

股份有限公司章程

第一章 總則

- 第 1 條： 本公司依照公司法規定組織之，定名為____股份有限公司。
- 第 2 條： 本公司所營事業如左：
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： 本公司設總公司於台北市，必要時經董事會之決議得在國內外設立分公司。
- 第 4 條： 本公司之公告方法依照公司法第 28 條規定辦理。

第二章 股份

- 第 5 條 本公司資本總額定為新臺幣____元，分為____股，每股金額新臺幣____元，全額發行(或得分次發行)。
- 第 6 條： 本公司股票概為記名式，由董事 3 人以上簽名或蓋章，經依法簽證後發行之。
- 第 7 條： 股東名稱記載之變更，於股東常會開會前 30 日內，股東臨時會開會前 15 日內，或公司決定分派股息及紅利或其他利益之基準日前 5 日內，不得為之。

第三章 股東會

- 第 8 條： 股東會分常會及臨時會 2 種。常會每年至少召集一次，於每會計年度終了後 6 個月內由董事會依法召開；臨時會於必要時依法召集之。
- 第 9 條： 股東得於每次股東會，出具公司印發之委託書，載明授權範圍，委託代理人，出席股東會。
- 第 10 條： 本公司各股東，每股有一表決權。但公司依法自己持有之股份，無表決權。
- 第 11 條： 股東會之決議，除公司法另有規定外，應有代表已發行股份總數過半數股東之出席，以出席股東表決權過半數之同意行之。
- 第 12 條： 本公司僅為政府或法人股東一人所組織時，股東會職權由董事會行使，不適用本章程有關股東會之規定。

第四章 董事及監察人

- 第 13 條： 本公司設董事__人，監察人__人，任期 3 年，由股東會就有行為能力之人選任，連選得連任。
- 第 14 條： 董事會由董事組織之，由三分之二以上董事之出席，及出席董事過半數之同意互推董事長 1 人(及副董事長 1 人)，董事長對外代表公司。
- 第 15 條： 董事長請假或因故不能行使職權時，其代理依公司法第 208 條規定辦理。
- 第 16 條 全體董事及監察人之報酬，由股東會議定之，不論營業盈虧得依同業通常水準支給之。

第五章 經理人

第 17 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。

第六章 會計

第 18 條：本公司每屆會計年度終了，董事會應編造營業報告書、財務報表及盈餘分派或虧損撥補之議案，並提請股東常會承認。

第 19 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 20 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。

第 21 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，再由股東會決議分派股東紅利。

第 22 條：本章程未訂事項，悉依公司法規定辦理。

第 23 條：本章程訂立於民國 年 月 日。

股份有限公司

(加蓋公司印章)

董事長：

(加蓋負責人印章)

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 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, pursuant to a resolution adopted at the meeting of the Board of Directors, 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 Stock

- Article 5 The total capital stock of the Company shall be in the amount of _____ New Taiwan Dollars, divided into _____ shares, at ____ New Taiwan Dollars each, to be fully issued (or to be issued in installments).
- Article 6 The share certificates of the Company shall be in registered form, and before they are issued, shall be signed by or affixed with the seals of no less than three Directors of the Company, and be certified pursuant to the law.
- Article 7 Registration for transfer of shares shall be suspended for a period of thirty days before the convening date of a regular shareholders meeting, fifteen days before the convening date of a special shareholders meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

Chapter 3 Shareholders' Meeting

- Article 8 Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.
- Article 9 A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to the proxy.
- Article 10 Each shareholder is entitled to one vote for each share held. However, those shares held by the Company itself in accordance with the laws are without voting right.
- Article 11 Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.
- Article 12 If the Company is held by the government or a single corporate shareholder, the functional duties and power of the shareholders' meeting shall be exercised by the Board of Directors of the Company; in which case the provisions relating to the shareholders' meeting as set out in these Articles of Incorporation shall not apply.

Chapter 4 Directors and Supervisors

- Article 13 The Company shall have ____ Directors and ____ Supervisor(s) to be elected at the shareholders meeting from among the individuals of legal capacity, with the term of three years. All Directors and Supervisor(s) shall be eligible for re-election.
- Article 14 The Directors shall constitute the Board of Directors and shall elect one Chairman (and one vice Chairman) of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The Chairman shall externally represent the Company.

Article 15 In case the Chairman of the Board of Directors is on leave or absent or can not exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

Article 16 Remuneration of Directors and Supervisor(s) of the Company shall be determined by the shareholders' meeting and may be paid at such level as generally adopted by the enterprises of the same industry, no matter whether the Company is in a loss or not.

Chapter 5 Managerial Officials

Article 17 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 6 Accounting

Article 18 After the close of each fiscal year, a report on operations, financial statements and proposals concerning appropriation of net profits or making up losses shall be prepared by the Board of Directors, and shall be submitted to the regular meeting of shareholders for acceptance.

Article 19 The Company dividends are ____% per year. The Company shall not pay dividends from the capital if there are no surplus earnings.

Article 20 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 21 After closing of accounts, if there is earnings, the Company shall first pay the tax, make up the 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 upon subject to the approval of the shareholders meeting.

Chinese/English Version
For reference only

Article 22 In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 23 These Articles of Incorporation are agreed to and signed on Date .

Company Name

(Seal)

Chairman of the
Board of Directors

(Seal)

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