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https://www.100test.com/kao_ti2020/469/2021_2022__E4_B8_AD_E5_A4_96_E5_90_88_E8_c67_469160.htm 英文：ARTICLES OF ASSOCIATION FOR _____ LIMITED LIABILITY COMPANY INDEX
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Chapter 1 General Provision
Article 1 In accordance with the "Law of the Peoples Republic of China on joint Venture Using Chinese and Foreign Investment" and the contract signed on in _____ , china , by _____ , × Co.(hereinafter referred to as Party A). and × × × Co. , Ltd. (hereinafar referred to as Party A) , to set up a joint venture , × × Limited Liability Company (hereinafter referred to as joint venture company) , the Articles of Association hereby is formulated.
Article 2 The names of the joint venture company shall be × × Limited Liability Company Its abbreviation is The Legal address of the joint venture company is at
Article 3 The names and legal addresses of each parties are as follows: Party A: × Co. , China , and its legal address is party B: × × × Co. , Ltd , and its legal address is Article

4The organization form of joint venture company is a limited liability company. The liabilities of each party to the joint venture company just limits to its contributed capital , which stipulated in the Articles of Association or in the revised afterwards. The profits , risks and losses of the joint venture company shall be shared by the parties in proportion to their contributions of the registered capital.Article

5The joint venture company has the status of a legal person and is subject to the jurisdiction and protection of Chinese laws concerned. All activities of the joint venture company shall be governed by the laws. decrees and pertinent rules and regulations of the Peoples

Republis of China. Chapter 2 The Purpose , Scope and Scale of the

Business Article 6The prupose of the parties to the joint venture is in conformity with the wish of enhancing the economic cooperation and technical exchanges , to raise economic results and ensure satisfactory economic benefits for each investor by improving the product quality , devloping new products , and gaining competitive position in the world market in quality and price through advanced and appropriate technology and scientific management.Article 7Business scope of the joint venture company

isArticle 8The production scale of the joint venture company are at follows:Article 9The produets of the joint venture company will be

sold on Chinese market and overseas market and after-sale services will be provided by themslves. In order to pursuing the success and development of the joint venture company , the joint venture

company shall give the top priority on export of the products and earning foreign currency.Chapter 3 Total Amount of Investment and

the Registered Capital Article 10 The total amount of investment of the joint venture company is V. S. Dollars. The registered capital for the joint venture company is V. S. Dollars. Article 11 Both parties shall contribute the capital as follows: Party A shall pay accounts for % includes: 1) 2) Party B shall pay accounts for % includes: 1) Factory site and others: us Dollars. 2) Equipment: us Dollars Article 12 The amount of the investment in Article 10 shall be paid by Party A and Party B according to the time limit stipulated in the contract. Article 13 After the payment of investment by the parties to the joint venture , a Chinese registered accountant invited by the joint venture company shall verify it and provide a certificate for contributed investment. Thereafter the joint venture company shall issue an investment certificate to confirm the date and amount of the contribution. Article 14 Within the term of the joint venture , the joint venture company shall not reduce its registered capital. Neither party shall be allowed to mortgage any part of the investment to the third party. Article 15 Any increase , assignment of the registered capital of the joint venture company shall be approved by the board of directors and submitted to the original examining and approving authority for approval. The registration procedures for changes shall be dealt with at the original registration and administration office. Chapter 4 The Board of Directors Article 16 The joint venture company shall establish the board of directors which is the highest authority of the joint venture company. Article 17 The board of directors shall decide all major issues concerning the joint venture company. As for the following issues. unanimous approval shall be

required:1)amending the Articles of Association of the joint venture company .2)discussing and deciding the termination and dissolution of the joint venture company.3)deciding the merger , affiliation and consolidation of the joint venture company with other economic organization. 4)deciding the increase and assignment of the registered capital.5)deciding to set up branches.6)ratifying the project of development on medium term and long term.7)deciding an annual management strategy and plan. 8)ratifying fiscal budget , fiscal report and accounting statement. 9)deciding the plan on annual profits sharing.10)inviting and dismissing the general manager and the deputy general managers.11)settling the disputes between each party to the joint venture and joint venture company.As for other matters , approval by more than_____ directors shall be required. such as.1)deciding the top line of annual circulating capital and issues on purchasing , leasing and mortgage of assets in the joint venture company.2)approving. the labor contracts and other important regulations of the joint venture company.3)examining and approving the annual business report submitted by the general manager.4)inviting and dismissing the senior administrative personal who shall be recommended by general manager , and deciding their salary and welfare.5)deciding the system of salary and welfare for staff and workers in joint venture company in accordance with the relevant regulations of China.6)defining and adjusting the structure of the joint venture company7)deciding the proportion of allocation for reserve funds , expansion funds and bonuses from the taxed profits of joint venture company.8)deciding the types and

scope of insurances for joint venture company 9)deciding the scope of authorized power for the general manager. 10)deciding the plan on living houses and other welfare for staff and workers of joint venture company. 11)deciding other matters which shall made decision by the board of directors.

Article 18The board of directors shall consist of directors. of which directors shall be appointed by Party A , by Party B. The term of office for the directors is four years and may be renewed. When appointing and replacing directors , a written notice shall be submitted to the board and the other party.

Article 19The board of directors shall convene at least one meeting every year. The chairman may convene an interim meeting based on a proposal made by more than _____(including)directors. The board meeting will be held in principle in _____.

Article 20The chairman shall give each director a written notice thirty (30) days before the date of the board meeting. The notice shall cover the agenda , time and place of the. Should the directors be unable to attend the board meeting meeting , he may present aproxy in writtenform to the board. In case the director neither attends nor entrusts others to attend the meeting , he will be regarded as abstention.

Article 22The board meeting requires a quorum of over three quarter of the total number of directors. When the quorum is less than three quqrter , the decisions adopted by the board meeting are invalid. Detailed written records shall be made for each board meeting and signed by all the attended directors or by the attended proxy. The record shall be made in Chinese and in English , and shall be filed with the company.

Chapter 5 Business

Management Office Article 22 The joint venture company shall establish a management office which shall be responsible for its daily management. The management office shall have one general manager , deputy general managers. They shall be invited by the board of directors whose term of office is four years and may be renewed by the board of directors. Article 23 The system of job responsibility of the general manager under the board of directors is adopted by the joint venture company. The general manager shall be responsible to the board of directors directly , carry out the decisions of the board of directors and organize the daily works on production , technology and management of joint venture company. Article 24 At the invitation of the board of directors , the chairman , vice chairman of directors of the board may concurrently be the general manager , deputy general manager and general manager assistant of the joint venture company. Article 25 The general manager or deputy general managers shall not hold positions concurrently as general manager or deputy general manager of other economic organizations on commercial competition with their own joint venture company without the approval of the board of directors. Article 26 The general manager , deputy general managers and other senior administrative personnel who ask for resignation shall submit their written reports to the board of directors in advance. In case any one of the above-mentioned persons conduct graft or serious dereliction of duty , they may be dismissed at any time upon the decision of the board. Chapter 6 finance and Accounting Article 27 The finance and accounting of the

joint venture company shall be handled in accordance with the "Stipulations of the Finance and Accounting System of the Joint Venture Using Chinese and Foreign Investment" which formulated by the Ministry of Finance of the Peoples Republic of China. Article 28 The fiscal year of the joint venture company shall be calendar year from January 1 to December 31. All vouchers , receipts , accounting statiments and reports , accounting books shall be written in Chinese and English. Article 29 The joint venture company adopts Renminbi (RMB) as its accounts keeping unit. The conversion of RMB into other currency shall be in accordance with the exchange rate of the converting day published by the State Administration of Foreign Exchange Control of the Peoples Republic of China. Article 30 The joint venture company shall open accounts in RMB and foreign currency with the Band of China or other banks which agreed by the Bank of China. Article 31 The accounting of the joint venture company shall adopt the internationally used accrual basis and debit and credit accouting system in their work. Article 32 The accounting books of the joint venture company shall include the following contents: (1) all amount of income and payment and payment in cash of the joint venture company. (2) situations concerning sale and purchasing the materials of the joint venture company. (3) situations concerning registered capital and debt of the joint venture company. (4) situations concerning and assignment of the registered capital. Article 33 In the first three months of each fiscal year , the manager shall prepare the profits years balance sheet , profit and loss statement and proposal

regarding the disposal of profits which should be examined and signed by the auditor , then submit them to the board of directors. Article 34 Parties of the joint venture company have the right to invite an auditor to undertake annual financial check and examination at his own expense. The joint venture company shall provide convenience for the checking and examination. Article 35 The depreciation period for the fixed assets of the joint venture company shall be decided by the board of directors in accordance with the "The Income Tax Law of the Peoples R-public of Chian for Foreign Investment Enterprises and Foreign Enterprises" Article 36 All matters concerning foreign exchange shall be handled in accordance with the "rovisional Regulations for Exchange Control of the Peoples Republic of China" and other pertaining regulations.

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