, however, be revalidated in the case of impossibility to conclude the incorporation process or regularization not attributable to its holder.

#### Article 32

[...]

1 - ...

2 - ...

3 - The RNCP is not responsible for the judicial review of the social object and it must only ensure the compliance with the provisions in the previous numbers.

4 - The names and denominations cannot include: a) ...

b) [previous paragraph c).]

c) [previous paragraph d).]

d) [previous paragraph e).]

5 - When, for any reason, an individual whose name is part of the company's name or denomination is no longer an associate or shareholder, that name or denomination must be altered within a year, unless the associate or shareholder renouncing or the heirs of the deceased consent in written with the continuity of the same name or denomination.

#### Article 33

[...]

1 - ...

2 - ...

3 - Denominations composed entirely of current use words, which allow to identify or are related to the activity, technique or product, as well as any place names or any geographical origin's indication, are not accepted.

4 - ...

5 - ...

6 - ...

7 - ...

#### Article 34

[...]

1 - The establishment of permanent representations of legal persons registered abroad is not subject to the issue of a denomination approval certificate.

2 - ...

#### Article 53

[...]

1 - The certificate is valid for three months, from its date of issue.

2 - ...

3 - ...

4 - The certificate may be revalidated once, provided that it is still within its period of validity.

#### Article 54

[...]

1 - ...

2 - ...

3 - The provisions in the previous number are not applicable to the cases in which the denomination's alteration is limited to the alteration of the element which identifies the type of legal person.

4 - (Previous no. 3.)

5 - (Previous no. 4.)

6 - (Previous no. 5.)

#### Article 56

[...]

1 - ...

2 - The provisions in the previous number is not applicable to the alteration of the denomination derived from the transformation which restricts the alteration of the element which identifies the type of legal person.

3 - The certificate referred to in no. 1 must be within its period of validity on the submission date of the registry request, except if it has been preceded, less than three months ago, of the entering of a public deed, notary instrument or other title.

Article 64

[...]

The appeal must be lodged within 30 days from the reception of the letter of notification or, when the act carried out did not result in a letter, after its acknowledgement by the appellant or, if applicable, after the publication of the notice of incorporation or amendment of the legal person.”

## **Article 19**

### *Amendment to the Commercial Registry Code*

The articles 14, 51, 55, 62, 70 and 71 of the Commercial Registry Code, approved by the Decree-Law no. 403/86, of 3 December, with the amendments introduced by the Decrees-Law no. 7/88, of 15 January, 349/89, of 13 October, 238/91, of 2 July, 31/93, of 12 February, 267/93, of 31 July, 216/94, of 20 August, 328/95, of 9 December, 257/96, of 31 December, 368/98, of 23 November, 172/99, of 20 May, 198/99, of 8 June, 375- A/99, of 20 September, 410/99, of 15 October, 533/99, of 11 December, 273/2001, of 13 October, 323/2001, of 17 December, 107/2003, of 4 June, 53/2004, of 18 March, 70/2004, of 25 March, 2/2005, of 4 January, and 35/2005, of 17 February, are amended as follows:

“Article 14

[...]

1 - ...

2 - The facts subject to registry and mandatory publication pursuant to no. 2 of article 70 only take effect against third-parties after the date of publication.

3 - ...

4 - ...

Article 51

[...]

1 - (Revoked.)

1 - (Previous no. 2.)

2 - (Previous no. 3.)

3 - The tax on the inheritances and donations or the stamp duty on the free transmissions are deemed as ensured provided that the correspondent liquidation process is instituted, and it includes the quota or social share mentioned in the registry.

4 - (Previous no. 5.)

Article 55

[...]

1 - ...

a) ...

b) ...

c) The publications referred to in no. 2 of article

70-2 ...

Article 62

[...]

1 - (Previous body of the article.)

2 - The registry of the permanent representations of the companies with main and effective registered office abroad must include the reference “permanent representation”, “branch” or other equivalent, to be chosen by the stakeholder.

Article 70

[...]

1 - ...

2 - The publications referred to in the previous number must be carried out on a public access website, regulated by the decree of the Minister of Justice, in which the information subject to the publication may be accessed, namely in chronological order.

3 - A tax which constitutes the revenue of the service responsible for the maintenance of the above-mentioned website is due for the publications.

4 - (Previous no. 3.)

5 - (Previous no. 4.)

Article 71

[...]

1 - After the registry is carried out, the registrar must promote the mandatory publications within 15 days, at the stakeholder's expense.

2 - The publications referred to in no. 4 of the previous article are promoted within 15 days from the correspondent publications on the public access website.

3 - The publications are carried out based on the data transferred electronically between the registry office and the General Directorate of Registries and Notary and, only when this is not available, based on certificates issued at the registry office or based on certificates issued at a notary office or legal court and annexed to the registry request, which must be sent to the General Directorate of Registries and Notary, within the term provided for in no. 1, by mail, telecopy or email, pursuant to no. 1 of article 2 and 4 of the Decree-Law no. 66/2005, of 15 March, applicable with the necessary adaptations.

4 - The certificates issued by the registry offices for the purpose of the publications referred to in no. 4 of the previous article must contain the mentions which publication is required by the applicable community law."

## **Article 20**

*Amendment to the Decree-Law no. 322-A/2001, of 14 December*

The article 8 of the Decree-Law no. 322-A/2001, of 14 December, which approves the Fees Regulation of the Registry and Notary Offices, with the amendments introduced by Law no. 32-B/2002, of 30 December and by the Decree-Law no. 194/2003, of 23 August, is amended as follows:

"Article 8

[...]

1 - (Previous body of the article.)

2 - The access to the registry and civil identification databases by the public legal persons which are part of the national statistical system is free of charge, with the purpose of gathering statistic data."

## **Article 21**

*Amendment to the Fees Regulation of the Registry and Notary Offices*

The articles 15, 27 and 28 of the Fees Regulation of the Registry and Notary Offices, approved by the Decree-Law no. 322-A/2001, of 14 December, with the amendments introduced by the Decree-Law no. 315/2002, of 27 December, by Law no. 32-B/2002, of 30 December and by the Decrees-Law no. 194/2003, of 23 August, 53/2004, of 18 March and 199/2004, of 18 August, are amended as follows:

"Article 15

[...]

1 - ...

2 - ...

a) ...

b) ...

c) ...

d) The certificates to be delivered to the stakeholders upon the conclusion of the procedure provided for in the special scheme of immediate incorporation of companies.

Article 27

[...]

1 - ...

2 - ...

3 - Special scheme of immediate incorporation of companies:

3.1 - For the practice of the acts comprised in the special scheme of immediate incorporation of companies, with or without the assignment of the governing bodies or the company's secretary - (euro) 330.

3.2 - From the fee referred to in the previous number, two thirds belong to the commercial registry office and one third to the National Legal Persons Registry.

4 - (Previous no. 3.)

5 - (Previous no. 4.)

Article 28

[...]

1 - ...

2 - ...

3 - ...

4 - ...

5 - ...

6 - ...

7 - ...

8 - ...

9 - ...

10 - ...

11 - ...

12 - ...

13 - For the online consultation by the enforcement solicitors to the registry and civil identification databases, the payment of a monthly subscription is not observed and for each access 0.5 (euros) are due.

14 - (Previous no. 13.)

15 - (Previous no. 14.)

16 - (Previous no. 15.)

17 - (Previous no. 16.)

18 - (Previous no. 17.)

19 - The fees due by the special scheme of immediate incorporation of companies are reduced in 60 (euros) when the company's main activity is classified as an IT or similar activity or as research and development, in which case no fee contribution is due for this reduction."

## **Article 22**

*Amendment to the Decree-Law no. 8-B/2002, of 15 January*

The article 4 of the Decree-Law no. 8-B/2002, of 15 January, is amended as follows:

"Article 4

[...]

1 - ...

2 - ...

3 - ...

4 - The employers incorporated by the special scheme of immediate incorporation of companies are deemed as officially registered in social security."

## **Article 23**

*Amendment to the Corporate Income Tax Code*

The articles 110 and 111 of the Corporate Income Tax Code, approved by the Decree-Law no. 442-B/88, of 30 November, is amended as follows:

"Article 110

[...]

1 - The certificate of registry in the registry office referred to in paragraph a) of no. 1 of the previous article must be submitted by the passive subjects, at any finances service or another legally authorized location, within 90 days from the date of registry in the National Legal Persons Registry, whenever it is legally required, or, if the passive subject is subject to commercial registry, within 15 days from the date of submission to the registry at the Commercial Registry Office.

2 - ...

3 - The passive subjects not residing in Portugal and who obtained income not attributable to a stable establishment in the Portuguese territory which is not subject to the obligation to submit the statement mentioned in article 112 are also bound to submit the certificate of registry in the registry office, at any finances service or another legally authorized location, within 15 days from the date of the fact which originated the right to the income.

4 - ...

5 - ...

6 - ...

Article 111

[...]

1 - When the finances service or another location legally authorized to receive the certificates referred to in paragraph a) of no. 1 of article 109 has the adequate computer means, these certificates are replaced by a spoken statement, carried out by the passive subject, of all the elements necessary for the registry in the registry office, to the alteration of the data on the registry and its cancellation, and these are immediately inserted in the computer system and confirmed by the declarant, after its printing in a typified document.

2 - ...

3 - ...”

## **Article 24**

### *Amendment to the Value Added Tax Code*

The articles 30, 31 and 34-A of the Value Added Tax Code, approved by the Decree-Law no. 394-B/84, of 26 December, is amended as follows:

“Article 30

1 - Without prejudice to the provisions in the following number, the natural and legal persons who exercise an activity subject to VAT must submit, at any finances service or another legally authorized location, before the beginning of activity, the correspondent certificate.

2 - The legal persons subject to commercial registry and which exercise an activity subject to VAT must submit the beginning of activity certificate, at any finances service or another legally authorized location, within 15 days from the date of submission to the registry at the Commercial Registry Office.

3 - The submission of the certificate referred to in the previous numbers is not necessary in the case of persons subject to VAT for the practise of only one taxable operation pursuant to paragraph a) of no. 1 of article 2, except if it exceeds the limit provided for in paragraph e) and f) of no. 1 of article 28.

Article 31

[...]

1 - ...

2 - The certificate referred to in no. 1 is submitted at any finances service or another legally authorized location, within 15 days from the date of amendment, if no other term is expressly established in this diploma.

Article 34-A

1 - When the finances service or another location legally authorized to receive the certificates referred to in the articles 30 to 32 has the adequate computer means, these certificates are replaced by a spoken statement, carried out by the passive subject, of all the elements necessary for the registry and beginning of activity, to the alteration of the data on the registry and the termination of activity, and these are immediately inserted in the computer system and confirmed by the declarant, after its printing in a typified document.

2 - ...

3 - ...”

### **Chapter III**

#### *Service desks and mandatory information*

#### **Article 25**

##### *Service desks of the commercial registry*

1 - For the purposes of application of the special scheme of immediate incorporation of companies, through a joint order of the Ministers of Justice and Economy and Innovation, service desks of the commercial registry offices before the CFE of the correspondent municipality may be created, without prejudice to no. 1 of article 27.

2 - The permanent staff of the commercial registry offices with the service desks referred to in the previous number may also include a registrar, pursuant to article 1 of the Decree-Law no. 253/96 of 26 December.

3 - In the absence or impediment of the registry, his/her functions are exercised by the assistant assigned for this purpose.

4 - The powers of the service desks includes:

- a) The practice of all acts of the correspondent registry offices deemed as necessary for the execution of the scheme mentioned in no. 1;
- b) The practice of commercial registry acts regarding the processes referred to in article 1 of the Decree-Law no. 78-A/98, of 31 March, for which the commercial registry office to which they belong is competent.
- c) The issue and confirmation of certificates and non-certified registry copies, under the terms legally established for the registry office to which they belong.

5 - The powers of the service desks may be extended to the practice of other commercial registry acts, through an order by the Director-General of the Registries and Notary.

##### **Amendments**

Amended by Article 37 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1<sup>st</sup> Supplement, Series I-A of 29 March 2006, in force from 30 June 2006.

#### **Article 26**

##### *Provision of mandatory information*

For the compliance with the provisions of no. 2 of article 14, of paragraph c) of no. 1 of article 55 and of article 70 of the Commercial Registry Code and of article 167 of the Commercial Companies Code, the provision, namely in chronological order, of the mandatory information therein is sufficient, through a public access website, which operation and correspondent terms and costs are established by a decree of the Minister of Justice.

### **Chapter IV**

#### *Final and transitional provisions*

#### **Article 27**

##### *Trial period*

1 - From the date of entry into force of this diploma and for a period to be established by a joint decree of the Minister of State and Internal Administration, the Minister of Justice and the Minister of Economy and Innovation, the special scheme of immediate incorporation of companies is operation, on a trial basis, at the Commercial Registry Offices of Aveiro, Coimbra, Moita and Barreiro and at the service desks of the commercial registry before the CFE of Aveiro and Coimbra.

2 - During the trial period mentioned in the previous number, the stakeholders are not allowed to request the incorporation of companies using a denomination approval certificate issued by the RNPC, pursuant to the final part of paragraph a) of article 3.

3 - After the trial period referred to in no. 1, the extension of the scheme to other services depend:

- a) On the joint order referred to in no. 1 of article 25, regarding others CFE;

b) On the IRN, I.P.'s chairperson order, regarding IRN, I.P.'s dependent services, not integrated in the CFE.

**Amendments**

Amended by Article 34 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1<sup>st</sup> Supplement, Series I of 30 December 2008, in force from 31 December 2008.

**Article 28**

*Entry into force*

1 - The provisions in article 15 enter into force on the day following its publication.

2 - The provisions in article 17, in the part amending the articles 100 and 167 of the Commercial Companies Code, and the provisions in article 19, in the part amending the articles 14, 55, 70 and 71 of the Commercial Registry Code, enter into force on 1 January 2006, without prejudice to their enter into force under the general terms regarding the companies incorporated under the special scheme of immediate incorporation of companies.

**Signature**

Seen and approved in the Council of Ministers of 30 June 2005. - José Sócrates Carvalho Pinto de Sousa - António Luís Santos Costa - Luís Manuel Moreira de Campos e Cunha - Alberto Bernardes Costa - Manuel António Gomes de Almeida de Pinho - José António Fonseca Vieira da Silva.

Promulgated on 4 July 2005.

Published.

The President of the Republic, JORGE

SAMPAIO. Ratified on 5 July 2005.

The Prime-Minister, José Sócrates Carvalho Pinto de Sousa.

DRE