

## Portuguese Companies may now use binding e-signatures on mobile devices

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Since 1st April 2018 directors, managers, members of the board of Portuguese companies and proxies may sign and authenticate themselves electronically, validating their capacity and binding powers by using the so called Professional Attributes Certification System.

### i. The qualified electronic signature via digital key

Article 1.º, b) of the Law no. 37/2014, June 26<sup>th</sup> established the creation of a mobile digital key as a complementary and voluntary mean for the qualified electronic signature according to the Regulation (EU) no 910/2017 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market.

The digital key was originally an alternative mean of authenticating and accessing services in portals and Internet sites of public and private entities using the mobile phone or email. One could join this system online by authenticating themselves and requesting the digital key via the system's web portal or requesting it at the Citizen's Bureau by associating it to the portuguese ID card.

### ii. The certification of professional attributes



Now, with the entry into force of the with the Decree no. 73/2018, March 12<sup>th</sup> on April 1<sup>st</sup> and the established in the Article 546.º, no. 1 of the Portuguese Commercial Companies Code<sup>1</sup>, members of the Board of Directors, Managers or Directors and Proxies can validate their capacity and binding powers using a qualified electronic signature with their mobile phones.

This new system, which is known as the Professional Attributes Certification System<sup>2</sup>, enables the link of an individual's qualified electronic signature with the certification of his/her capacity and binding powers. This association can be certified by using a digital key<sup>3</sup> on mobile devices (Chave Móvel Digital), allowing the signature from distance of the contracts below with an electronic signature<sup>4</sup>:

- a) Contracts with electricity, water, gas and telecommunication suppliers;
- b) Contracts with other suppliers, within the limit defined by the corporate bodies;
- c) Employment contracts;
- d) Formation and execution of public contracts, in the scope of public procurement;
- e) Presentation and execution of applications for funding, within the limit defined by the corporate bodies;
- f) Presentation and execution of applications to national or European funding;
- g) Opening and transactions of bank accounts;
- h) Minutes and company resolutions;
- i) Reception and collection of mailing.

These attributes can be associated to the Citizen Card or to the mobile digital key (Chave Móvel Digital) directly by the interested party or through a digital customer service<sup>5</sup> as defined by the Decree-Law no. 74/2014, May 13<sup>th</sup>. . The association can be made by lawyers, solicitors and notaries,

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<sup>1</sup> Article 546 System of Certification of Professional Attributes

1. The members of the Board of Directors, Managers or Directorates, Public Limited Companies, Limited Companies or Cooperatives, may sign and authenticate themselves electronically, validating their professional quality, through the use of the Professional Attributes Certification System (SCAP).
2. Those to whom powers are delegated may also sign or authenticate electronically using the SCAP, under the terms of the previous number.
3. The acts practiced with the digital signature and authentication certificates included in the Citizen's Card and the Digital Mobile Key, in which the quality claimed by SCAP is invoked by its holder, are presumed to be its authorship.
4. The acts practiced in the Internet sites of the Public Administration through the use of the digital certificates of authentication included in the Citizen's Card and the Digital Mobile Key, in which it is invoked by its holder the quality verified through the use of SCAP, presumably of its authorship, without its signature.
5. The quality invoked, powers and delegated powers are verified by the registration services, lawyers, solicitors and notaries, using SCAP, under the terms and conditions established by the administrative order of the members of the Government responsible for the areas of administrative modernization and of justice.
6. SCAP is implemented and managed by AMA, I. P.

<sup>2</sup> Article 7º, no. 1 of Decree no. 73/2018, March 12<sup>th</sup>.

<sup>3</sup> Article 1º of Decree no. 73/2018, March 12<sup>th</sup>.

<sup>4</sup> Article 8º of Decree no. 73/2018, March 12<sup>th</sup>.

<sup>5</sup> Article 3º, no. 1 of Decree no. 73/2018, March 12<sup>th</sup>.



once the respective professional associations joins the system<sup>6</sup> through a protocol with AMA – the Agency for Administrative Modernization