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中华人民共和国民法总则      General Rules of the Civil Law of the People's Republic of China

中华人民共和国主席令第六十六号      Order of the President of the People's Republic of China No.66

2017年3月15日      March 15, 2017

《中华人民共和国民法总则》已由中华人民共和国第十二届全国人民代表大会第五次会议于2017年3月15日通过，现予公布，自2017年10月1日起施行。

The General Rules of the Civil Law of the People's Republic of China have been adopted at the Fifth Session of the 12th National People's Congress of the People's Republic of China on March 15, 2017 and are hereby promulgated, effective from October 1, 2017.

中华人民共和国主席 习近平      President of the People's Republic of China Xi Jinping

中华人民共和国民法总则      General Rules of the Civil Law of the People's Republic of China

(2017年3月15日第十二届全国人民代表大会第五次会议通过)      (Adopted at the Fifth Session of the 12th National People's Congress on March 15, 2017)

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## 第一章 基本规定

## Chapter I General Provisions

第一条 为了保护民事主体的合法权益，调整民事关系，维护社会和经济秩序，适应中国特色社会主义发展要求，弘扬社会主义核心价值观，根据宪法，制定本法。

Article 1 This Law is formulated in accordance with the Constitution in order to protect the lawful rights and interests of civil subjects, adjust civil relations and maintain the social and economic order, so as to meet the needs of developing socialism with Chinese characteristics and carrying forward socialist core values.

第二条 民法调整平等主体的自然人、法人和非法人组织之间的人身关系和财产关系。

Article 2 The Civil Law shall adjust personal relationships and property relationships between natural persons, legal persons and unincorporated associations as subjects with equal status.

第三条 民事主体的人身权利、财产权利以及其他合法权益受法律保护，任何组织或

Article 3 Personal rights, property rights and other lawful rights and interests of civil subjects shall be protected by the law; no organization or individual may infringe upon such lawful

者个人不得侵犯。

rights and interests.

第四条 民事主体在民事活动中的法律地位一律平等。

Article 4 All civil subjects are equal as regards their legal status in civil activities.

第五条 民事主体从事民事活动，应当遵循自愿原则，按照自己的意思设立、变更、终止民事法律关系。

Article 5 All civil subjects engaging in civil activities shall observe the principle of voluntariness to establish, change or terminate civil legal relations in accordance with their own intentions.

第六条 民事主体从事民事活动，应当遵循公平原则，合理确定各方的权利和义务。

Article 6 All civil subjects engaging in civil activities shall observe the principle of fairness to determine reasonably the rights and obligations of all parties concerned.

第七条 民事主体从事民事活动，应当遵循诚信原则，秉持诚实，恪守承诺。

Article 7 All civil subjects engaging in civil activities shall observe the principle of good faith, adhere to honesty and fulfill their promises.

第八条 民事主体从事民事活动，不得违反法律，不得违背公序良俗。

Article 8 No civil subject engaging in civil activities may violate laws or go against the public order and good morals.

第九条 民事主体从事民事活动，应当有利于节约资源、保护生态环境。

Article 9 All civil subjects engaging in civil activities shall help save resources and protect the ecological environment.

第十条 处理民事纠纷，应当依照法律；法律没有规定的，可以适用习惯，但是不得违背公序良俗。

Article 10 Civil disputes shall be resolved in accordance with the law; where no relevant provision is prescribed by laws, customs may apply, without violation of the public order and good morals.

第十一条 其他法律对民事关系有特别规定的，依照其规定。

Article 11 Where special provisions on civil relations are prescribed by other laws, such provisions shall apply.

第十二条 中华人民共和国领域内的民事活动，适用中华人民共和国法律。法律另有规定的，依照其规定。

Article 12 Laws of the People's Republic of China shall apply to any civil activity within the territory of the People's Republic of China. Where there are other provisions in the law, such provisions shall apply.

## 第二章 自然人

## Chapter II Natural Persons

第一节 民事权利能力和民事行为能力

Section 1 Capacity for Civil Rights and Capacity for Civil Conduct

第十三条 自然人从出生时起到死亡时止，具有民事权

Article 13 A natural person shall have the capacity for civil rights from birth to death and shall enjoy civil rights and assume

利能力，依法享有民事权利，承担民事义务。

civil obligations in accordance with the law.

第十四条 自然人的民事权利能力一律平等。

Article 14 All natural persons are equal as regards their capacity for civil rights.

第十五条 自然人的出生时间和死亡时间，以出生证明、死亡证明记载的时间为准；没有出生证明、死亡证明的，以户籍登记或者其他有效身份登记记载的时间为准。有其他证据足以推翻以上记载时间的，以该证据证明的时间为准。

Article 15 The date of birth or death of a natural person shall be based on the date recorded on his or her birth certificate or death certificate. Where the birth certificate or death certificate is not available, the date recorded in the household registration or in any other valid identity registration shall apply. Where other evidence is sufficient to overturn the aforesaid date, the date proved by such evidence shall prevail.

第十六条 涉及遗产继承、接受赠与等胎儿利益保护的，胎儿视为具有民事权利能力。但是胎儿娩出时为死体的，其民事权利能力自始不存在。

Article 16 Where a fetus is involved in the protection of the interests of the fetus, such as inheritance and acceptance of gifts, the fetus shall be deemed as having the capacity for civil rights. However, where the fetus is dead at birth, the capacity for civil rights of the fetus shall be deemed as non-existent from the beginning.

第十七条 十八周岁以上的自然人为成年人。不满十八周岁的自然人为未成年人。

Article 17 A natural person aged 18 or over is an adult. A natural person under the age of 18 is a minor.

第十八条 成年人为完全民事行为能力人，可以独立实施民事法律行为。

Article 18 An adult has the full capacity for civil conduct, and may perform civil juristic acts independently.

十六周岁以上的未成年人，以自己的劳动收入为主要生活来源的，视为完全民事行为能力人。

A minor who has reached the age of 16 and whose main source of income is his or her own labor shall be deemed as a person with full capacity for civil conduct.

第十九条 八周岁以上的未成年人为限制民事行为能力人，实施民事法律行为由其法定代理人代理或者经其法定代理人同意、追认，但是可以独立实施纯获利益的民事法律行为或者与其年龄、智力相适应的民事法律行为。

Article 19 A minor who has reached the age of eight is a person with limited capacity for civil conduct and shall be represented in the performance of civil juristic acts by his or her agent ad litem or obtain the consent or acknowledgment of his or her agent ad litem. However, such a minor may independently perform civil juristic acts which are purely to benefit the minor or the performance of which is compatible with his or her age and intelligence.

第二十条 不满八周岁的

Article 20 A minor who has not reached the age of eight yet

未成年人为无民事行为能力人，由其法定代理人代理实施民事法律行为。

is a person having no capacity for civil conduct and shall be represented in the performance of civil juristic acts by his or her agent ad litem.

第二十一条 不能辨认自己行为的成年人为无民事行为能力人，由其法定代理人代理实施民事法律行为。

Article 21 An adult who is unable to account for his or her own conduct is a person having no capacity for civil conduct and shall be represented in the performance of civil juristic acts by his or her agent ad litem.

八周岁以上的未成年人不能辨认自己行为的，适用前款规定。

The provisions of the preceding paragraph shall apply to a minor who has reached the age of eight but is unable to account for his or her own conduct.

第二十二条 不能完全辨认自己行为的成年人为限制民事行为能力人，实施民事法律行为由其法定代理人代理或者经其法定代理人同意、追认，但是可以独立实施纯获利益的民事法律行为或者与其智力、精神健康状况相适应的民事法律行为。

Article 22 An adult who is unable to fully account for his or her own conduct shall be a person with limited capacity for civil conduct and shall be represented in the performance of civil juristic acts by his or her agent ad litem or obtain the consent or acknowledgment of his or her agent ad litem. However, such an adult may independently perform civil juristic acts which are purely to benefit the adult or the performance of which is compatible with his or her intelligence and mental health.

第二十三条 无民事行为能力人、限制民事行为能力人的监护人是其法定代理人。

Article 23 The guardian of a person without or with limited capacity for civil conduct shall be his or her agent ad litem.

第二十四条 不能辨认或者不能完全辨认自己行为的成年人，其利害关系人或者有关组织，可以向人民法院申请认定该成年人为无民事行为能力人或者限制民事行为能力人。

Article 24 For an adult who is unable to account for or fully account for his or her own conduct, the person who shares interests with such adult or the relevant organization may apply to a people's court for determination that such adult is a person without or with limited capacity for civil conduct.

被人民法院认定为无民事行为能力人或者限制民事行为能力人的，经本人、利害关系人或者有关组织申请，人民法院可以根据其智力、精神健康恢复的状况，认定该成年人恢复为限制民事行为能力人或者完全民事行为能力人。

For a person who has been determined by a people's court to be without or with limited capacity for civil conduct, the people's court may, depending on the recovery of his or her intelligence or mental health, determine him or her to be recovered as a person with limited or full capacity for civil conduct, upon his or her own application or that of an interested person or a relevant organization.

本条规定的有关组织包括：居民委员会、村民委员会、学校、医疗机构、妇女联

The relevant organizations mentioned in this Article shall include neighborhood committees, village committees, schools, medical institutions, women's federations, disabled persons' federations, organizations established according to the law for the elderly and civil affairs departments.

合会、残疾人联合会、依法设立的老年人组织、民政部门等。

第二十五条 自然人以户籍登记或者其他有效身份登记记载的居所为住所；经常居所与住所不一致的，经常居所视为住所。

Article 25 The domicile of a natural person shall be his or her residence recorded in the household registration or in any other valid identity registration; if the habitual residence is not the same as the domicile, the habitual residence shall be deemed as the domicile.

## 第二节 监护

## Section 2 Guardianship

第二十六条 父母对未成年子女负有抚养、教育和保护的义务。

Article 26 Parents are obligated to foster, educate and protect their minor children.

成年子女对父母负有赡养、扶助和保护的义务。

Adult children are obligated to support, assist and protect their parents.

第二十七条 父母是未成年子女的监护人。

Article 27 The parents of a minor shall be his or her guardians.

未成年人的父母已经死亡或者没有监护能力的，由下列有监护能力的人按顺序担任监护人：

If the parents of a minor are dead or have no competence to be guardians, one of the following persons who have the competence to be guardians shall act as the guardian in the listed sequence:

- (一) 祖父母、外祖父母；
- (二) 兄、姐；
- (三) 其他愿意担任监护人的个人或者组织，但是须经未成年人住所地的居民委员会、村民委员会或者民政部门同意。

1. Paternal or maternal grandparents;
2. Elder brothers or sisters; or
3. Other individuals or organizations that are willing to act as the guardian, provided that it is approved by the neighborhood or village committee in the place of the minor's domicile or the civil affairs department.

第二十八条 无民事行为能力或者限制民事行为能力的成年人，由下列有监护能力的人按顺序担任监护人：

Article 28 One of the following persons who have the competence to be guardians shall act in the listed sequence as the guardian for an adult without or with limited capacity for civil conduct:

- (一) 配偶；
- (二) 父母、子女；
- (三) 其他近亲属；
- (四) 其他愿意担任监护人的个人或者组织，但是须经被监护人住所地的居民委员

1. Spouse;
2. Parents or children;
3. Other close relatives; or
4. Other individuals or organizations that are willing to act as the guardian, provided that it is approved by the neighborhood or village committee in the place of the ward's

会、村民委员会或者民政部门同意。

domicile or the civil affairs department.

第二十九条 被监护人的父母担任监护人的，可以通过遗嘱指定监护人。

Article 29 Where the parents of a ward are his or her guardians, such parents may appoint a guardian in their wills.

第三十条 依法具有监护资格的人之间可以协议确定监护人。协议确定监护人应当尊重被监护人的真实意愿。

Article 30 Persons who are qualified as guardians according to law may enter into an agreement to determine who acts as the guardian. Where a guardian is to be determined by agreement, the true will of the ward shall be respected.

第三十一条 对监护人的确定有争议的，由被监护人住所地的居民委员会、村民委员会或者民政部门指定监护人，有关当事人对指定不服的，可以向人民法院申请指定监护人；有关当事人也可以直接向人民法院申请指定监护人。

Article 31 In the case of any dispute over the determination of a guardian, the neighborhood or village committee in the place of the ward's domicile or the civil affairs department shall appoint a guardian; if the parties concerned do not agree with the appointment, they may then file an application with the people's court requesting the court to appoint a guardian. The parties concerned may directly file an application with the people's court requesting the court to appoint a guardian.

居民委员会、村民委员会、民政部门或者人民法院应当尊重被监护人的真实意愿，按照最有利于被监护人的原则在依法具有监护资格的人中指定监护人。

The neighborhood or village committee, the civil affairs department or the people's court shall follow the principles of respecting the true will of the ward and benefiting the ward to the largest extent in appointing a guardian from persons legally qualified to be a guardian.

依照本条第一款规定指定监护人前，被监护人的人身权利、财产权利以及其他合法权益处于无人保护状态的，由被监护人住所地的居民委员会、村民委员会、法律规定的有关组织或者民政部门担任临时监护人。

Before a guardian is appointed in accordance with the provisions of Paragraph 1 of this Article, if the personal rights, property rights and other lawful rights and interests of the ward are not subject to any protection, the neighborhood or village committee in the place of the ward's domicile, the relevant organization specified by the law or the civil affairs department shall act as the guardian temporarily.

监护人被指定后，不得擅自变更；擅自变更的，不免除被指定的监护人的责任。

The guardian, once appointed, shall not be changed without approval; in the case of change without approval, the guardian appointed shall not be exempted from his or her responsibilities.

第三十二条 没有依法具有监护资格的人的，监护人由民政部门担任，也可以由具备履行监护职责条件的被监护人

Article 32 Where there is no person legally qualified to be a guardian, either the civil affairs department or the neighborhood or village committee in the place of the ward's domicile which is qualified to fulfill the guardianship responsibility may act as the

住所地的居民委员会、村民委员会担任。

第三十三条 具有完全民事行为能力成年人，可以与其近亲属、其他愿意担任监护人的个人或者组织事先协商，以书面形式确定自己的监护人。协商确定的监护人在该成年人丧失或者部分丧失民事行为能力时，履行监护职责。

第三十四条 监护人的职责是代理被监护人实施民事法律行为，保护被监护人的人身权利、财产权利以及其他合法权益等。

监护人依法履行监护职责产生的权利，受法律保护。

监护人不履行监护职责或者侵害被监护人合法权益的，应当承担法律责任。

第三十五条 监护人应当按照最有利于被监护人的原则履行监护职责。监护人除为维护被监护人利益外，不得处分被监护人的财产。

未成年人的监护人履行监护职责，在作出与被监护人利益有关的决定时，应当根据被监护人的年龄和智力状况，尊重被监护人的真实意愿。

成年人的监护人履行监护职责，应当最大程度地尊重被监护人的真实意愿，保障并协助被监护人实施与其智力、精神健康状况相适应的民事法律行为。对被监护人有能力独立处理的事务，监护人不得干涉。

第三十六条 监护人有下

guardian.

Article 33 For an adult with full capacity for civil conduct, he or she may negotiate in advance with his or her close relatives or other individuals or organizations which are willing to act as the guardian and determine his or her guardian in writing. When such adult loses or partly loses the capacity for civil conduct, the guardian determined through negotiations shall then fulfill the guardianship responsibility.

Article 34 A guardian is in charge of representing the ward in his or her performance of civil juristic acts and protecting the ward's personal rights, property rights and other legitimate rights and interests.

The guardian's rights arising from the fulfillment of the guardianship responsibility according to the law shall be protected by the law.

A guardian who fails to fulfill the guardianship responsibility or infringes the lawful rights and interests of the ward shall bear legal liability.

Article 35 A guardian shall, according to the principle of benefiting the ward to the largest extent, fulfill the guardianship responsibility. The guardian shall not dispose of the property of the ward unless it is to safeguard the ward's interests.

The guardian of a minor, while fulfilling the guardianship responsibility, shall respect the ward's true will when making decisions related to the ward's interests according to the ward's age and intelligence status.

The guardian of an adult, while fulfilling the guardianship responsibility, shall respect the ward's true will to the largest extent, and safeguard and assist the ward in performing the civil juristic acts that are compatible with the ward's intelligence and mental health, and shall not interfere with any affairs that the ward is able to deal with independently.

Article 36 In the event that a guardian is under any of the



列情形之一的，人民法院根据有关个人或者组织的申请，撤销其监护人资格，安排必要的临时监护措施，并按照最有利于被监护人的原则依法指定监护人：

（一）实施严重损害被监护人身心健康行为的；

（二）怠于履行监护职责，或者无法履行监护职责并且拒绝将监护职责部分或者全部委托给他人，导致被监护人处于危困状态的；

（三）实施严重侵害被监护人合法权益的其他行为的。

本条规定的有关个人和组织包括：其他依法具有监护资格的人，居民委员会、村民委员会、学校、医疗机构、妇女联合会、残疾人联合会、未成年人保护组织、依法设立的老年人组织、民政部门等。

前款规定的个人和民政部门以外的组织未及时向人民法院申请撤销监护人资格的，民政部门应当向人民法院申请。

**第三十七条** 依法负担被监护人抚养费、赡养费、扶养费的父母、子女、配偶等，被人民法院撤销监护人资格后，应当继续履行负担的义务。

**第三十八条** 被监护人的父母或者子女被人民法院撤销监护人资格后，除对被监护人实施故意犯罪的外，确有悔改表现的，经其申请，人民法院可以在尊重被监护人真实意愿的前提下，视情况恢复其监护资格，人民法院指定的监护人与被监护人的监护关系同时

following circumstances, the people's court may, based on the application of the individual or organization concerned, disqualify the guardian, arrange necessary measures for temporary guardianship, and appoint another guardian according to the law based on the principle of benefiting the ward to the largest extent:

1. Performing acts that seriously damage the physical and mental health of the ward;

2. Delaying in fulfilling the guardianship responsibility, or being unable to fulfill the guardianship responsibility and refusing to delegate part or all of the guardianship responsibility to others, which causes the ward distress; or

3. Performing other acts that seriously damage the lawful rights and interests of the ward.

The individuals and organizations concerned as mentioned in this Article shall include other persons legally qualified to act as guardians, the neighborhood committees, village committees, schools, medical institutions, women's federations, disabled persons' federations, organizations protecting minors, organizations established according to the law for the elderly and civil affairs departments.

Where individuals and organizations other than civil affairs departments prescribed in the preceding paragraph fail to apply for disqualification of the guardian to the people's court in time, the civil affairs departments shall file such application with the people's court instead.

**Article 37** For parents, children and spouses who bear the upbringing payment, alimony payment or maintenance fee for the ward, their obligation in regard to such payment or fee shall continue after they have been disqualified by a people's court as guardian.

**Article 38** Where the parents or children of a ward show true repentance after being disqualified from guardianship by the people's court, the people's court may, on the premise of respecting the ward's true will, enable them to regain guardianship upon their application as the case may be, except for those who commit an intentional crime against the ward. The guardian relationship between the guardian appointed by the people's court and the ward shall be terminated simultaneously.

终止。

第三十九条 有下列情形之一的，监护关系终止：

（一）被监护人取得或者恢复完全民事行为能力；

（二）监护人丧失监护能力；

（三）被监护人或者监护人死亡；

（四）人民法院认定监护关系终止的其他情形。

监护关系终止后，被监护人仍然需要监护的，应当依法另行确定监护人。

Article 39 Under any of the following circumstances, the guardian relationship shall be terminated:

1. Where the ward gains or regains the full capacity for civil conduct;

2. Where the guardian loses the competence to be a guardian;

3. Where either the ward or the guardian dies; or

4. Other circumstances where the people's court determines that the guardian relationship shall be terminated.

Where the guardian relationship is terminated and the ward still needs guardianship, another guardian shall be determined according to the law.

第三节 宣告失踪和宣告死亡

Section 3 Declarations of Missing Persons and Death

第四十条 自然人下落不明满二年的，利害关系人可以向人民法院申请宣告该自然人为失踪人。

Article 40 If a natural person's whereabouts have been unknown for two years, an interested person may apply to a people's court for a declaration that the natural person is a missing person.

第四十一条 自然人下落不明的时间从其失去音讯之日起计算。战争期间下落不明的，下落不明的时间自战争结束之日或者有关机关确定的下落不明之日起计算。

Article 41 The time period during which a natural person's whereabouts become unknown shall be calculated from the day when contact with the natural person is lost. If a person's whereabouts become unknown during a war, the time period during which the whereabouts are unknown shall be calculated from the day when the war ends or from the day when the person's unknown whereabouts are confirmed by relevant authorities.

第四十二条 失踪人的财产由其配偶、成年子女、父母或者其他愿意担任财产代管人的人代管。

Article 42 A missing person's property shall be placed in the custody of his or her spouse, adult children, parents or other persons who are willing to serve as custodian of the property.

代管有争议，没有前款规定的人，或者前款规定的人无代管能力的，由人民法院指定的人代管。

In the case of a dispute over custody, if the persons mentioned in the preceding paragraph are unavailable or are not competent to take on such custody, the property shall be placed in the custody of a person appointed by the people's court.

第四十三条 财产代管人应当妥善管理失踪人的财产，

Article 43 The custodian of property shall properly manage the missing person's property and safeguard the property rights

维护其财产权益。

失踪人所欠税款、债务和应付的其他费用，由财产代管人从失踪人的财产中支付。

财产代管人因故意或者重大过失造成失踪人财产损失的，应当承担赔偿责任。

第四十四条 财产代管人不履行代管职责、侵害失踪人财产权益或者丧失代管能力的，失踪人的利害关系人可以向人民法院申请变更财产代管人。

财产代管人有正当理由的，可以向人民法院申请变更财产代管人。

人民法院变更财产代管人的，变更后的财产代管人有权要求原财产代管人及时移交有关财产并报告财产代管情况。

第四十五条 失踪人重新出现，经本人或者利害关系人申请，人民法院应当撤销失踪宣告。

失踪人重新出现，有权要求财产代管人及时移交有关财产并报告财产代管情况。

第四十六条 自然人有下列情形之一的，利害关系人可以向人民法院申请宣告该自然人死亡：

- (一) 下落不明满四年；
- (二) 因意外事件，下落不明满二年。

因意外事件下落不明，经有关机关证明该自然人不可能生存的，申请宣告死亡不受二年时间的限制。

and interests of the missing person.

Any taxes, debts and other payable expenses owed by a missing person shall be paid by the custodian out of the missing person's property.

Where the custodian of property causes damage to the missing person's property due to intentional misconduct or gross negligence, the custodian shall be liable for compensation.

Article 44 Where the custodian of property fails to fulfill the duty of custody, infringes the missing person's property rights and interests, or loses the competence to take on such custody, an interested person of the missing person may file an application with the people's court to change the custodian.

Where the custodian of property has legitimate reasons, he or she may file an application with the people's court to change the custodian.

Where a people's court changes the custodian of property, after the change, the custodian is entitled to require the original custodian to hand over the relevant property and report the facts on property custody in a timely manner.

Article 45 In the event that a missing person reappears, the people's court shall, upon the application of the person or that of an interested person, revoke the missing-person declaration.

In the event that a missing person reappears, he or she is entitled to request the custodian to return the relevant property and report the facts on property custody in a timely manner.

Article 46 Under any of the following circumstances, an interested person may apply to the people's court for a declaration that a natural person is dead:

1. Where the natural person's whereabouts have been unknown for four years; or
2. Where the natural person's whereabouts have been unknown for two years due to an accident.

If a person's whereabouts become unknown due to an accident and it is impossible for such person to survive based on the certification made by the relevant authorities, the application for declaration of death is not limited to the two-year

period.

第四十七条 对同一自然人，有的利害关系人申请宣告死亡，有的利害关系人申请宣告失踪，符合本法规定的宣告死亡条件的，人民法院应当宣告死亡。

Article 47 For the same natural person, if some interested persons apply for a declaration of death while others apply for a declaration of such natural person as missing, the people's court shall declare the death of the person provided that the conditions for declaring the death specified herein are met.

第四十八条 被宣告死亡的人，人民法院宣告死亡的判决作出之日视为其死亡的日期；因意外事件下落不明宣告死亡的，意外事件发生之日视为其死亡的日期。

Article 48 For a person who is declared dead, the date when the people's court renders the judgement to declare the person's death shall be deemed as the date of death of the person; if the person is declared dead due to its unknown whereabouts caused by an accident, the date when the accident occurs shall be deemed as the date of death of the person.

第四十九条 自然人被宣告死亡但是并未死亡的，不影响该自然人在被宣告死亡期间实施的民事法律行为的效力。

Article 49 If a natural person is declared dead but is not dead, the validity of the civil juristic acts performed by him or her during the period of declared death shall not be affected.

第五十条 被宣告死亡的人重新出现，经本人或者利害关系人申请，人民法院应当撤销死亡宣告。

Article 50 In the event that a person who has been declared dead reappears, the people's court shall revoke the death declaration upon the application of the person or that of an interested person.

第五十一条 被宣告死亡的人的婚姻关系，自死亡宣告之日起消灭。死亡宣告被撤销的，婚姻关系自撤销死亡宣告之日起自行恢复，但是其配偶再婚或者向婚姻登记机关书面声明不愿意恢复的除外。

Article 51 The marital relationship of a person who is declared dead shall cease to exist from the date of death declaration. If the death declaration is revoked, the marital relation shall automatically resume from the date of revoking the death declaration, unless his or her spouse has remarried or either party makes a written statement refusing to resume such relationship to the marriage registration office.

第五十二条 被宣告死亡的人在被宣告死亡期间，其子女被他人依法收养的，在死亡宣告被撤销后，不得以未经本人同意为由主张收养关系无效。

Article 52 Where a person's child is adopted by another person according to the law during the period when he or she is declared dead, he or she shall not claim for invalidation of the adoption relation by reason of his or her disagreeing with the adoption after the death declaration is revoked.

第五十三条 被撤销死亡宣告的人有权请求依照继承法取得其财产的民事主体返还财

Article 53 A person is entitled to request any civil subject who has obtained the property of such person in accordance with the Law of Succession to return his or her property if the

产。无法返还的，应当给予适当补偿。

利害关系人隐瞒真实情况，致使他人被宣告死亡取得其财产的，除应当返还财产外，还应当对由此造成的损失承担赔偿责任。

death declaration is revoked. If the civil subject concerned fails to return the property, he or she shall pay appropriate compensation.

If an interested person conceals facts and causes another person to be declared dead, thus obtaining such person's property, the interested person shall, apart from returning the property, be liable for compensation for the losses caused thereby.

#### 第四节 个体工商户和农村承包经营户

#### Section 4 Individual Businesses and Leaseholding Farm Households

第五十四条 自然人从事工商业经营，经依法登记，为个体工商户。个体工商户可以起字号。

Article 54 Individual businesses refer to natural persons registered according to the law to engage in industrial or commercial operation. An individual business may be given a trade name.

第五十五条 农村集体经济组织的成员，依法取得农村土地承包经营权，从事家庭承包经营的，为农村承包经营户。

Article 55 Leaseholding farm households refer to members of a rural collective economic organization who have obtained the lease holding right of the rural contracted land according to the law and engage in household contractual management.

第五十六条 个体工商户的债务，个人经营的，以个人财产承担；家庭经营的，以家庭财产承担；无法区分的，以家庭财产承担。

Article 56 The debts of an individual business shall be borne by the individual's property if the business is operated by an individual or by the family's property if the business is operated by a family. If it is impossible to distinguish whether the individual business is operated by an individual or by a family, the debts of such individual business shall be borne by the family's property.

农村承包经营户的债务，以从事农村土地承包经营的农户财产承担；事实上由农户部分成员经营的，以该部分成员的财产承担。

The debts of a leaseholding farm household shall be borne by the property of the household that engages in the contractual management of rural land or by the property of partial members of a household who actually engage in the contractual management of rural land.

### 第三章 法人

### Chapter III Legal Persons

#### 第一节 一般规定

#### Section 1 General Provisions

第五十七条 法人是具有民事权利能力和民事行为能力，依法独立享有民事权利和承担民事义务的组织。

Article 57 A legal person is an organization that has capacity for civil rights and capacity for civil conduct, and independently enjoys civil rights and assumes civil obligations in accordance with the law.

第五十八条 法人应当依法成立。

法人应当有自己的名称、组织机构、住所、财产或者经费。法人成立的具体条件和程序，依照法律、行政法规的规定。

设立法人，法律、行政法规规定须经有关机关批准的，依照其规定。

第五十九条 法人的民事权利能力和民事行为能力，从法人成立时产生，到法人终止时消灭。

第六十条 法人以其全部财产独立承担民事责任。

第六十一条 依照法律或者法人章程的规定，代表法人从事民事活动的负责人，为法人的法定代表人。

法定代表人以法人名义从事的民事活动，其法律后果由法人承受。

法人章程或者法人权力机构对法定代表人代表权的限制，不得对抗善意相对人。

第六十二条 法定代表人因执行职务造成他人损害的，由法人承担民事责任。

法人承担民事责任后，依照法律或者法人章程的规定，可以向有过错的法定代表人追偿。

第六十三条 法人以其主要办事机构所在地为住所。依法需要办理法人登记的，应当

Article 58 A legal person shall be established in accordance with the law.

A legal person shall have its own name, organization, premises and property or funds. Specific conditions and procedures for establishing a legal person shall be subject to provisions stipulated by laws and administrative regulations.

Where the establishment of a legal person shall be approved by the relevant authorities according to the provisions of laws and administrative regulations, such provisions shall apply.

Article 59 A legal person's capacity for civil rights and capacity for civil conduct arise when a legal person is established and cease to exist when the legal person terminates.

Article 60 A legal person shall independently assume civil liability with regard to all of its property.

Article 61 In accordance with the law or the articles of association of a legal person, the responsible person who acts on behalf of a legal person in performing civil activities shall be its legal representative.

Where the legal representative of a legal person engages in civil activities in the name of the legal person, the legal consequences incurred shall be undertaken by the legal person.

The restriction on the scope of the legal representative's right of representation imposed by a legal person's articles of association or its authoritative body shall not challenge any bona fide other party.

Article 62 Where the legal representative of a legal person causes any damage to others while performing its duties, the legal person shall assume the corresponding civil liability.

The legal person, after assuming civil liability, has the right to claim the repayment from the legal representative at fault in accordance with the law or its articles of association.

Article 63 A legal person's domicile shall be the place where its principal place of business is located. Where a legal person does need to be registered according to the law, it shall

将主要办事机构所在地登记为住所。

第六十四条 法人存续期间登记事项发生变化的，应当依法向登记机关申请变更登记。

第六十五条 法人的实际情况与登记的事项不一致的，不得对抗善意相对人。

第六十六条 登记机关应当依法及时公示法人登记的有关信息。

第六十七条 法人合并的，其权利和义务由合并后的法人享有和承担。

法人分立的，其权利和义务由分立后的法人享有连带债权，承担连带债务，但是债权人和债务人另有约定的除外。

第六十八条 有下列情形之一的，法人终止：

- (一) 法人解散；
- (二) 法人被宣告破产；
- (三) 法律规定的其他原因。

法人终止，法律、行政法规规定须经有关机关批准的，依照其规定。

第六十九条 有下列情形之一的，法人解散：

- (一) 法人章程规定的存续期间届满或者法人章程规定的其他解散事由出现；
- (二) 法人的权力机构决议解散；
- (三) 因法人合并或者分立需要解散；

register the place where its principal place of business is located as its domicile.

Article 64 Where any registered particular of a legal person changes during its existence, an application for change of registration shall be filed with the registration authority in accordance with the law.

Article 65 The actual situations of a legal person that are inconsistent with the registered particulars shall not challenge any bona fide other party.

Article 66 A registration authority shall publish the relevant information registered by a legal person in a timely manner according to the law.

Article 67 Where a legal person is merged, its rights and obligations are enjoyed and assumed by the legal person that results from the merger.

Where a legal person is divided, its rights and obligations are enjoyed and assumed by the legal person that results from the division jointly and severally, unless otherwise agreed upon by the creditor and the debtor.

Article 68 A legal person subject to any of the following reasons shall be terminated when it completes liquidation and deregistration:

1. The legal person is dissolved;
2. The legal person is declared bankrupt; or
3. Other reasons stipulated by the law.

Where the termination of a legal person shall be approved by the relevant authorities according to the provisions of the laws and administrative regulations, such provisions shall apply.

Article 69 A legal person shall be dissolved under any of the following circumstances:

1. The existence period specified in the legal person's articles of association expires, or other causes of dissolution specified in the legal person's articles of association arise;
2. The legal person's authoritative body makes a resolution for the dissolution;
3. The legal person is dissolved due to merger or division;
4. The legal person's business license or registration

(四) 法人依法被吊销营业执照、登记证书，被责令关闭或者被撤销；

(五) 法律规定的其他情形。

第七十条 法人解散的，除合并或者分立的情形外，清算义务人应当及时组成清算组进行清算。

法人的董事、理事等执行机构或者决策机构的成员为清算义务人。法律、行政法规另有规定的，依照其规定。

清算义务人未及时履行清算义务，造成损害的，应当承担民事责任；主管机关或者利害关系人可以申请人民法院指定有关人员组成清算组进行清算。

第七十一条 法人的清算程序和清算组职权，依照有关法律的规定；没有规定的，参照适用公司法的有关规定。

第七十二条 清算期间法人存续，但是不得从事与清算无关的活动。

法人清算后的剩余财产，根据法人章程的规定或者法人权力机构的决议处理。法律另有规定的，依照其规定。

清算结束并完成法人注销登记时，法人终止；依法不需要办理法人登记的，清算结束时，法人终止。

第七十三条 法人被宣告破产的，依法进行破产清算并

certificate is revoked according to the law, or the legal person is ordered to close down or is canceled; or

5. Other circumstances stipulated by the law arise.

Article 70 Where a legal person is dissolved, except for being merged or split up, the liquidation obligors shall establish a liquidation group to liquidate the legal person in a timely manner.

Members of a legal person's executive body or decision-making body, such as directors and council members, are the liquidation obligors. Where there are provisions otherwise specified by laws and administrative regulations, such provisions shall apply.

Where the liquidation obligors cause any damage as a result of their failure to fulfill their liquidation obligations in a timely manner, they shall undertake civil liability; the competent authority or an interested person may petition the people's court to appoint persons concerned to establish a liquidation group to liquidate the legal person.

Article 71 The liquidation procedures and the functions and powers of the liquidation group of a legal person shall be subject to the provisions of relevant laws; if no provisions are available, the relevant provisions of the Company Law shall apply mutatis mutandis.

Article 72 In the course of liquidation, a legal person shall continue in existence, but shall not conduct any activity irrelevant to the liquidation.

The residual property after the legal person is liquidated shall be dealt with in accordance with the provisions of the legal person's articles of association or the resolution made by the legal person's authoritative body. Where there are other provisions in the law, such provisions shall apply.

The legal person shall terminate when the liquidation is accomplished and such legal person is deregistered; if a legal person does not need to be registered according to the law, it shall terminate once the liquidation is accomplished.

Article 73 A legal person that is declared bankrupt shall terminate when its bankruptcy liquidation is accomplished and



完成法人注销登记时，法人终止。

第七十四条 法人可以依法设立分支机构。法律、行政法规规定分支机构应当登记的，依照其规定。

分支机构以自己的名义从事民事活动，产生的民事责任由法人承担；也可以先以该分支机构管理的财产承担，不足以承担的，由法人承担。

第七十五条 设立人为设立法人从事的民事活动，其法律后果由法人承受；法人未成立的，其法律后果由设立人承受，设立人为二人以上的，享有连带债权，承担连带债务。

设立人为设立法人以自己的名义从事民事活动产生的民事责任，第三人有权选择请求法人或者设立人承担。

## 第二节 营利法人

第七十六条 以取得利润并分配给股东等出资人为目的成立的法人，为营利法人。

营利法人包括有限责任公司、股份有限公司和其他企业法人等。

第七十七条 营利法人经依法登记成立。

第七十八条 依法设立的营利法人，由登记机关发给营利法人营业执照。营业执照签发日期为营利法人的成立日期。

第七十九条 设立营利法

it is deregistered according to the law.

Article 74 A legal person may establish its branches according to the law. Where the branches shall be registered in accordance with the provisions of laws and administrative regulations, such provisions shall apply.

Where a branch engages in civil activities in its own name, the civil liability caused thereby shall be assumed by the legal person. Such civil liability may also be borne by virtue of the property managed by the branch first and then be assumed by the legal person provided that the extent of such civil liability exceeds the value of the branch's property.

Article 75 For civil activities conducted by the founder for the purpose of establishing a legal person, the legal consequences incurred shall be undertaken by the legal person. If the founder fails to establish the legal person, the legal consequences incurred shall be undertaken by the founder; if two or more persons serve as the founder, they shall enjoy creditors' rights and assume debts jointly and severally.

Where a founder conducts civil activities in its own name for the purpose of establishing a legal person, the third party has the right to request the legal person or the founder to bear the civil liability arising therefrom.

## Section 2 Profit-making Legal Persons

Article 76 A legal person established for the purpose of seeking profits and distributing the same to its shareholders and other investors is a profit-making legal person.

Profit-making legal persons shall include limited liability companies, joint stock limited companies and other enterprise legal persons.

Article 77 A profit-making legal person is incorporated once it is registered according to the law.

Article 78 For a profit-making legal person established according to the law, the registration authority shall issue the business license for a profit-making legal person. The issue date of the business license shall be the date when the profit-making legal person is established.

Article 79 To establish a profit-making legal person, the

人应当依法制定法人章程。

legal person's articles of association shall be developed in accordance with the law.

第八十条 营利法人应当设权力机构。

Article 80 A profit-making legal person shall establish its authoritative body.

权力机构行使修改法人章程，选举或者更换执行机构、监督机构成员，以及法人章程规定的其他职权。

The authoritative body is responsible for exercising its functions and powers in modifying the articles of association of the legal person and electing or changing members of the executive body and supervision body, and other functions and powers set forth in the articles of association of the legal person.

第八十一条 营利法人应当设执行机构。

Article 81 A profit-making legal person shall establish its executive body.

执行机构行使召集权力机构会议，决定法人的经营计划和投资方案，决定法人内部管理机构 的设置，以及法人章程规定的其他职权。

The executive body is responsible for exercising its functions and powers in convening the meeting of the authoritative body, determining the legal person's business plans and investment programs and setting up of the legal person's internal management organizations, and other functions and powers set out in the articles of association of the legal person.

执行机构为董事会或者执行董事的，董事长、执行董事或者经理按照法人章程的规定担任法定代表人；未设董事会或者执行董事的，法人章程规定的主要负责人为其执行机构和法定代表人。

If a profit-making legal person's executive body is its board of directors or executive director, the chairman of the board of directors, executive director or manager shall act as the legal representative in accordance with the articles of association of the legal person; if the legal person has not set up the board of directors or executive director, the main responsible person as stipulated in the articles of association of the legal person shall be its executive body and legal representative.

第八十二条 营利法人设监事会或者监事等监督机构的，监督机构依法行使检查法人财务，监督执行机构成员、高级管理人员执行法人职务的行为，以及法人章程规定的其他职权。

Article 82 If a profit-making legal person has set up a supervision body such as board of supervisors or supervisor, the supervision body shall legally exercise its functions and powers in inspecting the legal person's financial affairs and supervising the performance of duties in the legal person by members of the executive body and senior officers, and other functions and powers prescribed by the legal person's articles of association.

第八十三条 营利法人的出资人不得滥用出资人权利损害法人或者其他出资人的利

Article 83 No investor of a profit-making legal person may damage the interests of the legal person or other investors by abusing the investor's rights. Any investor of such legal person

益。滥用出资人权利给法人或者其他出资人造成损失的，应当依法承担民事责任。

营利法人的出资人不得滥用法人独立地位和出资人有限责任损害法人的债权人利益。滥用法人独立地位和出资人有限责任，逃避债务，严重损害法人的债权人利益的，应当对法人债务承担连带责任。

第八十四条 营利法人的控股出资人、实际控制人、董事、监事、高级管理人员不得利用其关联关系损害法人的利益。利用关联关系给法人造成损失的，应当承担赔偿责任。

第八十五条 营利法人的权力机构、执行机构作出决议的会议召集程序、表决方式违反法律、行政法规、法人章程，或者决议内容违反法人章程的，营利法人的出资人可以请求人民法院撤销该决议，但是营利法人依据该决议与善意相对人形成的民事法律关系不受影响。

第八十六条 营利法人从事经营活动，应当遵守商业道德，维护交易安全，接受政府和社会的监督，承担社会责任。

### 第三节 非营利法人

第八十七条 为公益目的或者其他非营利目的成立，不向出资人、设立人或者会员分配所取得利润的法人，为非营

who causes losses to the legal person or other investors by abusing the investor's rights shall bear the relevant civil liability according to the law.

No investor of a profit-making legal person may damage the interests of any creditor of the legal person by abusing the independent status as a legal person or the limited liability of the investor. Any investor of the legal person who avoids debts and seriously damages the interests of any creditor of the legal person by abusing their independent status as a legal person or the limited liability of the investor shall be jointly held liable for the legal person's debts.

Article 84 The controlling investor, actual controller, directors, supervisors and senior officers of a profit-making legal person shall not damage the interests of the legal person by making use of its associated-party relationship, and shall be held liable for compensation if they do cause any damage to the legal person by taking advantage of such associated-party relationship.

Article 85 If any procedure for convening a meeting or voting method adopted by a profit-making legal person's authoritative body or executive body through a resolution is against laws, administrative regulations or the articles of association of the legal person, or any content of the resolution made is in breach of the articles of association of the legal person, the investor of the profit-making legal person may request the people's court to cancel the resolution, without prejudice to the civil legal relation established between the profit-making legal person and any bona fide other party based on such resolution.

Article 86 To conduct business activities, a profit-making legal person shall comply with commercial ethics, maintain the safety of transactions, accept the supervision by the government and the public, and assume social responsibilities.

### Section 3 Non-profit Legal Persons

Article 87 A legal person that is established for public welfare or other non-profit purposes and does not distribute profits to its investors, founders or members is a non-profit legal person.

利法人。

非营利法人包括事业单位、社会团体、基金会、社会服务机构等。

第八十八条 具备法人条件，为适应经济社会发展需要，提供公益服务设立的事业单位，经依法登记成立，取得事业单位法人资格；依法不需要办理法人登记的，从成立之日起，具有事业单位法人资格。

Non-profit legal persons include public institutions, social organizations, foundations and social service organizations.

Article 88 A public institution which meets the requirements for a legal person and is established in order to meet the needs of economic and social development and provide public welfare services acquires the status of public institution as a legal person after it is registered according to the law for its establishment; a public institution which does not need to be registered as a legal person according to the law shall have the status of public institution as a legal person on the day when it is established.

第八十九条 事业单位法人设理事会的，除法律另有规定外，理事会为其决策机构。事业单位法人的法定代表人依照法律、行政法规或者法人章程的规定产生。

第九十条 具备法人条件，基于会员共同意愿，为公益目的或者会员共同利益等非营利目的设立的社会团体，经依法登记成立，取得社会团体法人资格；依法不需要办理法人登记的，从成立之日起，具有社会团体法人资格。

Article 89 Where a public institution as a legal person has established a council, the council shall be its decision-making body, unless otherwise provided by laws. The legal representative of a public institution as a legal person shall be selected as prescribed by laws, administrative regulations and its articles of association.

Article 90 A social organization which meets the requirements for a legal person and is established based on the common will of its members for public welfare or common interests of its members and other non-profit purposes acquires the status of social organization as a legal person after it is registered according to the law for its establishment; a social organization which does not need to be registered as a legal person according to the law shall have the status of social organization as a legal person on the day when it is established.

第九十一条 设立社会团体法人应当依法制定法人章程。

社会团体法人应当设会员大会或者会员代表大会等权力机构。

社会团体法人应当设理事会等执行机构。理事长或者会长等负责人按照法人章程的规

Article 91 To establish a social organization as a legal person, the legal person's articles of association shall be developed in accordance with the law.

A social organization as a legal person shall establish its authoritative body such as membership assembly or membership representative congress.

A social organization as a legal person shall establish its executive body such as council. The responsible person such as the general director or the president shall act as the legal

定担任法定代表人。

第九十二条 具备法人条件，为公益目的以捐助财产设立的基金会、社会服务机构等，经依法登记成立，取得捐助法人资格。

依法设立的宗教活动场所，具备法人条件的，可以申请法人登记，取得捐助法人资格。法律、行政法规对宗教活动场所所有规定的，依照其规定。

第九十三条 设立捐助法人应当依法制定法人章程。

捐助法人应当设理事会、民主管理组织等决策机构，并设执行机构。理事长等负责人按照法人章程的规定担任法定代表人。

捐助法人应当设监事会等监督机构。

第九十四条 捐助人有权向捐助法人查询捐助财产的使用、管理情况，并提出意见和建议，捐助法人应当及时、如实答复。

捐助法人的决策机构、执行机构或者法定代表人作出决定的程序违反法律、行政法规、法人章程，或者决定内容违反法人章程的，捐助人等利害关系人或者主管机关可以请求人民法院撤销该决定，但是捐助法人依据该决定与善意相对人形成的民事法律关系不受影响。

representative in accordance with the articles of association of the legal person.

Article 92 A foundation or social service organization which meets the requirements for a legal person and is established with donated property for public welfare purposes acquires the status of legal person of donation after it is registered according to the law due to its establishment.

A venue for religious activities which is established according to the law and meets the requirements for a legal person may apply for registration as a legal person and acquire the status of legal person. Where there are provisions stipulated by laws and administrative regulations on religious activities, such provisions shall apply.

Article 93 To establish a consortium legal person, its articles of association shall be developed in accordance with the law.

A consortium legal person shall establish its decision-making body such as council or democratic management organization, as well as executive body. The responsible person such as the general director shall act as the legal representative in accordance with the legal person's articles of association.

A consortium legal person shall establish its supervision body such as board of supervisors.

Article 94 Donors are entitled to turn to the consortium legal person for inquiries about the use and management of donated property, and give their opinions and proposals. The consortium legal person shall timely and truthfully reply to such inquiries.

Where the procedures adopted by the decision-making body, executive body or legal representative of a consortium legal person to make a decision violate any laws, administrative regulations or the legal person's articles of association, or the contents of such decision go against the legal person's articles of association, interested persons such as the donors or the competent authority may apply to the people's court for revocation of such decision, without prejudice to the civil legal relation established between the consortium legal person and any bona fide other party based on such decision.

第九十五条 为公益目的成立的非营利法人终止时，不得向出资人、设立人或者会员分配剩余财产。剩余财产应当按照法人章程的规定或者权力机构的决议用于公益目的；无法按照法人章程的规定或者权力机构的决议处理的，由主管机关主持转给宗旨相同或者相近的法人，并向社会公告。

Article 95 When a non-profit legal person established for public welfare purposes terminates, it shall not distribute its residual property to its investors, founders or members; such residual property shall be used for public welfare purposes in accordance with its articles of association or the resolution made by its authoritative body; where such residual property cannot be dealt with in accordance with its articles of association or the resolution made by its authoritative body, the competent authority shall take charge of transferring such residual property to other legal persons with the same or similar purposes, and publish the same to the public.

#### 第四节 特别法人

#### Section 4 Special Legal Persons

第九十六条 本节规定的机关法人、农村集体经济组织法人、城镇农村的合作经济组织法人、基层群众性自治组织法人，为特别法人。

Article 96 Special legal persons refer to official organs, rural collective economic organizations, urban and rural cooperative economic organizations and grass-roots self-governing mass organizations as legal persons as prescribed in this Section.

第九十七条 有独立经费的机关和承担行政职能的法定机构从成立之日起，具有机关法人资格，可以从事为履行职能所需要的民事活动。

Article 97 An independently funded official organ or a statutory body with administrative functions acquires the status of official organ as a legal person on the day when it is established and is allowed to conduct civil activities necessary for the performance of its functions.

第九十八条 机关法人被撤销的，法人终止，其民事权利和义务由继任的机关法人享有和承担；没有继任的机关法人的，由作出撤销决定的机关法人享有和承担。

Article 98 Where an official organ as a legal person is canceled, the legal person shall terminate and its civil rights and obligations shall be enjoyed and assumed by another legal-person official organ as its successor; if there is no legal-person official organ as its successor, such rights and obligations shall be enjoyed and assumed by certain official organs as a legal person which makes the decision to cancel the above-said official organ as a legal person.

第九十九条 农村集体经济组织依法取得法人资格。

Article 99 A rural collective economic organization shall obtain the status of legal person according to the law.

法律、行政法规对农村集体经济组织有规定的，依照其规定。

Where there are provisions stipulated by the laws and administrative regulations on rural collective economic organizations, such provisions shall apply.

第一百条 城镇农村的合作经济组织依法取得法人资

Article 100 An urban or rural cooperative economic organization shall obtain the status of legal person according to

<p>格。</p> <p>法律、行政法规对城镇农村的合作经济组织有规定的，依照其规定。</p> <p>第一百零一条 居民委员会、村民委员会具有基层群众性自治组织法人资格，可以从事为履行职能所需要的民事活动。</p> <p>未设立村集体经济组织的，村民委员会可以依法代行村集体经济组织的职能。</p>	<p>the law.</p> <p>Where there are provisions stipulated by the laws and administrative regulations on urban or rural cooperative economic organizations, such provisions shall apply.</p> <p>Article 101 A neighborhood committee or village committee has the status of grass-roots self-governing mass organization as a legal person and is allowed to conduct civil activities necessary for the performance of its functions.</p> <p>Where no village collective economic organization is established, a village committee may function as a village collective economic organization according to the law.</p>
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#### 第四章 非法人组织

#### Chapter IV Unincorporated Associations

<p>第一百零二条 非法人组织是不具有法人资格，但是能够依法以自己的名义从事民事活动的组织。</p> <p>非法人组织包括个人独资企业、合伙企业、不具有法人资格的专业服务机构等。</p>	<p>Article 102 An unincorporated association is an association that is not qualified as a legal person but is able to engage in civil activities in its own name according to the law.</p> <p>Unincorporated associations include sole proprietorship enterprises, partnership enterprises, professional service organizations not qualified as a legal person and others.</p>
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<p>第一百零三条 非法人组织应当依照法律的规定登记。</p> <p>设立非法人组织，法律、行政法规规定须经有关机关批准的，依照其规定。</p>	<p>Article 103 An unincorporated association shall be registered as prescribed by the law.</p> <p>Where the establishment of an unincorporated association shall be approved by the relevant authorities according to provisions of the laws and administrative regulations, such provisions shall apply.</p>
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<p>第一百零四条 非法人组织的财产不足以清偿债务的，其出资人或者设立人承担无限责任。法律另有规定的，依照其规定。</p>	<p>Article 104 Where the property of an unincorporated association is insufficient for paying off its debts, its investors or founders shall assume unlimited liability. Where there are other provisions in the law, such provisions shall apply.</p>
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<p>第一百零五条 非法人组织可以确定一人或者数人代表该组织从事民事活动。</p>	<p>Article 105 An unincorporated association may choose one or more persons to engage in civil activities on its behalf.</p>
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<p>第一百零六条 有下列情形之一的，非法人组织解散：</p> <p>（一）章程规定的存续期</p>	<p>Article 106 An unincorporated association shall be dissolved under any of the following circumstances:</p> <p>1. Where the existence period specified in the articles of</p>
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间届满或者章程规定的其他解散事由出现;

(二) 出资人或者设立人决定解散;

(三) 法律规定的其他情形。

第一百零七条 非法人组织解散的, 应当依法进行清算。

第一百零八条 非法人组织除适用本章规定外, 参照适用本法第三章第一节的有关规定。

association expires, or other causes of dissolution specified in the articles of association arise;

2. Where its investors or founders decide to dissolve it; or

3. Other circumstances stipulated by the law arise.

Article 107 Where an unincorporated association is to be dissolved, it shall carry out liquidation according to the law.

Article 108 In addition to the provisions of this Chapter, the relevant provisions prescribed in Section 1 of Chapter III of this Law shall apply mutatis mutandis to unincorporated associations.

## 第五章 民事权利

## Chapter V Civil Rights

第一百零九条 自然人的人身自由、人格尊严受法律保护。

Article 109 The personal freedom and human dignity of a natural person shall be protected by the law.

第一百一十条 自然人享有生命权、身体权、健康权、姓名权、肖像权、名誉权、荣誉权、隐私权、婚姻自主权等权利。

Article 110 A natural person enjoys the rights to life, body, health, personal name, portrait, reputation, honor, privacy, and marry by choice, and other rights.

A legal person or an unincorporated association enjoys the rights to name, reputation and honor, and other rights.

法人、非法人组织享有名称权、名誉权、荣誉权等权利。

第一百一十一条 自然人的个人信息受法律保护。任何组织和个人需要获取他人个人信息的, 应当依法取得并确保信息安全, 不得非法收集、使用、加工、传输他人个人信息, 不得非法买卖、提供或者公开他人个人信息。

Article 111 The personal information of a natural person shall be protected by the law. Any organization or individual shall legally obtain the personal information of others when necessary and ensure the safety of such personal information, and shall not illegally collect, use, process or transmit the personal information of others, or illegally buy or sell, provide or make public the personal information of others.

第一百一十二条 自然人因婚姻、家庭关系等产生的人身权利受法律保护。

Article 112 Personal rights of a natural person that arise from marriage and family relations shall be protected by the law.

第一百一十三条 民事主体的财产权利受法律平等保

Article 113 The property rights of civil subjects shall receive equal protection under the law.



护。

第一百一十四条 民事主体依法享有物权。

Article 114 A civil subject enjoys real rights in accordance with the law.

物权是权利人依法对特定的物享有直接支配和排他的权利，包括所有权、用益物权和担保物权。

Real rights refer to a right holder's exclusive right of direct control over a specific property in accordance with the law, and include ownership, usufruct rights and collateral rights.

第一百一十五条 物包括不动产和动产。法律规定权利作为物权客体的，依照其规定。

Article 115 Property shall include immovables and movables. Where rights are deemed as the objects of real rights under provisions of the law, such provisions shall apply.

第一百一十六条 物权的种类和内容，由法律规定。

Article 116 Types and contents of real rights shall be prescribed by the law.

第一百一十七条 为了公共利益的需要，依照法律规定的权限和程序征收、征用不动产或者动产的，应当给予公平、合理的补偿。

Article 117 Fair and reasonable compensation shall be paid if any immovables or movables are expropriated or acquired for public interests according to the authority and procedure as prescribed by the law.

第一百一十八条 民事主体依法享有债权。

Article 118 A civil subject enjoys creditors' rights in accordance with the law.

债权是因合同、侵权行为、无因管理、不当得利以及法律的其他规定，权利人请求特定义务人为或者不为一定行为的权利。

Creditors' rights refer to the rights possessed by a right holder to require a specific obligor to perform or not to perform certain obligations arising from contracts, torts, negotiorum gestio and unjust enrichment, and other provisions of the law.

第一百一十九条 依法成立的合同，对当事人具有法律约束力。

Article 119 A contract entered into in accordance with the law is legally binding on the parties concerned.

第一百二十条 民事权益受到侵害的，被侵权人有权请求侵权人承担侵权责任。

Article 120 In the case of any infringement of civil rights and interests, the infringed is entitled to request the infringer to assume the liability for such infringement.

第一百二十一条 没有法定的或者约定的义务，为避免他人利益受损失而进行管理的人，有权请求受益人偿还由此支出的必要费用。

Article 121 A person, who manages affairs for the purpose of preventing the loss of another person's interests without a statutory or contractual obligation, has the right to request the beneficiary to reimburse the necessary expenses incurred.

第一百二十二条 因他人

Article 122 A person who gains unjust enrichment without

没有法律根据，取得不当利益，受损失的人有权请求其返还不当利益。

第一百二十三条 民事主体依法享有知识产权。

知识产权是权利人依法就下列客体享有的专有的权利：

- (一) 作品；
- (二) 发明、实用新型、外观设计；
- (三) 商标；
- (四) 地理标志；
- (五) 商业秘密；
- (六) 集成电路布图设计；
- (七) 植物新品种；
- (八) 法律规定的其他客体。

any legal basis, resulting in loss to another person, shall return the unjust enrichment to the person who suffers the loss upon the request thereof.

Article 123 A civil subject enjoys intellectual property rights in accordance with the law.

Intellectual property rights are the proprietary rights enjoyed by right holders in accordance with the law in respect of the following objects:

1. Works;
2. Inventions, utility models and designs;
3. Trademarks;
4. Geographic indications;
5. Trade secrets;
6. Layout designs of integrated circuits;
7. New varieties of plants; and
8. Other objects specified by the law.

第一百二十四条 自然人依法享有继承权。

自然人合法的私有财产，可以依法继承。

第一百二十五条 民事主体依法享有股权和其他投资性权利。

第一百二十六条 民事主体享有法律规定的其他民事权利和利益。

第一百二十七条 法律对数据、网络虚拟财产的保护有规定的，依照其规定。

第一百二十八条 法律对未成年人、老年人、残疾人、妇女、消费者等的民事权利保护有特别规定的，依照其规定。

Article 124 A natural person enjoys the right to inheritance in accordance with the law.

A natural person's legal private property may be inherited in accordance with the law.

Article 125 A civil subject enjoys stock rights and other investment rights in accordance with the law.

Article 126 A civil subject enjoys other civil rights and interests specified by the law.

Article 127 Where the law contains provisions in respect of the protection of data and network virtual property, such provisions shall apply.

Article 128 Where certain laws have special provisions to protect the civil rights of minors, the elderly, the disabled, women and consumers, such provisions shall apply.

第一百二十九条 民事权

Article 129 Civil rights may be obtained based on civil

<p>利可以依据民事法律行为、事实行为、法律规定的事件或者法律规定的其他方式取得。</p>	<p>juristic acts, factual behaviors, events or other ways prescribed by the law.</p>
<p>第一百三十条 民事主体按照自己的意愿依法行使民事权利，不受干涉。</p>	<p>Article 130 Civil subjects shall, at their own will, exercises civil rights in accordance with the law without interference.</p>
<p>第一百三十一条 民事主体行使权利时，应当履行法律规定的和当事人约定的义务。</p>	<p>Article 131 Civil subjects shall perform obligations as provided by the law and as agreed with the parties concerned, while exercising their rights.</p>
<p>第一百三十二条 民事主体不得滥用民事权利损害国家利益、社会公共利益或者他人合法权益。</p>	<p>Article 132 No civil subject may damage the national interests, social and public interests, or the lawful rights and interests of others by abuse of civil rights.</p>
<p>第六章 民事法律行为</p>	<p>Chapter VI Civil Juristic Acts</p>
<p>第一节 一般规定</p>	<p>Section 1 General Provisions</p>
<p>第一百三十三条 民事法律行为是民事主体通过意思表示设立、变更、终止民事法律关系的行为。</p>	<p>Article 133 A civil juristic act shall be the act of a civil subject to establish, change or terminate a civil juristic relationship through expression of intent.</p>
<p>第一百三十四条 民事法律行为可以基于双方或者多方的意思表示一致成立，也可以基于单方的意思表示成立。 法人、非法人组织依照法律或者章程规定的议事方式和表决程序作出决议的，该决议行为成立。</p>	<p>Article 134 A civil juristic act may be instituted either based on the unanimous expression of intent made by two or more parties, or based on the expression of intent made by one party. A resolution of a legal person or an unincorporated association shall be instituted if it is made according to the discussion methods and voting procedures stipulated by the law or by its articles of association.</p>
<p>第一百三十五条 民事法律行为可以采用书面形式、口头形式或者其他形式；法律、行政法规规定或者当事人约定采用特定形式的，应当采用特定形式。</p>	<p>Article 135 A civil juristic act may be in written, oral or other forms. If the law or administrative regulation stipulates or the parties concerned agree that a particular form shall be adopted, such form shall be adopted.</p>
<p>第一百三十六条 民事法律行为自成立时生效，但是法律另有规定或者当事人另有约定的除外。</p>	<p>Article 136 A civil juristic act shall become effective once it is instituted, unless otherwise stipulated by the law or agreed between the parties concerned. An actor may not arbitrarily alter or rescind his or her civil</p>

行为人非依法律规定或者未经对方同意，不得擅自变更或者解除民事法律行为。

juristic act, except in accordance with the law or with the other party's consent.

## 第二节 意思表示

## Section 2 Expression of Intent

第一百三十七条 以对话方式作出的意思表示，相对人知道其内容时生效。

Article 137 An expression of intent made verbally shall become effective at the time when the other party learns of its contents.

以非对话方式作出的意思表示，到达相对人时生效。以非对话方式作出的采用数据电文形式的意思表示，相对人指定特定系统接收数据电文的，该数据电文进入该特定系统时生效；未指定特定系统的，相对人知道或者应当知道该数据电文进入其系统时生效。当事人对采用数据电文形式的意思表示的生效时间另有约定的，按照其约定。

An expression of intent made in a form other than verbal communication shall become effective at the time when it reaches the other party. If an expression of intent is made in the form of a data message other than verbal communication, and the other party has designated a specific system to receive the data message, the data message shall become effective at the time when it enters the specific designated system; if no specific system is designated, the data message shall become effective at the time when the other party knows or should have known that the data message has entered the system. Where the parties concerned have otherwise agreed as to the time when the expression of intent made in the form of data messages becomes effective, such agreement shall apply.

第一百三十八条 无相对人的意思表示，表示完成时生效。法律另有规定的，依照其规定。

Article 138 An expression of intent that is not made to a specific party shall become effective immediately once it is made. Where there are other provisions in the law, such provisions shall apply.

第一百三十九条 以公告方式作出的意思表示，公告发布时生效。

Article 139 An expression of intent made in the form of an announcement shall become effective once it is announced.

第一百四十条 行为人可以明示或者默示作出意思表示。

Article 140 An actor may make an expression of intent explicitly or impliedly.

沉默只有在有法律规定、当事人约定或者符合当事人之间的交易习惯时，才可以视为意思表示。

The implication shall be deemed an expression of intent only when it is stipulated by the law or agreed by the parties concerned, or conforms to the trade usage.

第一百四十一条 行为人可以撤回意思表示。撤回意思表示的通知应当在意思表示到达相对人前或者与意思表示同

Article 141 An actor may withdraw its expression of intent. The notification to withdraw the expression of intent shall reach the other party before or at the same time when the expression of intent reaches the other party.

时到达相对人。

第一百四十二条 有相对人的意思表示的解释，应当按照所使用的词句，结合相关条款、行为的性质和目的、习惯以及诚信原则，确定意思表示的含义。

无相对人的意思表示的解释，不能完全拘泥于所使用的词句，而应当结合相关条款、行为的性质和目的、习惯以及诚信原则，确定行为人的真实意思。

Article 142 The meaning of an expression of intent that is made to a certain party shall be interpreted according to the literal meaning of words used and in combination with the relevant articles, nature and purpose of the act, usual practices, and the principle of good faith.

In the interpretation of an expression of intent that is not made to a specific party, the real intention of an actor shall be sought by considering the relevant articles, nature and purpose of the act, usual practices, and the principle of good faith, instead of being completely confined to the literal meaning of the words used.

### 第三节 民事法律行为的效力

### Section 3 Validity of Civil Juristic Acts

第一百四十三条 具备下列条件的民事法律行为有效：

- (一) 行为人具有相应的民事行为能力；
- (二) 意思表示真实；
- (三) 不违反法律、行政法规的强制性规定，不违背公序良俗。

Article 143 A valid civil juristic act shall meet the following requirements:

1. The actor has the relevant capacity for civil conduct;
2. The intent expressed is genuine; and
3. Such act does not violate the mandatory provisions of laws and administrative regulations or the public order and good morals.

第一百四十四条 无民事行为能力人实施的民事法律行为无效。

Article 144 The civil juristic acts performed by a person who has no capacity for civil conduct shall be null and void.

第一百四十五条 限制民事行为能力人实施的纯获利益的民事法律行为或者与其年龄、智力、精神健康状况相适应的民事法律行为有效；实施的其他民事法律行为经法定代理人同意或者追认后有效。

Article 145 A civil juristic act performed by a person who has limited capacity for civil conduct shall be valid provided such act relates to the pure acquisition of benefits or is made according to his or her age, intelligence and mental health; other civil juristic acts performed by such person may become valid upon consent or acknowledgment of his or her agent ad litem.

相对人可以催告法定代理人自收到通知之日起一个月内予以追认。法定代理人未作表示的，视为拒绝追认。民事法律行为被追认前，善意相对人

The other party may urge the agent ad litem to make acknowledgment within one month upon receipt of notice. Where the agent ad litem does not respond, the acknowledgment shall be deemed to have been refused. Before the acknowledgment of a civil juristic act, a bona fide

有撤销的权利。撤销应当以通知的方式作出。

第一百四十六条 行为人与相对人以虚假的意思表示实施的民事法律行为无效。

以虚假的意思表示隐藏的民事法律行为的效力，依照有关法律规定处理。

第一百四十七条 基于重大误解实施的民事法律行为，行为人有权请求人民法院或者仲裁机构予以撤销。

第一百四十八条 一方以欺诈手段，使对方在违背真实意思的情况下实施的民事法律行为，受欺诈方有权请求人民法院或者仲裁机构予以撤销。

第一百四十九条 第三人实施欺诈行为，使一方在违背真实意思的情况下实施的民事法律行为，对方知道或者应当知道该欺诈行为的，受欺诈方有权请求人民法院或者仲裁机构予以撤销。

第一百五十条 一方或者第三人以胁迫手段，使对方在违背真实意思的情况下实施的民事法律行为，受胁迫方有权请求人民法院或者仲裁机构予以撤销。

第一百五十一条 一方利用对方处于危困状态、缺乏判断能力等情形，致使民事法律行为成立时显失公平的，受损害方有权请求人民法院或者仲裁机构予以撤销。

第一百五十二条 有下列

other party has the right to revoke it. The revocation shall be made by serving a notice.

Article 146 Where an actor and another party perform a civil juristic act by making a false expression of intent, such act shall be deemed null and void.

For the validity of a civil juristic act concealed by giving a false expression of intent, such act shall be dealt with according to relevant provisions of the law.

Article 147 For a civil juristic act that is performed based on a substantial misunderstanding, the actor has the right to request a people's court or an arbitral institution to revoke such act.

Article 148 For a civil juristic act that is performed by a party against his or her real intention as a result of fraud committed by another party, the party has the right to request a people's court or an arbitral institution to revoke such act.

Article 149 In the event that a civil juristic act is performed by a party against his or her real intention as a result of fraud committed by a third party, the party may request a people's court or an arbitral institution to revoke such act only under the circumstance that the other party knows or might know about the fraud.

Article 150 For a civil juristic act that is performed by a party against his or her real intention as a result of coercion by another party or a third party, the party coerced has the right to request a people's court or an arbitral institution to revoke such act.

Article 151 Where a civil juristic act is obviously unfair when instituted by a party making use of another party's dangerous or unfavorable position or lack of judgment, the aggrieved party has the right to request a people's court or an arbitral institution to revoke such act.

Article 152 In the case of any of the following

情形之一的，撤销权消灭：

（一）当事人自知道或者应当知道撤销事由之日起一年内、重大误解的当事人自知道或者应当知道撤销事由之日起三个月内没有行使撤销权；

（二）当事人受胁迫，自胁迫行为终止之日起一年内没有行使撤销权；

（三）当事人知道撤销事由后明确表示或者以自己的行为表明放弃撤销权。

当事人自民事法律行为发生之日起五年内没有行使撤销权的，撤销权消灭。

第一百五十三条 违反法律、行政法规的强制性规定的民事法律行为无效，但是该强制性规定不导致该民事法律行为无效的除外。

违背公序良俗的民事法律行为无效。

第一百五十四条 行为人与相对人恶意串通，损害他人合法权益的民事法律行为无效。

第一百五十五条 无效的或者被撤销的民事法律行为自始没有法律约束力。

第一百五十六条 民事法律行为部分无效，不影响其他部分效力的，其他部分仍然有效。

第一百五十七条 民事法律行为无效、被撤销或者确定不发生效力后，行为人因该行为取得的财产，应当予以返还；不能返还或者没有必要返

circumstances, the right of revocation shall be extinguished:

1. the party concerned or the party concerned with gross misunderstanding does not exercise his or her right of revocation within one year or three months from the date when he or she knows or should have known the cause for revocation;

2. the party coerced does not exercise his or her right of revocation within one year from the date when the coercion ceases;

3. the party concerned waives his or her right of revocation by an explicit statement or by his or her own act after he or she knows the cause for revocation.

Where the party concerned does not exercise his or her right of revocation within five years from the date when the civil juristic act is performed, the right of revocation shall be extinguished.

Article 153 A civil juristic act that violates the mandatory provisions of laws and administrative regulations shall be null and void, except where the mandatory provisions do not result in the invalidity of such civil juristic act.

A civil juristic act that is against the public order and good morals shall be null and void.

Article 154 Where an actor colludes with another party to perform a civil juristic act that damages others' legitimate rights and interests, such act shall be null and void.

Article 155 A civil juristic act that is null and void or revoked shall not be legally binding from the very beginning of such act.

Article 156 If a part of a civil juristic act is null and void but it does not affect the validity of other parts, such other parts shall remain valid.

Article 157 When a civil juristic act becomes null and void, or has been revoked or has been determined as having no binding force, the actor who acquired property as a result of such act shall return the same; if it is impossible or unnecessary to return such property, compensation shall be paid at an

还的，应当折价补偿。有过错的一方应当赔偿对方由此所受到的损失；各方都有过错的，应当各自承担相应的责任。法律另有规定的，依照其规定。

#### 第四节 民事法律行为的附条件和附期限

第一百五十八条 民事法律行为可以附条件，但是按照其性质不得附条件的除外。附生效条件的民事法律行为，自条件成就时生效。附解除条件的民事法律行为，自条件成就时失效。

第一百五十九条 附条件的民事法律行为，当事人为自己的利益不正当地阻止条件成就的，视为条件已成就；不正当地促成条件成就的，视为条件不成就。

第一百六十条 民事法律行为可以附期限，但是按照其性质不得附期限的除外。附生效期限的民事法律行为，自期限届至时生效。附终止期限的民事法律行为，自期限届满时失效。

## 第七章 代理

### 第一节 一般规定

第一百六十一条 民事主体可以通过代理人实施民事法律行为。

依照法律规定、当事人约定或者民事法律行为的性质，应当由本人亲自实施的民事法律行为，不得代理。

第一百六十二条 代理人

estimated price. The party at fault shall compensate the other party for the loss it suffers as a result of the act; if both parties are at fault, they shall bear the corresponding responsibilities respectively. Where there are other provisions in the law, such provisions shall apply.

#### Section 4 Civil Juristic Acts with Conditions and Time Limits

Article 158 A civil juristic act may be subject to conditions, except where conditions are not allowed to be imposed according to the nature of the civil juristic act. If a civil juristic act is subject to a condition on its entry into effect, it becomes effective upon fulfillment of the condition. If a civil juristic act is subject to a condition for dissolution, it ceases to be effective upon fulfillment of the condition.

Article 159 For a conditional civil juristic act, if a party concerned prevents the fulfillment of a condition by improper means for the sake of its own interests, the condition shall be deemed to have been fulfilled; where a party concerned hastens the fulfillment of a condition by improper means, the condition shall be deemed not to have been fulfilled.

Article 160 A civil juristic act may be subject to a time limit, except where the time limit is not allowed to be imposed according to the nature of the civil juristic act. If a civil juristic act is subject to a time limit regarding its entry into effect, it becomes effective upon expiration of the time limit. If a civil juristic act is subject to a time limit for its termination, it ceases to be effective upon expiration of the time limit.

## Chapter VII Agency

### Section 1 General Provisions

Article 161 A civil subject may perform civil juristic acts through agents.

Civil juristic acts that shall be performed by the principal himself or herself pursuant to legal provisions or an agreement between the parties concerned or the nature of such civil juristic acts, shall not be performed through an agent.

Article 162 Civil juristic acts that are performed by an agent



在代理权限内，以被代理人名义实施的民事法律行为，对被代理人发生效力。

第一百六十三条 代理包括委托代理和法定代理。

委托代理人按照被代理人的委托行使代理权。法定代理人依照法律的规定行使代理权。

第一百六十四条 代理人不履行或者不完全履行职责，造成被代理人损害的，应当承担民事责任。

代理人和相对人恶意串通，损害被代理人合法权益的，代理人和相对人应当承担连带责任。

in the name of the principal within the scope of the power of agency shall have binding force on the principal.

Article 163 Agency shall include entrusted agency and statutory agency.

An entrusted agent shall exercise the power of agency as entrusted by the principal. A statutory agent shall exercise the power of agency as prescribed by the law.

Article 164 Where an agent fails to perform or does not fully perform his or her duties, thereby causing damage to the principal, the agent shall undertake civil liability.

If an agent and the other party commit malicious collusion, thereby harming the principal's legitimate rights and interests, the agent and the other party shall be held jointly liable.

## 第二节 委托代理

## Section 2 Entrusted Agency

第一百六十五条 委托代理授权采用书面形式的，授权委托书应当载明代理人的姓名或者名称、代理事项、权限和期间，并由被代理人签名或者盖章。

Article 165 Where a civil juristic act is entrusted to an agent in written form, the power of attorney shall clearly state the agent's name, the entrusted matters and the scope and duration of the power of agency, and be signed or sealed by the principal.

第一百六十六条 数人为同一代理事项的代理人的，应当共同行使代理权，但是当事人另有约定的除外。

Article 166 Where a matter is entrusted to several agents, all of such agents shall exercise the power of agency jointly, unless otherwise agreed by the parties concerned.

第一百六十七条 代理人知道或者应当知道代理事项违法仍然实施代理行为，或者被代理人知道或者应当知道代理人的代理行为违法未作反对表示的，被代理人和代理人应当承担连带责任。

Article 167 If an agent knows or should have known that the matters entrusted are illegal but still exercises the agency power, or if a principal knows or should have known that his or her agent's acts are illegal but fails to raise an objection, the principal and the agent shall be held jointly liable.

第一百六十八条 代理人不得以被代理人的名义与自己

Article 168 An agent shall not perform a civil juristic act in the name of the principal with himself or herself, unless

实施民事法律行为，但是被代理人同意或者追认的除外。

代理人不得以被代理人的名义与自己同时代理的其他人实施民事法律行为，但是被代理的双方同意或者追认的除外。

第一百六十九条 代理人需要转委托第三人代理的，应当取得被代理人的同意或者追认。

转委托代理经被代理人同意或者追认的，被代理人可以就代理事务直接指示转委托的第三人，代理人仅就第三人的选任以及对第三人的指示承担责任。

转委托代理未经被代理人同意或者追认的，代理人应当对转委托的第三人的行为承担责任，但是在紧急情况下代理人为了维护被代理人的利益需要转委托第三人代理的除外。

第一百七十条 执行法人或者非法人组织工作任务的人员，就其职权范围内的事项，以法人或者非法人组织的名义实施民事法律行为，对法人或者非法人组织发生效力。

法人或者非法人组织对其执行其工作任务的人员职权范围的限制，不得对抗善意相对人。

第一百七十一条 行为人没有代理权、超越代理权或者代理权终止后，仍然实施代理行为，未经被代理人追认的，对被代理人不发生效力。

相对人可以催告被代理人

otherwise with the consent or acknowledgment of the principal.

An agent shall not perform a civil juristic act in the name of the principal with any other party who entrusts such agent simultaneously, unless otherwise with the consent or acknowledgment of both principals.

Article 169 Where an agent needs to transfer its agency to a third party, he or she shall seek the consent or acknowledgment of the principal.

With the consent or acknowledgment of the principal regarding the transfer of agency, the principal may directly instruct the third party to whom the agency has been transferred the matters entrusted, and the agent shall only bear the liability for the selection of the third party and the instructions given to the third party.

Without the consent or acknowledgment of the principal regarding the transfer of agency, the agent shall bear the liability for the acts of the third party to whom the agency has been transferred, except where it is indeed necessary for the agent to transfer the agency to a third party in an emergency in order to safeguard the interests of the principal.

Article 170 Where a person who performs work tasks for a legal person or an unincorporated association performs civil juristic acts related to matters within his or her scope of functions and powers in the name of the legal person or the unincorporated association, such acts shall have binding force on such legal person or unincorporated association.

Any restrictions imposed by the legal person or unincorporated association on the scope of functions and powers of the person performing work tasks for the legal person or unincorporated association shall not be a valid defense against any bona fide other party.

Article 171 Any acts of agency continually performed by an actor without the power of agency, beyond the scope of his or her power of agency or after his or her power of agency has expired shall not be binding on the principal without the acknowledgment of such principal.

The other party may urge the principal to make

自收到通知之日起一个月内予以追认。被代理人未作表示的，视为拒绝追认。行为人实施的行为被追认前，善意相对人有撤销的权利。撤销应当以通知的方式作出。

行为人实施的行为未被追认的，善意相对人有权请求行为人履行债务或者就其受到的损害请求行为人赔偿，但是赔偿的范围不得超过被代理人追认时相对人所能获得的利益。

相对人知道或者应当知道行为人无权代理的，相对人和行为人按照各自的过错承担责任。

第一百七十二条 行为人没有代理权、超越代理权或者代理权终止后，仍然实施代理行为，相对人有理由相信行为人有代理权的，代理行为有效。

### 第三节 代理终止

第一百七十三条 有下列情形之一的，委托代理终止：

（一）代理期间届满或者代理事务完成；

（二）被代理人取消委托或者代理人辞去委托；

（三）代理人丧失民事行为能力；

（四）代理人或者被代理人死亡；

（五）作为代理人或者被代理人的法人、非法人组织终止。

第一百七十四条 被代理人死亡后，有下列情形之一的，委托代理人实施的代理行

acknowledgment within a month from the date of receiving the notice. Where the principal does not respond, the acknowledgment shall be deemed to have been refused.

Before the acknowledgment of the acts performed by an actor, the bona fide other party has the right of revocation. The revocation shall be made by serving a notice.

Where the principal refuses to acknowledge such acts performed by an actor, the bona fide other party has the right to request the actor to perform obligations or pay compensation for any injury incurred, provided that such compensation shall not exceed the interests that should have been acquired by the other party when such acts of agency are acknowledged by the principal.

Where the other party knows or should have known that the actor has no power of agency, the other party and the actor shall respectively bear the liability according to their own faults.

Article 172 For any acts of agency continually performed by an actor without the power of agency, beyond the scope of his or her power of agency or after his or her power of agency has expired, such acts of agency shall be valid if the other party has reasons to believe that the actor has the power of agency.

### Section 3 Termination of Agency

Article 173 An entrusted agency shall be terminated under any of the following circumstances:

1. Where the period of agency expires or the matters entrusted are completed;

2. Where the principal dissolves the entrustment or the agent declines the entrustment;

3. Where the principal loses his or her capacity for civil conduct;

4. Where the agent or the principal dies; or

5. Where a legal person or an unincorporated association acting as the principal or an agent is terminated.

Article 174 The acts of agency performed by an entrusted agent after the principal dies shall be valid under any of the following circumstances:

为有效:

(一) 代理人不知道并且不应当知道被代理人死亡;

(二) 被代理人的继承人予以承认;

(三) 授权中明确代理权在代理事务完成时终止;

(四) 被代理人死亡前已经实施, 为了被代理人的继承人的利益继续代理。

作为被代理人的法人、非法人组织终止的, 参照适用前款规定。

1. Where the agent does not know and should not have known that the principal has died;

2. Where the successors of the principal acknowledge such acts;

3. Where the power of attorney explicitly states that the power of agency shall terminate upon completion of the entrusted affairs; or

4. Where such acts have been performed before the principal dies and continue for the sake of the principal's successors.

The provisions in the preceding paragraphs shall apply mutatis mutandis to the circumstance where a legal person or an unincorporated association acting as the principal is terminated.

第一百七十五条 有下列情形之一的, 法定代理终止:

(一) 被代理人取得或者恢复完全民事行为能力;

(二) 代理人丧失民事行为能力;

(三) 代理人或者被代理人死亡;

(四) 法律规定的其他情形。

Article 175 The statutory agency shall be terminated under any of the following circumstances:

1. Where the principal obtains or recovers the full capacity for civil conduct;

2. Where the agent loses his or her capacity for civil conduct;

3. Where the agent or the principal dies; or

4. Other circumstances stipulated by the law arise.

## 第八章 民事责任

## Chapter VIII Civil Liability

第一百七十六条 民事主体依照法律规定和当事人约定, 履行民事义务, 承担民事责任。

Article 176 A civil subject shall fulfill his or her civil obligations and bear civil liability in accordance with provisions of the law and agreements reached between the parties concerned.

第一百七十七条 二人以上依法承担按份责任, 能够确定责任大小的, 各自承担相应的责任; 难以确定责任大小的, 平均承担责任。

Article 177 Where two or more persons share civil liability according to the law, they shall bear the corresponding civil liability respectively if their respective liability can be determined; or evenly undertake civil liability if it is difficult to determine their respective liability.

第一百七十八条 二人以上依法承担连带责任的, 权利人有权请求部分或者全部连带责任人承担责任。

Article 178 Where two or more persons are jointly held liable according to the law, the obligee is entitled to request part or all of the persons jointly held liable to bear the relevant liability.

连带责任人的责任份额根据各自责任大小确定；难以确定责任大小的，平均承担责任。实际承担责任超过自己责任份额的连带责任人，有权向其他连带责任人追偿。

连带责任，由法律规定或者当事人约定。

第一百七十九条 承担民事责任的方式主要有：

- (一) 停止侵害；
- (二) 排除妨碍；
- (三) 消除危险；
- (四) 返还财产；
- (五) 恢复原状；
- (六) 修理、重作、更换；
- (七) 继续履行；
- (八) 赔偿损失；
- (九) 支付违约金；
- (十) 消除影响、恢复名誉；
- (十一) 赔礼道歉。

法律规定惩罚性赔偿的，依照其规定。

本条规定的承担民事责任的方式，可以单独适用，也可以合并适用。

第一百八十条 因不可抗力不能履行民事义务的，不承担民事责任。法律另有规定的，依照其规定。

不可抗力是指不能预见、不能避免且不能克服的客观情况。

第一百八十一条 因正当防卫造成损害的，不承担民事责任。

正当防卫超过必要的限

The share of liability of persons jointly held liable shall be determined based on the liability borne respectively; and they shall evenly undertake the liability if it is difficult to determine the liability borne respectively. Where liability actually borne by a person jointly held liable exceeds his or her share of liability, he or she is entitled to claim compensation from other persons jointly held liable.

Joint liability shall be subject to provisions stipulated by the law or agreements reached between the parties concerned.

Article 179 Civil liability can be borne mainly in the following ways:

1. Cessation of infringements;
  2. Removal of obstacles;
  3. Elimination of dangers;
  4. Return of property;
  5. Restoration to the original condition;
  6. Repair, reworking or replacement;
  7. Continuous performance;
  8. Compensation for losses;
  9. Payment of damages for breach of contract;
  10. Elimination of ill effects and rehabilitation of reputation;
- and
11. Extension of an apology.

Where the law contains provisions on punitive compensation, such provisions shall apply.

The ways for bearing civil liability set forth in this Article may be applied exclusively or concurrently.

Article 180 If the failure to fulfill civil obligations is caused by force majeure, no civil liability shall be borne. Where there are other provisions in the law, such provisions shall apply.

Force majeure refers to any objective circumstance that is unforeseeable, unavoidable and insurmountable.

Article 181 A person who causes harm in exercising a justifiable defense shall not bear civil liability.

If such justifiable defense exceeds the limit of necessity and undue harm is caused, the person exercising such

度，造成不应有的损害的，正当防卫人应当承担适当的民事责任。

第一百八十二条 因紧急避险造成损害的，由引起险情发生的人承担民事责任。

危险由自然原因引起的，紧急避险人不承担民事责任，可以给予适当补偿。

紧急避险采取措施不当或者超过必要的限度，造成不应有的损害的，紧急避险人应当承担适当的民事责任。

第一百八十三条 因保护他人民事权益使自己受到损害的，由侵权人承担民事责任，受益人可以给予适当补偿。没有侵权人、侵权人逃逸或者无力承担民事责任，受害人请求补偿的，受益人应当给予适当补偿。

第一百八十四条 因自愿实施紧急救助行为造成受助人损害的，救助人不承担民事责任。

第一百八十五条 侵害英雄烈士等的姓名、肖像、名誉、荣誉，损害社会公共利益的，应当承担民事责任。

第一百八十六条 因当事人一方的违约行为，损害对方人身权益、财产权益的，受损方有权选择请求其承担违约责任或者侵权责任。

第一百八十七条 民事主体因同一行为应当承担民事责任、行政责任和刑事责任的，承担行政责任或者刑事责任不

justifiable defense shall bear civil liability on a reasonable basis.

Article 182 If an injury is caused by an action taken to avoid an imminent danger, the person who gives rise to such danger shall bear civil liability.

If the danger arises from natural causes, the person acting to avoid such danger shall not bear civil liability, and may offer to pay reasonable compensation.

If the action taken to avoid the danger is improper or exceeds the limit of necessity and undue harm is caused, the person acting to avoid such danger shall bear civil liability on a reasonable basis.

Article 183 Where a person acts in order to protect any other's civil rights and interests, thereby harming himself or herself, the infringer shall bear civil liability and the beneficiary may pay reasonable compensation. Where there is no infringer, or the infringer has fled or is unable to bear civil liability, the beneficiary shall pay reasonable compensation if the infringed claims compensation.

Article 184 A person who causes harm to any recipient in volunteering to provide emergency assistance shall not bear civil liability.

Article 185 A person who damages the social and public interests by infringing upon the name, portrait, reputation and honor of a hero or a martyr shall bear civil liability.

Article 186 Where a party concerned breaches an agreement, thus causing harm to the other party's personal or property rights and interests, the aggrieved party has the right to request such party to assume the liability for the breach or for the infringement.

Article 187 Where a civil subject shall bear civil liability, administrative liability and criminal liability simultaneously for a single act, the administrative liability or criminal liability borne does not affect the civil liability to be borne; where the civil

影响承担民事责任；民事主体的财产不足以支付的，优先用于承担民事责任。

## 第九章 诉讼时效

第一百八十八条 向人民法院请求保护民事权利的诉讼时效期间为三年。法律另有规定的，依照其规定。

诉讼时效期间自权利人知道或者应当知道权利受到损害以及义务人之日起计算。法律另有规定的，依照其规定。但是自权利受到损害之日起超过二十年的，人民法院不予保护；有特殊情况的，人民法院可以根据权利人的申请决定延长。

第一百八十九条 当事人约定同一债务分期履行的，诉讼时效期间自最后一期履行期限届满之日起计算。

第一百九十条 无民事行为能力人或者限制民事行为能力人对其法定代理人的请求权的诉讼时效期间，自该法定代理终止之日起计算。

第一百九十一条 未成年人遭受性侵害的损害赔偿请求权的诉讼时效期间，自受害人年满十八周岁之日起计算。

第一百九十二条 诉讼时效期间届满的，义务人可以提出不履行义务的抗辩。

诉讼时效期间届满后，义务人同意履行的，不得以诉讼时效期间届满为由抗辩；义务人已自愿履行的，不得请求返还。

subject's property is insufficient to cover the payment, the property shall be used in the first place for civil liability purposes.

## Chapter IX Limitation of Action

Article 188 The limitation of action regarding applications to a people's court for protection of civil rights shall be three years. Where there are other provisions in the law, such provisions shall apply.

A limitation of action shall run from the date when an obligee knows or should have known that his or her rights have been infringed and who the obligor is. Where there are other provisions in the law, such provisions shall apply. However, the people's court shall not protect his or her rights if 20 years have passed since the infringement. Under special circumstances, the people's court may decide to extend the limitation of action upon application filed by the obligee.

Article 189 Where the parties concerned have agreed that the same obligation will be performed in installments, the limitation of action shall run from the date when the time limit for payment of the last installment expires.

Article 190 The limitation of action for the right of claim between a person who has no or limited capacity for civil conduct and his or her statutory agent shall run from the date when the statutory agency is terminated.

Article 191 The limitation of action for the right of claim for compensation for injury to a minor who suffers from sexual assault shall run from the date when the victim reaches the age of 18.

Article 192 When the limitation of action expires, an obligor may raise a plea of not fulfilling his or her obligations.

If the obligor agrees to fulfill his or her obligations after the expiration of the limitation of action, he or she shall not raise a plea on the ground of the expiration of the limitation of action; where such obligor has fulfilled his or her obligations voluntarily, no request for return may be made.

第一百九十三条 人民法院不得主动适用诉讼时效的规定。

Article 193 A people's court shall not apply the provisions on the limitation of action actively.

第一百九十四条 在诉讼时效期间的最后六个月内，因下列障碍，不能行使请求权的，诉讼时效中止：

Article 194 A limitation of action shall be suspended during the last six months of the limitation if the right of claim cannot be exercised because of the following obstacles:

- (一) 不可抗力；
- (二) 无民事行为能力人或者限制民事行为能力人没有法定代理人，或者法定代理人死亡、丧失民事行为能力、丧失代理权；
- (三) 继承开始后未确定继承人或者遗产管理人；
- (四) 权利人被义务人或者其他人控制；
- (五) 其他导致权利人不能行使请求权的障碍。

1. Force majeure;
2. The person who has no or limited capacity for civil conduct has no statutory agent, or his or her statutory agent dies or loses the capacity for civil conduct or the power of agency;
3. Neither a successor nor a legacy caretaker has been determined after the commencement of succession;
4. The obligee is controlled by the obligor or other persons; and
5. Other obstacles that result in the failure of the obligee to exercise the right of claim.

自中止时效的原因消除之日起满六个月，诉讼时效期间届满。

The limitation of action shall expire after six months from the date when the obstacles causing the suspension are eliminated.

第一百九十五条 有下列情形之一的，诉讼时效中断，从中断、有关程序终结时起，诉讼时效期间重新计算：

Article 195 A limitation of action shall be interrupted under any of the following circumstances, and shall recommence from the time when the interruption or the relevant procedure is terminated:

- (一) 权利人向义务人提出履行请求；
- (二) 义务人同意履行义务；
- (三) 权利人提起诉讼或者申请仲裁；
- (四) 与提起诉讼或者申请仲裁具有同等效力的其他情形。

1. Where the obligee claims for the fulfillment of obligations by the obligor;
2. Where the obligor agrees to fulfill the obligations;
3. Where the obligee files a lawsuit or applies for arbitration; or
4. Other circumstances which have the same effect as filing a lawsuit or applying for arbitration arise.

第一百九十六条 下列请求权不适用诉讼时效的规定：

Article 196 The limitation of action shall not apply to the following rights of claim:

- (一) 请求停止侵害、排除妨碍、消除危险；

1. a claim for ceasing infringements, removing obstacles and eliminating dangers;



(二) 不动产物权和登记的动产物权的权利人请求返还财产;

(三) 请求支付抚养费、赡养费或者扶养费;

(四) 依法不适用诉讼时效的其他请求权。

第一百九十七条 诉讼时效的期间、计算方法以及中止、中断的事由由法律规定,当事人约定无效。

当事人对诉讼时效利益的预先放弃无效。

第一百九十八条 法律对仲裁时效有规定的,依照其规定;没有规定的,适用诉讼时效的规定。

第一百九十九条 法律规定或者当事人约定的撤销权、解除权等权利的存续期间,除法律另有规定外,自权利人知道或者应当知道权利产生之日起计算,不适用有关诉讼时效中止、中断和延长的规定。存续期间届满,撤销权、解除权等权利消灭。

## 第十章 期间计算

第二百条 民法所称的期间按照公历年、月、日、小时计算。

第二百零一条 按照年、月、日计算期间的,开始的当日不计入,自下一日开始计算。

按照小时计算期间的,自

2. a claim of the obligee with real property titles and registered real rights of movables for returning his or her property;

3. a claim for paying upbringing payment, alimony payment, or maintenance fee; and

4. other rights of claim that shall not be subject to a limitation of action according to the law.

Article 197 The periods, calculation methods, and the reasons for a suspension or interruption in respect of the limitation of action shall be prescribed by the law and those agreed by and between the parties concerned shall be null and void.

Where a party concerned waives in advance the interests derived from the limitation of action, such waiver shall be null and void.

Article 198 Where the law contains provisions on the limitation of arbitration, such provisions shall apply; where there is no provision on the limitation of arbitration in the law, the provisions on the limitation of action shall apply.

Article 199 Unless otherwise prescribed by law, the duration of such rights as the right of revocation and the right of dissolution stipulated by the law or agreed by the parties concerned shall run from the date when a right holder knows or should have known that such right is created. The provisions on the suspension, interruption and extension of the limitation of action shall no longer apply to the above duration. When the above duration expires, the right of revocation, right of dissolution and other rights shall be extinguished.

## Chapter X Calculation of Time Periods

Article 200 For the purpose of the Civil Law, a time period shall be calculated by the Gregorian calendar in years, months, days and hours.

Article 201 When a time period is calculated in years, months and days, the day on which the period begins shall not be counted as within the period; calculation shall begin from the next day.

When a time period is calculated in hours, calculation of

法律规定或者当事人约定的时间开始计算。

第二百零二条 按照年、月计算期间的，到期月的对应日为期间的最后一日；没有对应日的，月末日为期间的最后一日。

第二百零三条 期间的最后一日是法定节假日的，以法定节假日结束的次日为期间的最后一日。

期间的最后一日的截止时间为二十四时；有业务时间的，停止业务活动的时间为截止时间。

第二百零四条 期间的计算方法依照本法的规定，但是法律另有规定或者当事人另有约定的除外。

## 第十一章 附 则

第二百零五条 民法所称的“以上”“以下”“以内”“届满”，包括本数；所称的“不满”“超过”“以外”，不包括本数。

第二百零六条 本法自2017年10月1日起施行。

such period shall begin from the time stipulated by the law or agreed by the parties concerned.

Article 202 When a time period is calculated in years and months, the same day of the last month as the day on which the period begins shall be taken as the last day of the time period; where there is no such same day, the end of the last month shall be taken as the last day of the time period.

Article 203 If the last day of a time period falls on a Sunday or an official holiday, the day after the holiday shall be taken as the last day of the time period.

The last day of a time period shall end at 24:00. If business hours are applicable, the last day shall end at the closing time for business.

Article 204 The calculation of a time period shall conform to the provisions of this Law, unless otherwise stipulated by the law or agreed by the parties concerned.

## Chapter XI Supplementary Provisions

Article 205 For the purpose of the Civil Law, the terms "not less than", "not more than", "within", and "expires" shall include the given figure; the terms "under", "exceeds", and "beyond" shall not include the given figure.

Article 206 This Law shall come into force as of October 1, 2017.