

Table of Contents

The Authors	3
List of Abbreviations	15
Preface	17
General Introduction	19
Chapter 1. General Background of Macau	19
§1. GEOGRAPHY	19
§2. CULTURAL COMPOSITION	19
§3. POLITICAL SYSTEM	20
I. Macau People Ruling Macau and the Area's High Degree of Autonomy	20
II. Executive Structure	21
III. The Chief Executive	21
IV. The Executive Council	22
V. The Legislature	22
VI. The Judiciary	23
VII. Commission Against Corruption	24
VIII. Commission of Audits	24
IX. Macau Customs Services	25
X. Unitary Police Service	25
XI. Municipal Organs	25
§4. POPULATION, EMPLOYMENT AND PRODUCTION STATISTICS	25
I. Population	25
II. Employment	26
III. Production	26
§5. SOCIAL AND CULTURAL VALUES	27
Chapter 2. Economic System	28

Table of Contents

Chapter 3. The Legal System	31
Chapter 4. The Commercial Code of Macau	33
§1. HISTORICAL BACKGROUND OF THE COMMERCIAL LAW	33
§2. STRUCTURE OF THE COMMERCIAL CODE	33
I. Doctrines and Principles Applied in the Macau Commercial Law Context	33
II. Legal Framework of the Macau Commercial Code	34
III. Recent Reform of the Commercial Law	35
A. Law No. 6/2000 in 2000	35
B. Law No. 16/2009 in 2009	36
Chapter 5. Company Law of Macau	38
§1. NOTION AND ELEMENTS OF COMPANY	38
§2. TYPES OF COMPANIES	39
§3. CLARIFICATION OF TERMINOLOGY	39
Selected Bibliography	41
Part I. Corporations	47
Chapter 1. The Public Company Limited by Shares (<i>Sociedade Anónima</i> (Hereafter 'SA'))	47
§1. CHARACTERISTICS OF AN SA	47
I. Capital Company	47
II. Limited Liability	47
III. Transferable Shares	48
IV. Management under a Board Structure	48
§2. FORMATION OF THE SA	48
I. Methods of Formation	48
II. General Requirements	49
III. Procedures of Formation	50
A. No Public Offer of Shares	50
1. Company Names	50
2. The Act of Incorporation	50
3. The Articles of Association	51
4. Registration	53
B. Public Offer of Shares	54

Table of Contents

IV. Liability for Incorporation	57
V. Invalidity of Incorporation	57
§3. CAPITAL AND SHARES	58
I. Different Concepts of Capital	58
A. Notion and Functions of Capital	58
B. Legal Minimum Capital	59
C. Subscribed Capital	59
D. Paid-up and Uncalled Capital	59
E. Legal Reserves	60
II. Capital Payment	60
III. Capital Maintenance	61
A. Acquisition of a Company's Own Shares	62
B. Loss of Half of Capital	63
IV. Capital Increase and Reduction	64
A. Increase of Capital	64
B. Reduction of Capital	65
V. Shares	66
A. Notions and Types of Shares	66
1. General Notions	66
2. Common and Preferred Shares	66
a. Common Shares	67
b. Preferred Shares	67
3. Redeemable Shares	68
4. Nominative and Bearer Shares	68
5. Shares with Special Rights	69
B. Registration Book of Shares	69
C. Transfer of Shares	69
D. Deposit of Shares	70
§4. BONDS	70
I. General Notions	70
II. Types and Format	71
III. Conditions and Limits	71
IV. Authority of Issuance	72
V. Registration	73
VI. Amendment	73
VII. Convertible Bonds	73
§5. SHAREHOLDERS, MANAGEMENT AND SUPERVISION	74
I. Corporate Bodies	74
II. Shareholders and the General Meeting	75
A. Rights of Shareholders	75
1. Right to Profits	75
a. Notions	75
b. Proportion	76
c. Procedures	76

Table of Contents

d. Return of Illegal Distribution	76
e. Special Rules to SAs	76
2. Right to Control	77
3. Right to Information	77
a. General Rules	77
b. Communications between the Company and Shareholders	78
c. Judicial Examination	79
d. Special Rules Applied to an SA	79
4. Right to Participation	80
B. The General Meeting	80
1. The Purview of a General Meeting	80
2. Ordinary and Special General Meetings	81
3. Calling of General Meeting	82
4. Functioning of a General Meeting	83
5. Voting, Quorum and Majority	83
a. Voting	83
b. Quorum and Majority	84
6. Amendment to Articles of Association	84
7. Resolutions in Writing	85
a. Declaration In Writing by All Shareholders	85
b. Legal Reform of Resolution In Writing	85
8. Defective Resolutions	86
a. Void Resolutions	86
b. Voidable Resolution	87
c. Common Proceeding Factors	87
d. Resolutions without Efficacy	88
9. Minutes	88
10. Criminal Liability in Connection with General Meetings	88
C. Shareholders' Agreements	89
D. Dominant Shareholder: Definition and Liability	89
1. Definition	89
2. Liability	90
3. Informing	91
III. Administration	91
A. Introduction	91
B. Composition	91
C. Term and Representation	92
D. Remuneration	92
E. Suspension, Dismissal and Resignation	92
F. Competence	93
G. Board Meetings	93
H. Power of Representation	94
I. Duties of Directors	95
1. Duty of Care	95
2. No Self-Dealing	95
3. No Competition	95
J. Liability and Legal Proceedings	95

Table of Contents

1. Liability of Directors towards the Company	95
2. Exclusion, Limitation and Renunciation of Liability	96
3. Legal Proceedings	96
a. Proceedings Initiated by the Company	96
b. Derivate Proceedings	97
4. Liability towards Creditors, Shareholders and Third Parties	97
IV. Supervisory Board or Single Supervisor	97
A. Introductory	97
B. Composition	98
C. Qualification, Election, Removal and Remuneration	98
D. Competence	99
E. Duties	99
F. Meeting and Resolution	100
V. Company Secretary	100
A. Introductory	100
B. Appointment	100
C. Competence	101
§6. BOOKS AND ACCOUNTS	101
I. Books	101
II. Accounts	102
A. Introductory	102
B. Annual Report of Administration	102
C. Report and Opinion of Supervisory Board or Single Supervisor	102
D. Opinion of Independent Auditor	103
E. Inspection of Annual Accounts	103
F. Judicial Approval of Accounts	103
§7. MERGER, DIVISION AND TRANSFORMATION	104
I. Merger	104
A. Introductory	104
B. Merger Procedure	104
1. Merger Proposal	104
2. Supervision of Proposal	104
3. Registration and Call of General Meeting	105
4. General Meeting	105
5. Publication and Opposition of Creditors	106
6. Registration of Merger Document	106
C. Dissenting Shareholders and Right to Exit	106
II. Division	107
A. General Elements	107
1. Types of Division	107
2. Division Proposal	107
B. Applicable Rules	107
1. Simple Division	108
2. Division-Dissolution	108
3. Division-Merger	108

Table of Contents

4. Liability for Debts	109
III. Transformation	109
A. General Issues	109
B. Transformation Procedure	109
C. Participations of Shareholders	110
D. Dissenting Shareholders and Right to Exit	110
E. Shareholders' Liability	110
§8. DISSOLUTION AND LIQUIDATION	110
I. Dissolution	110
A. Introductory	110
B. Causes of Dissolution	111
C. Effects of Dissolution	112
II. Liquidation	112
A. Introductory	112
B. Liquidation Proceedings	112
C. Time Limit	114
D. Assets and Liabilities after Liquidation	114
E. Return to Activity	114
§9. PUBLIC SUPERVISION	115
Chapter 2. The Private Company Limited by Shares (Sociedade Por Quotas (Hereafter SQ))	116
§1. CHARACTERISTICS OF THE SQ	116
I. Limit to Shareholder Number	116
II. Flexible Formalities	116
III. Restriction to Transferability of Shares	116
IV. Closely Held Company	116
§2. FORMATION	117
§3. CAPITAL AND SHARES	117
I. Registered Capital and Legal Reserve	117
II. Loss of Half of Capital	118
III. Increase and Reduction of Capital	118
IV. Share	118
V. Payment of Shares	119
VI. Supplementary Payment	120
VII. Transfer of Shares	121
VIII. Exclusion and Exoneration	121
IX. Redemption of Shares	122
X. Acquisition of a Company's Own Shares	123
§4. SHAREHOLDERS AND MANAGEMENT	123

Table of Contents

I. Corporate Bodies	123
II. Shareholders and General Meeting	124
A. Right to Profits	124
B. General Meeting	124
C. Competence of Shareholders	124
D. Votes and Majority	125
III. Administration	125
A. Introductory	125
B. Appointment and Term	126
C. Representation and Substitution	126
D. Functioning	126
E. Remuneration	127
F. Resignation	127
G. Dismissal	127
IV. Supervisory Body and Company Secretary	128
§5. BOOKS AND ACCOUNTS, MERGER AND DIVISION, DISSOLUTION AND LIQUIDATION	128
§6. SINGLE PERSON COMPANY	128
I. Introduction	128
II. Restriction	129
III. Transactions between the Single Shareholder and the Company	129
IV. Decisions of the Single Shareholder	129
V. Bankruptcy	130
Part II. Partnerships	131
Chapter 1. Overview of the Different Forms of Partnerships	131
§1. INTRODUCTION	131
§2. CIVIL COMPANY	132
§3. GENERAL PARTNERSHIP (<i>SOCIEDADE EM NOME COLLECTIVE</i>)	132
§4. LIMITED PARTNERSHIP (<i>SOCIEDADE EM COMANDITA</i>)	133
Chapter 2. General Partnership (<i>Sociedade em Nome Collective</i> (Hereafter 'SNC'))	134
§1. GENERAL ELEMENTS	134
I. Characteristics	134
II. Partners and Contributions	135
III. Articles of Association	135
IV. Competition	135

Table of Contents

V. Right to Information	136
VI. Transfer of Participation	136
§2. REDEMPTION, DECEASE, EXECUTION, EXONERATION AND EXCLUSION	136
I. Redemption	136
II. Death	137
III. Execution	137
IV. Exclusion	138
V. Exoneration	138
VI. Appraisal	139
§3. RESOLUTIONS OF PARTNERS AND ADMINISTRATION	139
I. Resolutions of Partners	139
II. Administration and Supervision	139
A. Partner Administrator	139
B. Outsider Administrator	140
C. Supervision	140
III. Functioning of Administration	140
§4. DISSOLUTION AND LIQUIDATION	140
 Chapter 3. Limited Partnership (<i>Sociedade em Comandita</i> (Hereafter 'SC'))	 142
§1. TYPES OF LIMITED PARTNERSHIPS	142
§2. CHARACTERISTICS	142
§3. ARTICLES OF ASSOCIATION	143
§4. RESOLUTIONS	143
§5. ADMINISTRATION	143
§6. TRANSFER OF PARTICIPATION	144
§7. DISSOLUTION	144
 Part III. Special Forms of Business Entities	 145
Chapter 1. Introductory	145
Chapter 2. Economic Interest Groupings (<i>Agrupamentos de</i> <i>Interesse Económico</i>)	146

Table of Contents

§1. GENERAL ELEMENTS	146
I. Formation	146
II. Object and Purpose	146
III. Capital	147
IV. Bond Issue	147
§2. INTERNAL STRUCTURE	147
I. Organs of Grouping	147
II. General Meeting	147
III. Administration	148
IV. Representation	148
V. Supervision	149
VI. Liability	149
§3. RIGHTS AND OBLIGATIONS OF MEMBERS	149
I. Non-Competition	149
II. Profit- and Cost-Sharing	149
III. Right to Information	150
IV. Transfer of Participation	150
V. Admission of New Members	150
§4. EXONERATION, EXCLUSION AND DEATH OR EXTINCTION OF MEMBERS	150
I. Exoneration	150
II. Exclusion	151
III. Death or Extinction	151
IV. Liquidation of Participation	151
V. Continuation of Existence	151
§5. DISSOLUTION AND LIQUIDATION	152
I. Causes of Dissolution	152
II. Dissolution upon Request	152
III. Entry in Liquidation	152
IV. Distribution	153
§6. LIABILITY	153
§7. DEFAULT RULES	153
 Chapter 3. Consortium (<i>Contrato de Consórcio</i>)	 154
§1. DEFINITION	154
§2. FORM AND CONTENT OF CONTRACT	154
§3. AMENDMENT TO CONTRACT	154
§4. DUTIES OF MEMBERS OF CONSORTIUM	155

Table of Contents

§5. PROHIBITION	155
§6. EXTERNAL AND INTERNAL CONSORTIUM	155
I. Types of Consortium	155
II. External Consortium	155
A. Guidance and Supervision Board	155
B. Consortium Leader	156
C. Trade Name	156
D. Sharing of Amounts and Products	156
E. Relations with Third Parties	157
III. Internal Consortium	157
§7. TERMINATION OF CONTRACT	157
I. Extinction of Consortium	157
II. Rescission of Contract	157
III. Exoneration of Members	158
Chapter 4. Associations in Participation (<i>Contrato de Associação em Participação</i>)	159
§1. GENERAL ELEMENTS	159
I. Definition	159
II. Applicable Rules	159
III. Various Associates	159
IV. Form of Contract	159
V. Contribution of Associate	160
§2. EXECUTION OF CONTRACT	160
I. Participation in Profits and Losses	160
II. Duties of Associating Parties	161
III. Rendering of Accounts	161
§3. TERMINATION OF CONTRACT	161
I. Extinction of Association	161
II. Death of Associate or Associating Party	162
III. Extinction of Associate or of Associating Party	162
IV. Rescission of Contract	162
V. Denunciation of Contract	163
Index	165