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Business registers in EU countries

Content provided by:
Portugal

Portugal



This page provides you with an overview of Portugal's business register.

Business register

In Portugal the business register is governed by the Business Register Code, adopted by Decree-Law No 403/86 of 3 December 1986.

Registration is the responsibility of business registry offices, which are external services of the Institute of Registrars and Notaries (IRN), itself under the aegis of the Ministry of Justice. Business registry offices can be found throughout the country. There are no geographical limitations on their area of jurisdiction.

The purpose of the business register is to publicise the legal situation of:

- sole traders;
- commercial companies;
- civil-law companies having a commercial form;
- individual establishments with limited liability (EIRL);
- cooperatives;
- public enterprises;
- complementary company groups (ACE) and European Economic Interest Groups;
- individuals and associations required by law to register.

Registration confers legal personality on commercial companies and is usually compulsory. Businesses must register within two months of the date of incorporation.

Facts can be registered only where supported legally by documentary evidence, which must be archived electronically. Documents in a foreign language are accepted only where translated as required by law, unless they record facts that are subject to transcription in the register, are written in English, French or Spanish, and the relevant official is fluent in that language.

Registration can be by transcription (the information that is relevant for the legal situation of the entities required to register is extracted from the documents submitted and summarised, and must be validated by a registrar or registry official) or by deposit (only for archiving documents relating to facts requiring registration).

What commercial companies and civil law companies having a commercial form are required to register:

incorporation;

decisions taken by the general meeting, where required by law, concerning purchases of assets by the company;

reverse split, split or transfer of shares in private limited liability companies or shares held by limited partners in limited partnerships;

commitments to alienate or encumber shares in general partnerships, limited partnerships or private limited liability companies, pre-emption agreements, where it has been agreed that they will have *erga omnes* effects, and pre-emption obligations attributed such effects by a testator in his or her last will and testament;

transfers of shares in general partnerships or shares held by limited partners in limited partnerships, the establishment of rights in rem to use and enjoy or charges over such shares and their transfer, modification or cancellation, and the attachment of rights over profits and liquidation quota;

establishment and transfer of usufruct, security, distraint, lien, attachment or seizure in criminal proceedings on shares or rights over them and any other acts or orders that affect the free disposal of such shares;

withdrawal or expulsion of partners from general partnerships and limited partnerships, the extinguishing of shares as a result of the death of a partner, and the admission of new partners with unlimited liability;

amortisation of shares and the expulsion or withdrawal of shareholders from private limited liability companies;

decisions on amortisation, conversion or redemption;

issuing of bonds by private offering, unless they are admitted to trading on a regulated securities market within the period of application for registration;

appointment and departure, for any reason other than the passage of time, of members of the board of directors and management boards or of the company secretary;

presentation of accounts by public limited companies, private limited liability companies and partnerships limited by shares, and by general partnerships and limited partnerships where so required, and consolidated accounts of companies required to present them;

change in registered office or transfer of registered office abroad;

plans for domestic or cross-border mergers or demergers,

plans to incorporate a European public limited-liability company by merger, plans to incorporate a European public limited-liability company by transformation of a public limited-liability company formed under national law, or plans to incorporate a holding European public limited-liability company together, in the latter case, with proof that the conditions for doing so are met;

any extension, domestic or cross-border merger, demerger, conversion or dissolving of a company, and any increase, reduction or repurchase of share capital, and any other amendment to a company's articles of association;

appointment and departure, prior to the completion of liquidation, of company liquidators, as well as any change in liquidators' statutory or contractual powers;

the completion of liquidation or the company's resumption of operations;

decisions on maintaining total control by one company of another, in a company group, or termination of such situation;

subordination agreements, and any amendment or expiry thereof;

issuing of stock warrants, where this is by private offering by an entity that does not have any securities listed on a national regulated market, unless they are admitted to trading on a regulated securities market within the period of application for registration.

How to request registration and what it costs

You can request the registration of documents for entry in the business register in person at a business registry office, by mail or online (<https://eportugal.gov.pt/en/espaco-empresa/empresa-online>).

Costs vary depending on which facts you wish to register, and are revised regularly. The costs of registering the various acts can be consulted

at: <https://dre.pt/web/guest/legislacao-consolidada/-/lc/122322384/201906152048/73705012/diploma/indice>.

How to consult information in the business register and what it costs

Any person may request extracts from the register and the documents archived, or obtain oral or written information about their content.

Information about registrations whose publication is mandatory is available free of charge at <http://publicacoes.mj.pt/Pesquisa.aspx>.

Registration can be proven only by an extract, which is valid for six months. Extracts can be made available on an electronic medium, and are valid for all legal purposes and before any public authority or private entity on the same terms as the paper version.

Fees are charged for extracts from the register and related documents, whether in paper or electronic form.

Access to electronic extracts is available for a subscription of EUR 25 a year and subscriptions for two, three or four years can be taken out for a corresponding fee. The cost can vary depending on which type of extract is required (registration, or one of two other possible types).

Requests can be made at <https://eportugal.gov.pt/en/espaco-empresa/empresa-online>.

Where requested, the information contained in the business register can be provided by way of an electronic certificate in English, with equivalent legal effects to the information provided in Portuguese.

Legal effects of the business register

Facts that have to be registered take effect as against third parties only after the date of registration. Facts that have to be registered and published (on the internet site <http://publicacoes.mj.pt/Pesquisa.aspx>) take effect as against third parties only after the date of publication.

Final registration by transcription constitutes a presumption that the legal situation exists, on the precise terms defined. For example, records of a commercial company (legal form, name, registered office, purpose, signatories, identification of members of company bodies, etc.) enjoy a presumption that the legal situation as mentioned in the register exists.

Registration by deposit does not enjoy this presumption; it serves as a public notification, and does not enjoy a presumption as to correctness.

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