

## 中文摘要

銀行業公司治理法制所涉及的問題十分廣泛，例如：獨立董監事的設置、銀行風險的特殊性、資本適足性問題、銀行的系統性風險、存款人權益的保障、資訊揭露及透明化、存款保障制度、納稅人曝險的問題、以及信用風險的管理等相關問題，本論文都有深入探討及研究。

本論文先以我國銀行公司治理及其銀行監理法制規範出發，就二者分別論述及探討。本國的部分是以銀行公司治理內控機制包括內部控制及稽核制度，和外控機制：監理制度及市場監督力量，以及資訊揭露的透明化；而在國際規範方面，則先以 2004 年新巴賽爾第二資本協定 (The New Basel Capital Accord, 簡稱 Basel II) 及巴賽爾銀行監理委員會於 2006 年 2 月發表的強化銀行公司治理原則「Enhancing Corporate Governance For Banking Organizations, 2006」的介紹為主；另外在外國法制部分則以英國銀行公司治理及其銀行監理法制規範為師，例如以英國金融服務及市場法 (Financial Services and Markets Act, FSMA) 及其聯合守則 (The Combined Code) 等法令的介紹及分析；再以我國中信金控之中國商業銀行弊案及中華商業銀行弊案，作為本論文實際案例加以研析，並就英國前述的銀行公司治理及其銀行監理法制規範，所帶給我國的省思及啟發，加以比較探討並提出本論文的結論及建議，期使我國能師法英國創新領先的銀行公司治理及其監理法制，並與目前國際規範接軌，完成我國銀行公司治理及其監理國際化、法制完備化的目標。

關鍵字：公司治理、銀行公司治理、金融監理、銀行監理、資訊揭露、英國金融服務及市場法、內部控制及稽核制度。

## **Abstract**

The corporate governance law for banking would have many legal problems, for example: The independent director and supervisor's establishment、The particularity of bank's risk、the capital adequacy problems、the systematic risk of the bank、the protection for the bank depositor's rights and interests、the information disclosure and transparency、the deposit insurance system、the taxpayer's exposure problems, as well as credit risks' management and so on related questions, the present paper has the thorough discussion and the research.

First, the present paper discussed the corporate governance for banking and the bank supervision legal system, separately discuss and discover. The part of our country contains the internal control and audit system inside the mechanism of the corporate governance for banking, and the external controls mechanism : The supervision system and the market inspection strength, as well as the information disclosure transparently; On the other hand, in the international standard aspect, In 2004 (The New Basel Capital Accord, is called Basel II) and the Basel Banking Supervision Committee which published the principle “Enhancing Corporate Governance For Banking Organizations, 2006” in 2006 February, Above all, I have a introduction primarily; Moreover, in the foreign legal system part, I take the corporate governance and supervision for banking in England as the model. For example, the introductions and analysis for FSMA (Financial Services and Markets Act)and the Combined Code and so on .

Then, I analyzed the two actual cases, The China Trust Commercial bank and the China Commercial bank shortcoming document, and overseeing legal system standard on the British bank fore-mentioned situation, taking it as our country's good example to think and to inspire ; So I compared and proposed this present paper's conclusion and the suggestion, and I hope it should enable our country to imitate the Britain to innovate the leading bank corporate governance and the supervisory legal system, and connect with the present international standard trail, completes the internationalization goal of our country’s sound and solid corporate governance and the supervisory legal system for banking.

**Key words:** Corporate Governance 、Corporate Governance for banking 、  
Financial Supervision 、Banking Supervision 、Information Disclosure 、Financial  
Services and Markets Act 、Internal Control and Audit system.