

Content

Title :	Regulations Governing Review of Applications for Reservation of Limited Partnership Names and Business Scopes Ch
Date :	2015.11.30
Legislative :	1.Promulgated on November 30, 2015
Content :	<p>Article 1 These Regulations have been enacted pursuant to the provisions set forth in Paragraph 5, Article 13 of the Limited Partnership Act (hereinafter referred to as the "Act").</p> <p>Article 2 Prior to establishing a limited partnership or applying for an amendment to registration of an existing limited partnership that reflects a (new) name and/or business scope, the applicant shall submit an application to the Ministry of Economic Affairs (hereinafter referred to as the "MOEA") to reserve the name of the limited partnership and its business scopes (hereinafter referred to as the "Reservation Application"). A Reservation Application may be filed through network transmission. A Reservation Application may be filed by any of the following applicants: 1. Establishment Registration: The applicant shall be one of the general partners of the proposed limited partnership. If the applicant is a juristic person, the name of its statutory representative or of the representative to be designated by the applicant to exercise its rights as a shareholder of the limited partnership to be established shall be stated in the Reservation Application. 2. Amendment to Limited Partnership Registration: The applicant shall be the registered representative of the limited partnership at the time of filing. 3. Foreign Limited Partnership: The applicant shall be the registered responsible person of the foreign limited partnership or the manager of the branch to be established in the territory of the Republic of China. A Reservation Application is not required to be filed in the case of narrowing the registered business scope as long as the circumstance described in Paragraph 3, Article 8 of these Regulations does not exist. A Reservation Application shall be typed in the format stipulated by the MOEA and shall contain no more than five (5) proposed names for the limited partnership.</p> <p>Article 3 The reservation shall be valid for six (6) months from the date of the approval of the Reservation Application; said term can be extended once for one month if an application for extension is filed prior to the expiration of the initial term. If a limited partnership requires more time to prepare for its business operations pursuant to the applicable laws or regulations, due to the nature of the business involved, or because other legal procedure(s) or registration(s) is (are) required before completing the proposed registration, the MOEA shall otherwise notify the applicant of the term of reservation. If a limited partnership's registration application is not filed during the term of reservation set forth in the preceding two paragraphs, the approval of the Reservation Application shall become null and void.</p> <p>Article 4 The applicant of any approved Reservation Application is not permitted to be replaced during the term of reservation, unless a justifiable cause is submitted to and approved by the competent authority.</p> <p>Article 5 The name of a limited partnership shall be in Chinese characters that can be found in the "Chinese Dictionary" compiled and published by the Ministry of Education of the Republic of China, the "Chinese Thesaurus", the "Collective Dictionary of Chinese Characters", the "Kang Xi Chinese Dictionary", or other generally accepted Chinese dictionaries.</p>

Article 6

The specific part and form of organization shall be indicated in the name of a limited partnership, and the following characters may also be used in the name:

1. Characters that identify the district;
2. Characters that identify the category of business; or
3. Characters that refer to hall, mark, trading, firm, association, enterprise, business, business development, business promotion, industrial field, industry, commerce, or business entity, which are used to identify the organization or nature of the business.

Where any of the characters referred to in Item 1 of the preceding paragraph is used in the name of a limited partnership, such characters shall be placed before the specific part.

Where any of the characters referred to in Item 2 and Item 3 of Paragraph 1 is used in the name of a limited partnership, such characters shall be arranged in the same order as the foregoing Items and placed after the specific part but before the words Limited Partnership.

The name of a foreign limited partnership shall indicate the limited partnership's nationality, which shall be placed before the district name or the specific part of the name of the limited partnership.

Article 7

Whether the names of two limited partnerships or the names of a company and a limited partnership are the same shall be decided based on an overall view of the specific parts of such names. If the specific parts of such names are not the same, such names shall be considered different from each other.

Where the names of two limited partnerships or the names of a limited partnership and a company contain the same specific parts, but also contain any characters that may distinguish different categories of business or any other identifying characters, such names shall be considered different from each other.

The distinguishing characters contained in the name of a limited partnership as referred to in the preceding paragraph shall not be any of the following:

1. Characters that identify the limited partnership, the form of organization, or the district or that are descriptive, such as new, good, old, big/large, small, true, genuine, original, pure, real, authentic, orthodox, hall, mark, trading, firm, or association.
2. If the names of two limited partnerships or the names of a limited partnership and a company contain the same specific parts and indicate the same category of business, the characters added thereafter indicating the organization or nature of the business, such as enterprise, business, business development, business promotion, industrial field, industry, commerce, or business entity.

Article 8

Only one category of business is allowed to be reflected in the name of a limited partnership.

The restriction set forth in the preceding paragraph does not apply to a foreign limited partnership that has submitted an evidentiary document certified by a competent representative office of the Republic of China overseas.

Where the name of a limited partnership contains characters indicating a business that requires special permission as set forth in Paragraph 1, Article 11 of the Act, said specially permitted business shall be registered and listed in the business scope. If said specially permitted business is neither registered nor listed in the business scope, or such special permission is revoked or its registration is cancelled, an application to change the name of the limited partnership shall be filed.

Article 9

The specific part of the name of a limited partnership shall not contain:

1. Only one character;
2. A series of four or more of the same character or two or more characters of the same phrase;
3. The name of the Republic of China or any other country, except where the name of a foreign limited partnership contains the name of its home country; or
4. The characters set forth in Item 2 and Item 3, Paragraph 1, Article 6 of these Regulations or those of the name of a commodity.

Characters that reflect any of the following shall not be used in the name of a limited partnership:

1. Administrative office, service center, welfare center, activity center, farmers' association, fishermen's association, trade association, industrial union, institution, joint society, welfare society, cooperative, symposium, seminar, production or sales class, research institute, firm, social association, social club, mutual assistance association, service station, university, college, cultural

- relics gallery, community, temple, fund, association, judicial person of corporation or foundation, or any name that may mislead the public into believing that the limited partnership has any connection with the government or a public welfare organization;
2. Company, trading company, incorporation, or any other characters that are sufficient to indicate a corporate organization;
 3. Affiliate, business relations, relationship, group, alliance, franchise, or any other characters indicating a joint business operation;
 4. Characters that would be mistakenly thought to be relevant to the professional service scope of specialized technicians;
 5. Characters that would be mistakenly thought to be a business not operated by a profit-seeking enterprise; or
 6. Any other inappropriate characters.

Article 10

The business scopes of a limited partnership shall be stated using the codes and business types set forth in the MOEA's List of Codes of Business Activities of Companies, Firms, and Limited Partnerships, but a statement in code and business type that only indicates that the business "may operate any business not prohibited or restricted by laws or regulations, except for those that require special permission" is not allowed.

Article 11

A Reservation Application shall be denied if the business to be operated by the limited partnership to be established:

1. Would violate public order or good morals;
2. Could be operated only by specific professional(s) or technical personnel;
3. Is not a business operated by any profit-seeking enterprise;
4. Can only be operated by the government in accordance with the law; or
5. Would fulfill any other prohibition prescribed by laws or regulations.

Article 12

An approval or denial decision shall be rendered on a Reservation Application. The proposed names of a limited partnership shall be examined and approved in the order in which they are listed in the Reservation Application, and only one of the proposed names shall be approved. An order requiring a correction or modification shall be issued in the event of any typographic error or unclear description in the business scope.

Article 13

These Regulations shall take effect as of November 30, 2015.