



会社設立手続き  
タイ  
(同日登記の場合)

Company Registration Procedures & Requirements  
(In the case of same-day registration)  
Thailand

	手続等	Procedures	関係 条文	注記	Notes
Day 0 (Prep.)	会社名の 予約	Reservation of company name			
Day 1	基本定款 作成	Write the Memorandum of Association	Section 1099, 111/1		
Day 1	株式の申 込	Share subscription	Section 1104, 1111/1	株式の購入・取得へ の申し込み自体を証 する書類は特段 作成する必要は無 い。申し込みがあっ た事実があれば良 い。	All shares must be subscribed to. There is no need to prepare a subscription document or to register such document. There only needs to be such fact. (It will be mentioned in the MOA and List of Shareholders when registering the company.)
Day 1	法定総会 開催	Hold Statutory Meeting	Section 1107, 1111/1	株式の申込者への 事前の招待状・通知 は不要。	General meeting of subscribers = Statutory Meeting There is no need for 7 days advance notice to the participants, of such Statutory Meeting.
Day 1	全業務・ 責任の発 起人より 取締役へ の移転	Promoters to assign all business to the directors	Section 1111/1	この時点で会社の業 務と責任が取締役に 移転するが、この移 転自体を証する書類 を作成する必要は無 い。(会社の登記 書類に移転があっ た事を示す事とな る。)	There is no need to prepare documents for such assignment. The fact that there was such an assignment will be declared in the DBD's company registration form.

Day 1	資本払込	Capital payment	Section 1111/1	法律上、会社登記の時点で資本金は払い込まれていなければならないが、実務上、法人がまだ存在しない時点で銀行口座を開設する事が基本的には出来ないため後述の手続きを取る必要がある。	25% or more must be paid-up. (In practice, capital payment may occur after company registration.) There is no need to submit to the DBD evidence of capital payment
Day 1	付属定款の作成、登記	Article of Association		独自の付属定款を作成する場合、会社登記の時点でそれも併せて登記をする。作成しない場合、「法律に準拠する」との項目を会社登記の関係書類に選択をする。	Optional (Either prepare a Articles of Association or indicate in the company registration documents that the company will "Follow the applicable law".
Day 1	会社登記	Company registration	Section 1111/1		
ASAP	銀行口座開設	Open a bank account			
ASAP	残高証明の取得	Bank statement			Obtain from bank, a certificate showing that the capital has been paid-up.
ASAP	残高証明の商務省への提出	Submit the bank statement/certificate to the DBD officer		<p>1. 資本金が5百万バーツを超える場合、会社登記日より14日以内に資本金が振り込まれた事を証する残高証明を商務省に提出する必要がある。現物出資の場合、会社への所有権の移転を証する書類を提出する事。</p> <p>2. タイ人(法人または個人)が株式の50%以上を保有する場合、その者が資本金相当の現金を有する事を証明するために残高証明を会社登記時に提出する必要がある。</p>	<p>1. The DBD requires a company with registered capital of more than THB 5,000,000 (no need for 5 MB net but will need for 5,000,001) to submit a bank certificate showing that the company has capital as indicated in the company set up application within 14 days counting from the registration date. In case the capital is a non-cash such as land or other right, the company has to submit an evidence of ownership/right transfer within 30 days counting from registration date</p>

					(please note some type of right cannot be used as capital. please consult us beforehand). 2. In case there is Thai shareholder(s) holding 50% or more of the capital, a bank certificate showing that Thai shareholder(s) has suffice fund to purchase shares must be present to the official upon registration.
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- Articles of Association (AOA) = 付属定款
- Memorandum of Association (MOA) = 基本定款
- Ministry of Commerce (MOC) = 商務省
- ASAP = As soon as possible = 遅滞無く
- Department of Business Development (DBD) = 商務省の事業開発支援庁
- The company may choose to make and register its company seal (rubber stamp).
- 関係条文とは民商法典(Civil and Commercial Code)の会社法関係条文を指す。

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