

J. Y. Interpretation No.59 (March 21, 1956) *

ISSUE: What is the force and effect of a surety provided by the responsible person of a corporation on the corporation's behalf when providing surety is not within the Corporation's scope of business?

RELEVANT LAWS:

Article 23 of the Corporation Act (公司法第二十三條) .

KEYWORDS:

suretyship (保證) , the responsible person of the corporation (公司負責人) .**

HOLDING: According to Article 23 of the Company Act, no company should provide suretyship to anyone except as otherwise prescribed in other laws or in the company's articles of incorporation. If the responsible person of the corporation violates Article 23 of the Company Act by providing suretyship to others on behalf of the corporation, the conduct of the responsible person is not considered as the conduct of the company

解釋文：依公司法第二十三條之規定，公司除依其他法律或公司章程規定以保證為業務者外，不得為任何保證人。公司負責人如違反該條規定，以公司名義為人保證，既不能認為公司之行為，對於公司自不發生效力。

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under the law. Thus, the company is not liable for the conduct of its responsible person.