

_____有限公司章程

第一章 總則

第 1 條： 本公司依照公司法規定組織之，定名為 _____ 有限公司。

第 2 條： 本公司經營之事業如左：

1. 。

2. ZZ99999 除許可業務外，得經營法令非禁止或限制之業務。

第 3 條： 本公司設於台北市，必要時得在國內外設立分公司。

第 4 條： 本公司公告方法依照公司法第 28 條規定辦理。

第二章 出資及股東

第 5 條 本公司資本額定為新臺幣 _____ 元。

第 6 條： 本公司股東姓名、住址及其出資額如左：

股東姓名	住址	出資額

第 7 條： 本公司董事非得其他全體股東之同意，股東非得其他全體股東過半數之同意，不得以其出資之全部或一部轉讓與他人。

第 8 條： 本公司每一股東不問出資多寡，均有一表決權。

第三章 董事

第 9 條： 本公司置董事 _____ 人，執行業務並代表公司。(二擇一)

第 9 條： 本公司置董事 _____ 人、並置董事長 1 人對外代表公司。(二擇一)

第 10 條： 董事之報酬得於章程內訂明或依特約另定之。

第四章 經理人

第 11 條： 本公司得設經理人，其委任、解任及報酬依照公司法第 29 條規定辦理。

第五章 會計

第 12 條： 本公司會計年度每年自 1 月 1 日起至 12 月 31 日止辦理總決算一次。

第 13 條： 本公司應於每屆會計年度終了後，由董事造具左列表冊請求各股東承認。

(一)營業報告書。(二)財務報表。(三)盈餘分派或虧損撥補之議案。

第 14 條： 本公司股息定為年息 _____ 分，但公司無盈餘時，不得以本作息。

第 15 條： 公司年度如有獲利，應提撥 _____ %(或 _____ 元)為員工酬勞。但公司尚有累積虧損時，應預先保留彌補數額。

Chinese/English Version

For reference only

第 16 條： 公司年度總決算如有盈餘，應先提繳稅款、彌補累積虧損，次提 10% 為法定盈餘公積，其餘除派付股息外，如尚有盈餘，再由股東同意分派股東紅利。

第 17 條： 本公司盈餘虧損，按照各股東出資比例分派之。

第六章 附則

第 18 條： 本章程未訂事項，悉依公司法規定辦理。

第 19 條： 本章程訂立於民國 年 月 日。

有限公司

公司印章	股東姓名	(全體股東簽名或蓋章)

Articles of Incorporation of _____

Chapter 1 General Provisions

- Article 1 The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be _____.
- Article 2 The scope of business of the Corporation shall be as follows:
1.
2.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Company shall have its head office in Taipei City, the Republic of China, and may set up branch offices within or outside the territory of the Republic of China when deemed necessary.
- Article 4 Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Capital and Shareholders

- Article 5 The total capital stock of the Company shall be in the amount of _____ New Taiwan Dollars.
- Article 6 The name, address and capital contribution of each shareholder of the Company shall be as follows:
- | Name | Address | Capital Contribution |
|------|---------|----------------------|
|------|---------|----------------------|
- Article 7 The director(s) shall not, without the unanimous consent of all other shareholders, transfer all or part of their contribution to the capital of the Company to another person(s).
The shareholder(s) shall not, without the majority consent of all other shareholders, transfer all or part of their contribution to the capital of the Company to another person(s).
- Article 8 Each shareholder shall have one vote irrespective of the amount of his contribution to capital.

Chapter 3 Directors

- Article 9 The Company shall have_____ Director(s) who shall externally represent the Company. (Alternative 1)
- Article 9 The Company shall have_____ Director(s) and one chairman of directors who shall externally represent the Company. (Alternative 2)
- Article 10 The remuneration of director(s) shall be provided in the Articles of Incorporation or in a special agreement.

Chapter 4 Managerial Officers

- Article 11 The Company may have one or more managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 5 Accounting

- Article 12 The Company shall have the closing of annual accounts for each fiscal year from January 1 to December 31.
- Article 13 After the close of each fiscal year, the following reports shall be prepared by the director(s) and sent to each shareholder for their approval:
1. Report on Operations
 2. Financial Reports
 3. Proposal Concerning Appropriation of Net Profits or Making up Losses
- Article 14 The Company dividends are ___% per year. The Company shall not pay dividends from the capital if there are no surplus earnings.
- Article 15 If there is profit at the end of each fiscal year, a ratio_____ (or fixed amount____) of profit of the current year distributable as employees' compensation shall be appropriated. However, the Company's accumulated losses shall have been covered first.

Article 16 After closing of accounts, if there are earnings, the Company shall first pay tax, make up losses for the preceding years and then set aside a legal reserve of 10% of the net profit. After the dividends are distributed, the remaining profit shall be distributed as Shareholders' dividends subject to shareholders approval.

Article 17 The profit distribution and loss of the Company are based on the ratio of capital contribution made by each shareholder.

Chapter 6 Supplementary Provisions

Article 18 In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 19 These Articles of Incorporation are agreed to and signed on _____.
(Date)

Company Name

Company Seal	Name of Shareholders	Sign or Seal by all shareholders