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## Business registers in EU countries

### Portugal

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### Business Register

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, cooperatives, public enterprises, additional company groups and European Economic Interest Groups, plus individuals and associations required by law to register. Only facts supported by documentary evidence can be registered. These documents are archived electronically.

The business register confers legal personality on commercial companies and registration is usually compulsory. As a rule, facts about companies are set out in a specific document. In most cases, it is enough to produce the minutes and the decision taken by the shareholders.

Businesses must register within two months of the date of incorporation. The validity of an application is assessed by the official responsible on the basis of the legal provisions applicable, the documents produced and previous registrations, with particular care taken to check the legitimacy of the parties concerned, the lawfulness of the deeds and the validity of the acts set out in the deeds.

In Portugal the business register is governed by the Business Registry Code, adopted by Decree-Law No 403/86 of 3 December 1986, and is the responsibility of the business registry offices throughout the country; these offices are external services of the Institute of Registrars and Notaries (IRN), a public body under aegis of the Ministry of Justice.

Business registry offices may work as independent services or in liaison with other registries (land, civil, vehicle) that are also IRN services. Commercial acts may be registered at any business registry office, there being no geographical limitations on their area of competence.

#### What commercial companies are required to register:

incorporation;

decisions taken by the general assembly concerning purchases of goods by the company, where required by law;

facts relating to company shares, the dismissal and exclusion of shareholders from partnerships and limited partnerships, the abolition of shares as a result of the death of a shareholder, the admission of new shareholders with unlimited liability, the depreciation of shares and dismissal and exclusion of shareholders in shareholder companies, decisions on the depreciation, conversion and redemption of shares, and the issuing of bonds;

the appointment and dismissal of members of the board of directors and management boards and of the company secretary;

presentation of accounts;

change in registered office;

a merger or division plan, a plan to incorporate a European limited liability company, a company extension, internal or crossborder merger, division or transformation, or the dissolving of a company;

facts relating to the company's capital and any other changes to the company's articles of association;

facts relating to the company's liquidators;

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

decisions on total control by one company of another, in a company group, and subordination contracts (*contrato de subordinação*);

issuing of stock warrants;

acts, decisions and orders that must be registered;

commercial representation or agency contracts, when in writing, any amendments made to such contracts and the expiry of them;

the establishment of permanent representation;

any other facts which must by law be entered in the business register.

#### Access to information

Any person may request extracts from the register and the corresponding electronic documents.

Paper extracts must be applied for at registry offices but the relevant information may be accessed on the one-stop-shop website for entrepreneurs (*Balcão do Empreendedor*) in the form of an electronic extract on the entity's legal situation, which is constantly updated and available in Portuguese and English [here](#)

The search is made using the tax identification number of the entity (*Número de Identificação Coletiva – NIPC*), which is the entity's registration number in the business register as well as its tax number.

A search for published company acts may be carried out on the official website on the basis of the NIPC, the district or the type of act.

Public authorities may also carry out searches using the name of the entity subject to registration or its NIPC or via the Webservice made available with the authorisation of the IRN.

#### Costs of information

Information on registered acts is available, free of charge, on the official website for publication of company acts. Publication is immediate and automatic once registration is completed and can be searched by anyone.

Extracts from the register and of related documents, whether in paper or electronic form, must be paid for.

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. Searches must be made using the NIPC. Following payment, the information can be obtained by entering a certificate code.

The same procedure can be used to request electronic extracts of documents stored in the data base, in other words documents used as a basis for registration from January 2011 and also certified copies of updated company memorandums.

#### **Legal effects of the business register**

The facts to be recorded and published in the business register are enforceable only after the date of publication.

The final register constitutes a presumption of the legal situation (Article 11 of the Business Register Code).

All information about the identity of the company (legal status, name, registered office, purpose, signatories, identification of members of company organs, etc.) and most of the facts subject to registration come from transcribed records; this means that they enjoy a presumption that the legal situation as mentioned in the register exists.

The exception to this rule are deposited records, a form of registration where responsibility for checking the legal compliance of the documents submitted for registration lies with the company. The registrar merely verifies the legitimacy of the applicant for registration. This registration serves as a public notification, and does not enjoy a presumption of truth. Records of shareholdings have this status.

Article 153 of the Land Register Code, a law applicable in the alternative to the business register, provides that any person who registers a false or legally non-existent document may, in addition to criminal liability, become liable for the damage which is thus caused. It is further laid down that any person who makes or confirms inaccurate or false declarations at the registry or elsewhere in order to have records entered or the necessary documents drawn up is equally liable.

According to Article 348A of the Criminal Code, whoever falsely declares or certifies to the public authority or public official in the performance of their duties, an identity, status or other quality to which the law confers legal effect, of their own or of others, and such declarations are to be entered in an authentic document, shall be sentenced to imprisonment for up to two years or to a fine.

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