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only in those cases which are specifically provided by law*.

**Article 19** If the right to the use of one's name is unlawfully infringed, application may be made to the Court for the suppression* of the infringement and for damages.

**Article 20** A person who resides in a place with the intention of remaining there permanently upon presence of supporting fact established his domicile* at that place.

A person may not have more than one domicile at one and the same time.

**Article 21** The domicile of a person incapable of disposing or limited in disposing capacity is the domicile of his statutory agent.

**Article 22** In either of the following cases a person's residence* is deemed to be his domicile:

1. Where his domicile is unknown;
2. Where he has no domicile in China, except when otherwise provided by law regarding the *lex domicilii*.*

**Article 23** If a person has chosen a residence for a special purpose, the residence is deemed to be his domicile for that purpose.

**Article 24** Domicile is lost if discontinued with the intention of abandoning* it upon presence of supporting fact.

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**Title 2 Juristic Persons**

**PART 1 GENERAL PROVISIONS**

| be specifically provided by law 除法律有特別規定外 | residence 居所 |
| suppression 鎮壓、抑制 | *lex domicilii* (拉)住所地法 |
| domicile 住所 | abandon 廢止 |

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Article 25 A juristic person* can exist only in accordance with the provisions of this Code or of any other law.

Article 26 Within the limits prescribed by law or ordinances, a juristic person has the capacity of enjoying rights and assuming* obligations with the exception of those rights and obligations which appertain exclusively to natural persons.

Article 27 A juristic person must have at least one director. If there are more than one director, unless otherwise specified for by its constitution, execution of affairs of the juristic person shall be determined by resolution adopted by a majority of all the directors*.

For the management of its affairs, a juristic person shall be represented by its director. If there are more than one director, all directors may represent the juristic person unless it is otherwise specified for by its constitution.

No limitation placed upon the right of representation* of a director may be set up against bona fide* third parties.

A juristic person may have one or more controllers to supervise execution of the juristic person’s affairs. If there are more than one controllers, each controller may exercise his right of supervision alone unless it is otherwise specified for by its constitution.

Article 28 The juristic person is jointly liable* with the wrongdoer* for the injury done by its directors or persons who are entitled to repre-
sent it in the performance of their duties.

Article 29 The domicile of a juristic person is at the place where it has its principal office.

Article 30 A juristic person cannot come into existence unless registered with the competent authorities.

Article 31 A registered juristic person cannot, as against third parties, avail itself of unregistered matters which should have been registered, or of unregistered changes in registered matters.

Article 32 The activities of a juristic person which has been authorized are subject to the control of the competent authorities. The competent authorities may examine its financial situation, and ascertain whether the conditions of the authorization and other legal requirements have been complied with.

Article 33 The director or controller of an authorized juristic person who disobeys a supervising order of, or obstructs an inspection by, the competent authorities, may be punished with a fine not exceeding five thousand yuan.

The competent authorities may apply to the Court for discharge of their positions and make other necessary disposition if the director or controller set forth in the preceding paragraph violates the laws and regulations or the constitution to an extent that may damage the interests of the public or the juristic person.

Article 34 If a juristic person violates any of the conditions of authorization the appropriate competent authority may order it to be subject to the control of the competent authority.
the conditions under which the authorization has been granted, the authorization may be revoked by the competent authorities.

Article 35 Where the assets* of a juristic person are insufficient to meet its liabilities, the directors shall forthwith apply to the Court for a declaration of bankruptcy*.

If application as provided in the preceeding paragraph has not be filed so that creditors of the juristic person incur damage, the director which is in fault shall be responsible for the damage; if there are more than one director in fault, they shall be responsible for* the damage jointly.

Article 36 Whenever the object* or the activities of a juristic person are found to be contrary to law, public order or good morals, the Court may order the dissolution* of the juristic person on the application of the competent authorities, the public procurator or any interested person.

Article 37 After the dissolution of a juristic person the liquidation* is effected by its directors, unless otherwise provided by the constitution* or by a special resolution* of the general meeting* of members.

Article 38 When the appointment of liquidator* under the preceding article is impossible, the Court may appoint liquidators upon ap...
The competent authorities shall notify the Court simultaneously for cancelling license to or ordering dissolution of a juristic person.

"Wind up" 結束
"to wind up a business company" 結束公司
"discharge" 償還
"surplus" 剩餘
"in so far as" 至於……程度
"supervision" 監督
"unless otherwise provided by" 除……外
"as far as" 就……討論
"conformity" 遵照
The director shall report the Court within fifteen days for dissolution of the juristic person pursuant to provisions in its constitution or resolution of its general meeting of members.

Article 43  A liquidator who disobeys a supervisory order of the Court or who obstructs an inspection by the Court may be punished with a fine not exceeding five thousand yuan. The director who violates the provision in the paragraph 3 of the preceding article may be punished with the same fine.

Article 44  Unless otherwise provided for by law, after the juristic person has been dissolved and its liabilities discharged, the remaining assets shall be assigned in conformity with its constitution or the resolution of the general meeting of members, and the remaining assets of a juristic person for the purpose of public benefit shall not belong to any natural person or profit-seeking organization after its dissolution.

In the absence of any such provision in the law, or in the constitution or of a resolution of the general meeting of members, the remaining assets devolve upon the local autonomous* institutions of the place in which the juristic person is domiciled.

PART 2 ASSOCIATIONS

Article 45  An association* whose object is to make profits acquires juristic personality in accordance with the provisions of special laws.

autonomous  自治    association  社團
Article 46 An association whose object is for the promotion* of public welfare* must, prior to registering itself, be authorized by the competent authorities.

Article 47 In order to form an association a constitution must be drawn up* which shall contain the following particulars*:
1. Object;
2. Name;
3. Provisions relating to the number, term of office, appointment and dismissal* of directors; and provisions relating to the number, term of office, appointment and dismissal of controllers, if any;
4. The conditions and formalities for calling* the general meeting of members, and the method for the authentication* of its resolutions;
5. Provisions concerning the contributions* of the members;
6. Provisions concerning the acquisition* and lose of membership.
7. The date of the constitution be drawn up.

Article 48 In order to form an association the following particulars shall be registered:
1. Object;
2. Name;
3. The principal and branch officers;
4. The names and domiciles of its directors;
tors; and the names and domiciles of its controllers, if any;
5. The total amount of its assets;
6. If the association has been authorized, the date and particulars of the authorization;
7. The method of contributing property, if such method has been fixed;
8. Name of the director who represent the juristic person, if any;
9. The period of its existence, if such period has been fixed.

The association shall be registered by the directors with the competent authorities of the principal office and branch offices. A copy of the constitution shall be annexed to the petition for registration.

**Article 49** The constitution may provide for the organization of the association and the relations of the association with its members, provided that nothing therein shall contravene* the provisions of Articles 50 to 58.

**Article 50** The general meeting of members of an association is the organ in which the supreme power of the association is vested*.

The following matters shall be decided by a resolution of the general meeting of members:

1. Alterations in the constitution;
2. Appointment and dismissal of directors and controllers;
3. Supervision of the directors and controllers in the performance of their duties;

*contravence  違反、抵觸  vest 賦與……權力（權利）

**設有監察人者，其姓名及住所。**
**五 財產之總額。**
**六 應受設立許可者，其許可之年、月、日。**

**七** 定有出資方法者，其方法。
**八** 定有代表法人之董事者，其姓名。
**九** 定有存立時期者，其時期。

社團之登記，由董事向其主事務所及分事務所所在地之主管機關行之，並應附具章程備案。

**第四十九條** 社團之組織，及社團與社員之關係，以不違反第五十條至第五十八條之規定為限，得以章程定之。

**第五十條** 社團以總會為最高機關。

左列事項應經總會之決議：

一 變更章程。
二 任免董事及監察人。
三 監督董事及監察人職務之執行。
Article 51 The general meeting of members shall be called at least once per year by the director; the controller may call the general meeting of members provided the controller does not call the general meeting.

If over one-tenth of the members of an association request the directors to call a general meeting, specifying the objects of the meeting and the reasons for its convocation*, the directors must call the meeting accordingly.

If no general meeting is called by the directors within one month after the receipt of the above request, the members who have made the request may call the meeting, with the authorization of the Court.

Article 52 Unless otherwise provided for in the constitution, notice shall be given to the members 30 days in advance for calling of a general meeting of members. Purposes of the general meeting shall be indicated in the notice.

Unless it is otherwise restricted by the constitution, a member may delegate a proxy with a written power of attorney to exercise his voting power, but each person may act as
proxy for one member only.

A member who has a personal interest in the matter under resolution of the general meeting of members which may impair the interest of the association shall not vote nor exercising the voting power on behalf of another member.

Article 53 A resolution involving an alteration in the constitution of an association can be passed only at a meeting at which the majority of the members of the association are present, and by a majority of more than three-fourths of the members present or when more than two-thirds of the members of the association declare in writing* their consent thereto.

A resolution has been authorized a 社員對於總會決議事項，因自身利害關係而有損害社團利益之虞時，該社員不得加入表決，亦不得代理他人行使表決權。

第五十三條 社團變更章程之決議，應有全體社員過半數之出席，出席社員四分之三以上之同意，或有全體社員三分之二以上書面之同意。