

## LEGAL ALERT

# ONLINE REGISTRATION SYSTEM FOR PERMANENT REPRESENTATIONS OF COMPANIES ESTABLISHED ABROAD

### DECREE-LAW NO. 109-D/2021

Decree-Law No. 109-D/2021, of 9 December, amends the Portuguese Companies Code, approved by Decree-Law No. 262/86, of 2 September, the Commercial Registry Code, approved by Decree-Law No. 403/86, of 3 December, the Emoluments Regulations for Registries and Notaries, approved by Decree-Law No. 322-A/2001, of 14 December, Decree-Law No. 125/2006, of 29 June, and Decree-Law no. 24/2019, of 1 February, and represents a further step towards the implementation of digital solutions for commercial companies, promoting their international expansion and reducing costs, administrative charges and the duration of the associated procedures.

The creation of an online registration system for permanent representations, with simultaneous appointment of the respective representatives, of companies established abroad (“online branch”) stands out, partially transposing into Portuguese law Directive (EU) 2019/1151 of the European Parliament and of the Council, of 20 June 2019, amending Directive (EU) 2017/1132 of the European Parliament and of the Council, of 14 June 2017, with regard to the use of digital tools and procedures in the field of company law.

It is now established that applications for registration (i) of the establishment of permanent representations and (ii) of facts subsequent to their establishment, as well as (iii) of the appointment and (iv) of the powers of the respective representatives, may be made online, through a website to be defined by an ordinance of the member of the Government responsible for the area of justice,

and upon payment of the charges provided for in the Emoluments Regulation of Registries and Notaries, approved by Decree-Law No. 322-A/2001 of 14 December. As a rule, these registration requests must be concluded within 10 days after the completion of all the necessary formalities.

Regarding the registration of the appointment of managers, directors and representatives, this legislative act established the need to submit a document proving the appointment and, when such document is not available, a declaration of acceptance of the appointment and a declaration stating that they are not aware of any circumstances that may inhibit them from occupying the position.

Decree-Law No. 109-D/2021 also establishes the possibility for the e-mail address of the interested parties to be included in the registration certificate, by indication of the interested parties.

Finally, we highlight the possibility that, in case of companies with registered offices in another Member State of the European Union, the respective managers, directors and secretaries may, when promoting the online registration, certify the conformity of the electronic documents delivered by them, through the website, with the original paper documents.

Our team is at your disposal for any clarification regarding Decree-Law No. 109-D/2021.

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