

附表 Supplemental Table

三、有限公司登記應附送書表一覽表

3. A general table of documents to be submitted for Limited Company registration

單位：份 unit: in copy

登記事項 documents to be submitted	申請書 application form	其他機關核准函影本(無則免送) photocopy of permit from other authority (exempted if inapplicable)	公司章程影本 photocopy of Articles of Incorporation	董事同意書影本 photocopies of directors' written consent	股東同意書影本(註9) photocopy of shareholders' written consent (Note 9)	董事願任同意書影本(註3) photocopies of written consent to act as a director (Note 3)	股東身分證明文件影本(註4) photocopy of shareholders' ID document (Note 4)	董事或其他負責人身分證明文件影本 photocopies of ID certificates of directors or responsible persons	經理人身分證明文件影本 photocopies of managerial personnel	辭(解)任證明文件影本(死亡者免附) photocopy of proof of resignation /discharge (exempted for the deceased)	股東會議事錄影本(註7) photocopy of shareholders' meeting minutes (Note 7)	董事會議事錄影本 photocopy of board meeting minutes	合併契約影本 photocopy of merger/amalgamation contract	新任董事身分證明文件影本 photocopies of ID certificates of newly-elected directors/supervisors	董監事願任同意書影本 photocopies of written consent to act as a director/supervisor	法院裁定(囑託登記)文件影本 photocopy of court ruling (registration request)	建物所有權人同意書影本及所有權證明文件影本(註6) photocopies of building owner's written consent and documentary evidence of ownership (Note 6)	會計師資本額查核報告書(註8) capital audit report issued by certified public accountant (Note 8)	設立(變更)登記表(註10) Incorporation (alteration) registration form (Note 10)	
1. 公司設立 incorporation registration	1	1	1	1(無董事長者免附) exempted if there is no Chairman of directors	1	1	1	1									1	1	2	
2. 公司名稱變更 Changes in company name	1	1	1		1															2
3. 修正章程 Alteration of Articles of Incorporation	1	1	1		1															2
4. 公司所營事業變更 change of business scope	1	1	1		1															2
5. 股東出資轉讓 transferring a shareholder's contribution to the capital	1	1	1		1		1(新增者) (for addition)													2
6. 股東姓名、地址變更 changes in shareholder's name/address	1		1				1													2
7. 改推董事 newly elected directors	1	1			1	1	1(原為股東者免附) exempted if new directors are original shareholders													2
8. 改推董事長 newly elected Chairman of directors	1	1	1(不涉及修章者免附) exempted if no alteration to Articles of Incorporation	1	1(不涉及修章者免附) exempted if no alteration to Articles of Incorporation		1(原為股東者免附) exempted if new directors are original shareholders													2
9. 董事解任 discharge of directors	1	1								1										2
10. 董事長解任 discharge of Chairman of directors	1	1								1										2

11.董事、臨時管理人地址變更 changes in addresses of board directors/temporary administrators	1							1										2
12.公司所在地變更 change in company location	同一縣市 same county/city	1	1		1(已附 股東同 意書者 免附) exempted if shareholders' written consent submitted	1(已附 董事同 意書者 免附) (exempted if directors' written consent submitted)											1	2
	不同縣市 different county/city	1	1	1		1											1	2
13.變更組織 change of organization	1	1	1			1					1	1		1	1			2
14.經理人委任 appointment of managerial personnel	1	1				1			1									2
15.經理人解任 discharge of managerial personnel	1	1				1(辭職 者免附) (exempted for the resigned)												2
16.經理人、分公司經理人姓名、地址 變更 changes in name/address of managerial personnel of company/branch office	1								1									2
17.分公司設立 establishment of branch office	1	1				1			1								1	2
18.分公司經理人變更 changes in managerial personnel of branch office	1	1				1			1									2
19.分公司名稱變更 changes in branch office name	1	1				1(如因總 公司更 名者免 附) (exempted if it is because of head office changing name)												2
20.分公司所在地變更 change in location of branch office	1	1				1											1	2
21.分公司廢止 nullification of branch office	1	1				1												
22.停業 business discontinuation	1																	

三、有限公司登記應附送書表一覽表(續)

3. A general table of documents to be submitted for Limited Company registration (continued)

附送書表 documents to be submitted	申請書 application form	其他機 關核准 函影本 (無則免 送) photocopy of permit from other authority (exempted if inapplicable)	公司章 程影本 photocopy of Articles of Incorporation	董事同 意書影 本 photocopies of directors' written consent	股東同 意書影 本(註9) photocopy of shareholders' written consent	董事願 任同意 書影本 (註3) photocopies of written consent to act as a director (Note 3)	股東身 分證明 文件影 本(註4) photocopy of shareholders' ID document (Note 4)	董事或 其他負 責人身 分證明 文件影 本 photocopies of ID certificates of directors or responsible persons	經理人 身分證 明文件 影本 photocopies of ID certificates of managerial personnel	辭(解) 任證明 文件影 本(死亡 者免附 ) photocopy of proof of resignation /discharge (exempted for the deceased)	股東會 議事錄 影本(註 7) photocopy of board meeting minutes (Note 7)	董事會 議事錄 影本 photocopy of board meeting minutes	合併契 約影本 photocopy of merger/ amalgamation contract	新任董 監事身 分證明 文件影 本 photocopies of ID certificates of newly- elected directors/ supervisors	董監事 願任同 意書影 本(註 11) photocopies of written consent to act as a director/ supervisor (Note 11)	法院裁 定(囑託 登記)文 件影本 photocopy of court ruling (registration request)	建物所 有權人 同意書 影本及 所有權 證明文 件影本 (註6) photocopies of building owner's written consent and documentary evidence of ownership (Note 6)	會計師 資本額 查核報 告書 (註8) capital audit report issued by certified public accountant (Note 8)	設立(變 更)登記 表(註 10) Incorporation (alteration) registration form (Note 10)	
23.復業 business recommencement	1																			
24.延展開業 extension of business commencement date	1																			
25.增資 capital increase	1	1	1		1		1(新增者)(for addition)												1	2
26.減資 capital reduction	1	1	1		1														1	2
27.合併新設 new incorporation through merger	1	1	1		1(含新設及各消滅公司) (covering shareholders of the newly incorporated and all dissolved companies)	1	1	1					1					1	1	2
28.合併存續 existence after amalgamation	1	1	1		1(含存續及各消滅公司) (covering shareholders of the survived and all dissolved companies)								1						1	2
29.合併解散 dissolution caused by merger	1	1			1								1							
30.解散 dissolution	1	1			1															2
31.裁定解散 dissolution by ruling	1																1			2

備註：1、委託會計師或律師代理者，應另檢附委託書一份。

Note: A written proxy shall be submitted if application for registration is entrusted to an accountant or attorney.

2、申請變更之董事、監察人及經理人，曾檢送身分證明文件且身分資料無變更者，得免檢附身分證明文件。

For the directors, supervisors and managerial personnel to be changed, exempted from submitting ID certificates if such were submitted in previous application and no ID information has been altered since then.

3、如擔任董事者已於股東同意書同意時，免附。

Exempted for directors with consent already given in shareholder's written consent

4、股東為本國公司或經登記之外國公司者免附。

Exempted for shareholders being domestic companies or registered foreign companies.

5、公司申請設立、合併新設、名稱及所營事業變更者，應於申請書件上載明「公司名稱及所營事業登記預查申請表」核准文號。

In application for registration of incorporation, new incorporation through merger, changes in company name and business scope, approval Ref. No. in the document of "Application for Company Name and Business Scope Reservation" shall be stated in the application form.

6、公司登記所在地之建物所有權人出具之同意書，應載明同意提供使用之公司名稱；建物為公司所自有者或檢附租賃契約影本，免附同意書。

A written consent issued by the owner of the building where the company located shall state therein the name of the company the owner consents to provide the use with; exempted from such written consent if the company owns the building or a photocopy of lease contract of the building is submitted.

7、股東會議事錄文件格式為 A4。

The shareholders' meeting minutes shall be in the format of A4.

8、公司法第七條第一項規定：「公司申請設立登記之資本額，應經會計師查核簽證；公司應於申請設立登記時或設立登記後三十日內，檢送經會計師查核簽證之文件。」於申請設立登記案件，會計師資本額查核報告書得於設立登記後三十日內補送。

Provisions of Paragraph 1 of Article 7 of the Company Act: "The capital amount of a company applying for registration of incorporation shall be audited by an independent certified public accountant; such company shall attach an auditing certificate from an independent certified public accountant when applying for registration of incorporation or within 30 days after the registration of incorporation." For applications for registration of incorporation, the audit report of capital amount issued by an independent certified public accountant can be submitted within 30 days after the registration of incorporation.

9、如股東係無行為能力人時，須由法定代理人代為出具同意書；如股東係限制行為能力人時，出具同意書須經法定代理人允許。

If a shareholder is a person who has no capacity, the written consent shall be issued by proxy by the statutory representative. If a shareholder is a person who is limited in capacity, the written consent shall be issued with permission of the statutory representative.

10、設立(變更)登記表應使用主管機關所定之格式辦理。

The Incorporation (alteration) registration form to be used shall be in the format set by the competent authority.

11、政府股東指派之董事、監察人免附願任同意書。

Submission of written consent to act as director/supervisor shall not apply to directors and supervisors appointed by government shareholders.