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only in those case 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.

Title 2 Juristic Persons

PART I GENERAL PROVISIONS

be specifically provided by law 除法律有特別規定外
 suppression 鎮壓、抑制
 domicile 住所

賠償或慰撫金。

第十九條 姓名權受侵害者，得請求法院除去其侵害，並得請求損害賠償。

第二十條 依一定事實，足認以久住之意思，住於一定之地域者，即為設定其住所於該地。

一人同時不得有兩住所。

第二十一條 無行為能力及限制行為能力人，以其法定代理人之住所為住所。

第二十二條 遇有左列情形之一者，其居所視為住所：

- 一 住所無可考者。
- 二 在中國無住所者。但依法須依住所地法者，不在此限。

第二十三條 因特定行為選定居所者，關於其行為，視為住所。

第二十四條 依一定事實，足認以廢止之意思離去其住所者，即為廢止其住所。

第二節 法人 第一款 通則

residence 居所
 lex domicilii (拉)住所地法
 abandon 廢止

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-

juristic person	法人	director	董事	bona fide	(拉)善意	wrongdoer	犯罪人
assume	負擔	representation	代表權	be jointly liable	連帶負責		

第二十五條 法人非依本法或其他法律之規定，不得成立。

第二十六條 法人於法令限制內，有享受權利、負擔義務之能力。但專屬於自然人之權利義務，不在此限。

第二十七條 法人應設董事。董事有數人者，法人事務之執行，除章程另有規定外，取決於全體董事過半數之同意。

董事就法人一切事務，對外代表法人。董事有數人者，除章程另有規定外，各董事均得代表法人。

對於董事代表權所加之限制，不得對抗善意第三人。

法人得設監察人，監察法人事務之執行。監察人有數人者，除章程另有規定外，各監察人均得單獨行使監察權。

第二十八條 法人對於其董事或其他有代表權之人因執行職務所加於他人之損

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 interests of the public or the juristic person.

Article 34 If a juristic person violates any of

competent authority 主管機關 authorize 許可 be subject to 服從

害，與該行為人連帶負擔賠償之責任。

第二十九條 法人以其主事務所之所在地為住所。

第三十條 法人非經向主管機關登記，不得成立。

第三十一條 法人登記後，有應登記之事項，而不登記，或已登記之事項有變更而不為變更之登記者，不得以其事項對抗第三人。

第三十二條 受設立許可之法人，其業務屬於主管機關監督，主管機關得檢查其財產狀況及其有無違反許可條件與其他法律之規定。

第三十三條 受設立許可法人之董事或監察人，不遵主管機關監督之命令，或妨礙其檢查者，得處以五千元以下之罰鍰。

前項董事或監察人違反法令或章程，足以危害公益或法人之利益者，主管機關得請求法院解除其職務，並為其他必要之處置。

第三十四條 法人違反設立

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 preceding paragraph has not been 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-

許可之條件者，主管機關得撤銷其許可。

第三十五條 法人之財產不能清償債務時，董事應即向法院聲請破產。

不為前項聲請，致法人之債權人受損害時，有過失之董事，應負賠償責任，其有二人以上時，應連帶負責。

第三十六條 法人之目的或其行為，有違反法律、公共秩序或善良風俗者，法院得因主管機關、檢察官或利害關係人之請求，宣告解散。

第三十七條 法人解散後，其財產之清算，由董事為之。但其章程有特別規定，或總會另有決議者，不在此限。

第三十八條 不能依前條規定，定其清算人時，法院得因主管機關、檢察官或

assets 財產

assets and liabilities 資產和負債

personal assets 動產

real assets 不動產

be insufficient to 不足

bankruptcy 破產

be responsible for 負責

object 目的

dissolution 分解、分裂、解散

liquidation 清算

constitution 章程

resolution 決議

general meeting 總會

liquidator 清算人

plication of the competent authorities, public prosecutor or interested party.

Article 39 All liquidators may be removed by the Court whenever the Court deems it necessary.

Article 40 It shall be the duty of the liquidators:

1. to wind up* pending business;
2. to collect the assets and discharge* the liabilities
3. to deliver the surplus* of assets, if any, to the persons entitled thereto.

Until the liquidation is completed, the dissolved juristic person is deemed to continue to exist in so far as* is necessary for the purpose of the liquidation.

Article 41 Unless otherwise provided by* these General Provisions, the liquidation shall be carried out, as far as* possible, in conformity* with the legal provisions concerning the liquidation of limited companies.

Article 42 The liquidation of a juristic person shall be subject to the supervision* of the Court. The Court may from time to time make inspection and disposition necessary for the supervision.

The competent authorities shall notify the Court simultaneously for cancelling license to or ordering dissolution of a juristic person.

利害關係人之聲請，或依職權，選任清算人。

第三十九條 清算人，法院認為有必要時，得解除其任務。

第四十條 清算人之職務如左：

- 一 了結現務。
- 二 收取債權，清償債務。
- 三 移交贖餘財產於應得者。

法人至清算終結止，在清算之必要範圍內，視為存續。

第四十一條 清算之程序，除本通則有規定外，準用股份有限公司清算之規定。

第四十二條 法人之清算，屬於法院監督。法院得隨時為監督上必要之檢查及處分。

法人經主管機關撤銷許可或命令解散者，主管機關應同時通知法院。

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

不即之夫，帶或公去官直，為定不規院或一會

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

法人經依章程規定或總會決議解散者，董事應於十五日內報告法院。

第四十三條 清算人不遵法院監督命令，或妨礙檢查者，得處以五千元以下之罰鍰。董事違反前條第三項之規定者亦同。

第四十四條 法人解散後，除法律另有規定外，於清償債務後，其贖餘財產之歸屬，應依其章程之規定，或總會之決議。但以公益為目的之法人解散時，其贖餘財產不得歸屬於自然人或以營利為目的之團體。

如無前項法律或章程之規定或總會之決議時，其贖餘財產歸屬於法人住所所在地之地方自治團體。

第二款 社團

第四十五條 以營利為目的之社團，其取得法人資格，依特別法之規定。

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

第四十六條 以公益為目的之社團，於登記前，應得主管機關之許可。

Article 47 In order to form an association a constitution must be drawn up* which shall contain the following particulars*:

第四十七條 設立社團者，應訂定章程，其應記載之事項如左：

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 .

- 一 目的。
- 二 名稱。
- 三 董事之人數、任期及任免。設有監察人者，其人數、任期及任免。
- 四 總會召集之條件、程序及其決議證明之方法。
- 五 社員之出資。
- 六 社員資格之取得與喪失。
- 七 訂定章程之年、月、日。

Article 48 In order to form an association the following particulars shall be registered:

第四十八條 社團設立時，應登記之事項如左：

1. Object;
2. Name;
3. The principal and branch officers;
4. The names and domiciles of its direc-

- 一 目的。
- 二 名稱。
- 三 主事務所及分事務所。
- 四 董事之姓名及住所。

promotion 促進、提倡、獎勵

particulars 事項

authentication 證明、鑑定

public welfare 公益

dismissal 辭職、解除職務

contribution 出資

be drawn up 訂定

call 召集

acquisition 獲得

- 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 contravence* 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

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。

contravence 違反、抵觸 vest 賦與……權力(權利)

to be duties;

Expulsion* of members for a proper cause.

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.

Unless otherwise specified 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.

Article 52 Unless otherwise provided in this Code, a resolution of the general meeting of members is valid if passed by a majority vote of the members present*.

Members shall have equal votes.

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

四 開除社員。但以有正當理由時為限。

第五十一條 總會由董事召集之，每年至少召集一次。董事不為召集時，監察人得召集之。

如有全體社員十分之一以上之請求，表明會議目的及召集理由，請求召集時，董事應召集之。

董事受前項之請求後，一個月內不為召集者，得由請求之社員，經法院之許可召集之。

總會之召集，除章程另有規定外，應於三十日前對各社員發出通知。通知內應載明會議目的事項。

第五十二條 總會決議，除本法有特別規定外，以出席社員過半數決之。

社員有平等之表決權。社員表決權之行使，除章程另有限制外，得以書面授權他人代理為之。但一人僅得代理社員一人。

Expulsion 開除 convocation 會議之召集 present 出席

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.

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。

受設立許可之社團，變更