



PROVISIONAL REGULATIONS FOR THE REGISTRATION AND MANAGEMENT OF CIVIL NON-ENTERPRISE WORK UNITS

民办非企业单位登记管理暂行条例

Issued: 1998

第一章 总 则

第一条 为了规范民办非企业单位的登记管理，保障民办非企业单位的合法权益，促进社会主义物质文明、精神文明建设，制定本条例。

第二条 本条例所称民办非企业单位，是指企业事业单位、社会团体和其他社会力量以及公民个人利用非国有资产举办的，从事非营利性社会服务活动的社会组织。

第三条 成立民办非企业单位，应当经其业务主管单位审查同意，并依照本条例的规定登记。

第四条 民办非企业单位应当遵守宪法、法律、法规和国家政策，不得反对宪法确定的基本原则，不得危害国家的统一、安全和民族的团结，不得损害国家利益、社会公共利益以及其他社会组织和公民的合法权益，不得违背社会道德风尚。民办非企业单位不得从事营利性经营活动。

第五条 国务院民政部门 and 县级以上地方各级人民政府民政部门是本级人民政府的民办非企业单位登记管理机关（以下简称登记管理机关）。

国务院有关部门和县级以上地方各级人民政府的有关部门、国务院或者县级以上地方各级人民政府授权的组织，是有关行业、业务范围内民办非企业单位的业务主管单位（以下简称业务主管单位）。

法律、行政法规对民办非企业单位的监督管理另有规定的，依照有关法律、行政法规的规定执行。

The State Council of the Peoples' Republic of China, Order No. 251 The 'Provisional regulations for the registration and management of Civil Non-enterprise Institutions' (minban feiqiye danwei) was passed by the Eighth Plenum of the Standing Committee of the State Council on the 25th of September 1998. It is hereby promulgated. It takes effect from the day of promulgation.

Premier Zhu Rongji, 25th October 1998.

No. 1 GENERAL PRINCIPLES

Article 1: These regulations have been drawn up in order to standardise the registration and management of Civil Non-enterprise Institutions, to guarantee their legal rights and interests, and to promote the construction of socialist material and spiritual civilisation.

Article 2: What these regulations refer to as civil non-enterprise institution is a social organization, set up by Social Associations, enterprises and public institutions, other social forces, or individual citizens, using non-state assets, to engage in social service activities of a non-profit nature.

Article 3: The establishment of a civil non-enterprise institution should undergo the examination and agreement of the professional leading and registration should be in accordance with the provisions of these regulations.

Article 4: Civil Non-enterprise Institutions should respect the constitution, laws, regulations and national policies. They should not oppose the basic principles set out in the constitution, nor should they endanger national unity, security or ethnic unity.

They should not harm the national interest nor go against prevailing social morality.

Civil Non-enterprise Institutions may not engage in profit seeking business activities.

第二章 管 辖

第六条 登记管理机关负责同级业务主管单位审查同意的民办非企业单位的登记管理。

第七条 登记管理机关、业务主管单位与其管辖的民办非企业单位的住所不在一地的，可以委托民办非企业单位住所地的登记管理机关、业务主管单位负责委托范围内的监督管理工作。

第三章 登 记

第八条 申请登记民办非企业单位，应当具备下列条件：

- （一）经业务主管单位审查同意；
- （二）有规范的名称、必要的组织机构；
- （三）有与其业务活动相适应的从业人员；
- （四）有与其业务活动相适应的合法财产；
- （五）有必要的场所。民办非企业单位的名称应当符合国务院民政部门的规定，不得冠以"中国"、"全国"、"中华"等字样。

第九条 申请民办非企业单位登记，举办者应当向登记管理机关提交下列文件：

- （一）登记申请书；
- （二）业务主管单位的批准文件；
- （三）场所使用权证明；
- （四）验资报告；
- （五）拟任负责人的基本情况、身份证明；
- （六）章程草案。

第十条 民办非企业单位的章程应当包括下列事项：

- （一）名称、住所；
- （二）宗旨和业务范围；
- （三）组织管理制度；
- （四）法定代表人或者负责人的产生、罢免的程序；
- （五）资产管理和使用的原则；
- （六）章程的修改程序；
- （七）终止程序和终止后资产的处理；
- （八）需要由章程规定的其他事项。

第十一条 登记管理机关应当自收到成立登记申请的全部有效文件之日起 6 0 日内作出准予登记或者不予登记的决定。

Article 5: The State Council's Ministry of Civil Affairs and also the Civil Affairs departments under local Peoples' Governments at all levels above county are the bodies for the management of the registration of Civil Non-enterprise Institutions at that level of Government (hereinafter referred to as registration management authorities).

The relevant departments of the State Council and of local Peoples' Governments at all levels above county and organisations authorised by the State Council or local Peoples' Governments at all levels above county shall be the professional leading unit within the ambit of the relevant trade or profession of a civil non-enterprise institution (hereinafter referred to as professional leading units).

Where laws and administrative regulations have other stipulations regarding the supervision and management of Civil Non-enterprise Institutions, these shall be carried out in accordance with the provisions of the relevant laws and administrative regulations.

No. 2 JURISDICTION

Article 6: Registration management authorities are responsible for the registration and management of Civil Non-enterprise Institutions examined and approved by professional leading units at their same level.

Article 7: Where registration management authorities, professional leading units and the Civil Non-enterprise Institutions under their jurisdiction are not in the same place, they may entrust the registration management authorities and professional leading units where the civil non-enterprise institution is located to undertake the work of supervision and management.

No. 3 REGISTRATION

Article 8: Civil Non-enterprise Institutions applying for registration should meet the following conditions:

- I. Examined and approved by the professional leading unit;
- II. Having a standard name and the necessary organisational structure;
- III. Have the appropriate staff for the activities of their vocation;
- IV. Have the appropriate legitimate assets for the activities of their vocation;
- V. Have the necessary premises. The name of a civil non-enterprise institution should accord with the stipulations of the State Council's Civil Affairs Department, and may not be headed by such words or phrases as 'China', 'All-China', 'Chinese' etc.

Article 9: The applicant for the registration of a civil non-enterprise institution should provide the following documentation to the registration management body:

有下列情形之一的，登记管理机构不予登记，并向申请人说明理由：

（一）有根据证明申请登记的民办非企业单位的宗旨、业务范围不符合本条例第四条规定的；

（二）在申请成立时弄虚作假的；

（三）在同一行政区域内已有业务范围相同或者相似的民办非企业单位，没有必要成立的；

（四）拟任负责人正在或者曾经受到剥夺政治权利的刑事处罚，或者不具有完全民事行为能力；

（五）有法律、行政法规禁止的其他情形的。

第十二条 准予登记的民办非企业单位，由登记管理机构登记民办非企业单位的名称、住所、宗旨和业务范围、法定代表人或者负责人、开办资金、业务主管单位，并根据其依法承担民事责任的不同方式，分别发给《民办非企业单位（法人）登记证书》、《民办非企业单位（合伙）登记证书》、《民办非企业单位（个体）登记证书》。

依照法律、其他行政法规规定，经有关主管部门依法审核或者登记，已经取得相应的执业许可证书的民办非企业单位，登记管理机构应当简化登记手续，凭有关主管部门出具的执业许可证明文件，发给相应的民办非企业单位登记证书。

第十三条 民办非企业单位不得设立分支机构。

第十四条 民办非企业单位凭登记证书申请刻制印章，开立银行帐户。民办非企业单位应当将印章式样、银行帐号报登记管理机构备案。

第十五条 民办非企业单位的登记事项需要变更的，应当自业务主管单位审查同意之日起 30 日内，向登记管理机构申请变更登记。民办非企业单位修改章程，应当自业务主管单位审查同意之日起 30 日内，报登记管理机构核准。

第十六条 民办非企业单位自行解散的，分立、合并的，或者由于其他原因需要注销登记的，应当向登记管理机构办理注销登记。

I. Letter of application for registration;

II. Document giving the permission of the competent professional body;

III. Proof of use rights for place of business;

IV. Report showing acceptable assets

V. Basic personal details and identity card of the proposed responsible person;

VI. Draft of the charter.

Article 10: The charter of a civil non-enterprise institution should include the following items:

I. Name, place of business;

II. Aims and scope of activities;

III. Organisation and management system;

IV. Procedures for the production and recall of legal representatives or responsible persons;

V. Principles for the use and management of assets;

VI. Procedures for the amendment of the charter;

VII. Procedures for ceasing operations and the handling of remaining assets;

VIII. Other business to be regulated by the charter.

Article 11: Within sixty days of receiving full and effective documentation of establishment and application for registration, the registration management authorities should issue a decision on whether or to approve the applicant's registration. Under the following conditions the registration management authorities should not allow registration, and in the case of refusal should must explain the reason to the applicant:

I. There exists evidence showing that the aims or scope of activities of a civil non-enterprise institution applying for registration are not in accord with the stipulations of Article 4 of these regulations;

II. There has been falsification during application to set up;

III. There already exists a civil non-enterprise institution in the same administrative district with the same or similar scope of activity, and there is thus no need to set one up;

IV. The proposed legal representative is currently or has previously suffered the criminal penalty of removal of political rights, or does not possess the full ability to engage in civil activities.

V. There are other circumstances forbidden by laws or administrative regulations.

Article 12: The registration management authorities shall register the name, place of business, aims and scope of activities, legal representative or responsible person, starting funds and professional leading unit of those Civil Non-enterprise Institutions that obtain permission to register. Moreover, based on their different forms of undertaking civil responsibility in accordance with the law, issue them with either a "Certificate of registration as a civil non-enterprise institution (legal entity)", a "Certificate of registration as a civil non-

民办非企业单位在办理注销登记前，应当在业务主管单位和其他有关机关的指导下，成立清算组织，完成清算工作。清算期间，民办非企业单位不得开展清算以外的活动。

第十七条 民办非企业单位法定代表人或者负责人应当自完成清算之日起15日内，向登记管理机关办理注销登记。办理注销登记，须提交注销登记申请书、业务主管单位的审查文件和清算报告。登记管理机关准予注销登记的，发给注销证明文件，收缴登记证书、印章和财务凭证。

第十八条 民办非企业单位成立、注销以及变更名称、住所、法定代表人或者负责人，由登记管理机关予以公告。

第四章 监督管理

第十九条 登记管理机关履行下列监督管理职责：

- （一）负责民办非企业单位的成立、变更、注销登记；
- （二）对民办非企业单位实施年度检查；
- （三）对民办非企业单位违反本条例的问题进行监督检查，对民办非企业单位违反本条例的行为给予行政处罚。

第二十条 业务主管单位履行下列监督管理职责：

- （一）负责民办非企业单位成立、变更、注销登记前的审查；
- （二）监督、指导民办非企业单位遵守宪法、法律、法规和国家政策，按照章程开展活动；
- （三）负责民办非企业单位年度检查的初审；
- （四）协助登记管理机关和其他有关部门查处民办非企业单位的违法行为；
- （五）会同有关机关指导民办非企业单位的清算事宜。业务主管单位履行前款规定的职责，不得向民办非企业单位收取费用。

第二十一条 民办非企业单位的资产来源必须合法，任何单位和个人不得侵占、私分或者挪用民办非企业单位的资产。民办非企业单位开展章程规定的活动，按

enterprise institution (partnership)" or a "Certificate of registration as a civil non-enterprise institution (individual)."

Those Civil Non-enterprise Institutions that, in accordance with the stipulations of the law and other administrative regulations, have already obtained the appropriate operating license should have their registration procedures simplified by the registration management authority, and should be issued with the appropriate certificate of registration as a civil non-enterprise institution on the basis of an operating license form the relevant competent department.

Article 13: Civil Non-enterprise Institutions may not set up branch organisations.

Article 14: Civil Non-enterprise Institutions should apply to have seals cut and to open a bank account on the basis of their registration certificate. The civil non-enterprise institution should report the style of their seal and their bank account number to the registration management authority so that they may be placed on record.

Article 15: Should any of the matters pertaining to the registration of a civil non-enterprise institution require alteration, they should apply for alteration of their registration by the registration management authority within thirty days of receiving the consent after examination of the professional leading unit.

Should a civil non-enterprise institution revise its charter, they should report to the registration management authority for approval within thirty days of receiving the consent after examination of the professional leading unit.

Article 16: Those Civil Non-enterprise Institutions that disband themselves, subdivide, merge, or that for any other reason need to cancel their registration, should do so through the registration management authority.

Prior to carrying out the cancellation of their registration, Civil Non-enterprise Institutions should, under the guidance of the professional leading unit and other relevant authorities, establish a receivership team and complete the winding up of the unit's operations. During this process the civil non-enterprise institution may not carry out any other activity.

Article 17: The legal representative or responsible person of a civil non-enterprise institution should cancel their registration with the registration management authority within 15 days of the completion of winding up the unit's operation. When carrying out the cancellation of registration, a letter of application for cancellation of registration, examination documentation from the professional leading unit and a final winding up report must be submitted.

照国家有关规定取得的合法收入，必须用于章程规定的业务活动。

民办非企业单位接受捐赠、资助，必须符合章程规定的宗旨和业务范围，必须根据与捐赠人、资助人约定的期限、方式和合法用途使用。民办非企业单位应当向业务主管单位报告接受、使用捐赠、资助的有关情况，并应当将有关情况以适当方式向社会公布。

第二十二条 民办非企业单位必须执行国家规定的财务管理制度，接受财政部门的监督；资产来源属于国家资助或者社会捐赠、资助的，还应当接受审计机关的监督。

民办非企业单位变更法定代表人或者负责人，登记管理机关、业务主管单位应当组织对其进行财务审计。

第二十三条 民办非企业单位应当于每年 3 月 31 日前向业务主管单位报送上一年度的工作报告，经业务主管单位初审同意后，于 5 月 31 日前报送登记管理机关，接受年度检查。工作报告内容包括：本民办非企业单位遵守法律法规和国家政策的情况、依照本条例履行登记手续的情况、按照章程开展活动的情况、人员和机构变动的情况以及财务管理的情况。对于依照本条例第十二条第二款的规定发给登记证书的民办非企业单位，登记管理机关对其应当简化年度检查的内容。

第五章 罚 则

第二十四条 民办非企业单位在申请登记时弄虚作假，骗取登记的，或者业务主管单位撤销批准的，由登记管理机关予以撤销登记。

第二十五条 民办非企业单位有下列情形之一的，由登记管理机关予以警告，责令改正，可以限期停止活动；情节严重的，予以撤销登记；构成犯罪的，依法追究刑事责任：

（一）涂改、出租、出借民办非企业单位登记证书，或者出租、出借民办非企业单位印章的；

（二）超出其章程规定的宗旨和业务范围进行活动的；

（三）拒不接受或者不按照规定接受监督检查的；

（四）不按照规定办理变更登记的；

Those units that are permitted to cancel their registration by the registration management authority will be issued with documentary proof of the cancellation of their registration, and will have their certificate of registration, seals and financial credentials taken away.

Article 18: The registration or cancellation thereof of a civil non-enterprise institution or their change of name, place of business, legal representative or responsible person should be made public by the registration management authority.

No. 4 SUPERVISION AND MANAGEMENT

Article 19: The registration management authority has the following supervisory and management responsibilities:

- I. Responsible for the establishment, alteration, and cancellation of registrations of Civil Non-enterprise Institutions;
- II. Conduct an annual review of Civil Non-enterprise Institutions;
- III. Conduct a supervisory review where there are problems with Civil Non-enterprise Institutions fail to comply with these regulations, and apply administrative sanctions to activities of Civil Non-enterprise Institutions that fail to comply with these regulations.

Article 20: The professional leading unit has the following supervisory and management responsibilities:

- I. Responsible for the investigation of Civil Non-enterprise Institutions prior to the establishment, alteration, or cancellation of their registrations;
- II. It is responsible for supervising and guiding the Civil Non-enterprise Institutions in observance of the constitution, laws, statutory regulations, national policy, and in developing activities in accordance with their charter;
- III. Responsible for the annual review of Civil Non-enterprise Institutions;
- IV. Assist the registration management authority and other relevant departments in investigating and disciplining any illegal activities of Civil Non-enterprise Institutions;
- V. Jointly oversee the winding down of Civil Non-enterprise Institutions with other relevant authorities.

Professional leading units may not levy a fee from the Civil Non-enterprise Institutions for performing the above services.

Article 21: A Civil Non-enterprise Institutions' capital resources must be lawfully obtained; no institution or individual may seize, secretly divide or divert the civil non-enterprise institution's capital.

Civil Non-enterprise Institutions' legal income must be used for activities stipulated by the charter of the unit.

(五) 设立分支机构的;
(六) 从事营利性的经营活动的;
(七) 侵占、私分、挪用民办非企业单位的资产或者所接受的捐赠、资助的;
(八) 违反国家有关规定收取费用、筹集资金或者接受使用捐赠、资助的。
前款规定的行为有违法经营额或者违法所得的, 予以没收, 可以并处违法经营额 1 倍以上 3 倍以下或者违法所得 3 倍以上 5 倍以下的罚款。

第二十六条 民办非企业单位的活动违反其他法律、法规的, 由有关国家机关依法处理; 有关国家机关认为应当撤销登记的, 由登记管理机关撤销登记。

第二十七条 未经登记, 擅自以民办非企业单位名义进行活动的, 或者被撤销登记的民办非企业单位继续以民办非企业单位名义进行活动的, 由登记管理机关予以取缔, 没收非法财产; 构成犯罪的, 依法追究刑事责任; 尚不构成犯罪的, 依法给予治安管理处罚。

第二十八条 民办非企业单位被限期停止活动的, 由登记管理机关封存其登记证书、印章和财务凭证。
民办非企业单位被撤销登记的, 由登记管理机关收缴登记证书和印章。

第二十九条 登记管理机关、业务主管单位的工作人员滥用职权、徇私舞弊、玩忽职守构成犯罪的, 依法追究刑事责任; 尚不构成犯罪的, 依法给予行政处分。

第六章 附 则

第三十条 民办非企业单位登记证书的式样由国务院民政部门制定。
对民办非企业单位进行年度检查不得收取费用。

第三十一条 本条例施行前已经成立的民办非企业单位, 应当自本条例实施之日起 1 年内依照本条例有关规定申请登记。

第三十二条 本条例自发布之日起施行。

Source: Ministry of Civil Affairs of the People's Republic of China, “民办非企业单位登记管理暂行条例,”
<http://www.mca.gov.cn/article/zwgk/f>

Contributions or donations to Civil Non-enterprise Institutions must be used in compliance with the principles and areas of work laid down in the organisation's charter, and in compliance with purposes, methods and timescale as agreed with donors. Civil Non-enterprise Institutions must report to their professional leading unit on the receipt and use of contributions and donations, and must use appropriate means of publicising relevant information to society at large.

Article 22: Civil Non-enterprise Institutions must implement a financial management system as per State regulations and accept the supervision of finance departments; those whose source of funds is State financial aid or donations and/or financial aid from society at large should also accept the supervision of auditing organisations.

Before changing office holders or legal representatives the registration and management agency and professional leading unit must carry out a financial audit of the organisation.

Article 23: Civil Non-enterprise Institutions must submit to their professional leading unit an annual work report for the preceding year by March 31; after preliminary investigation and approval by the professional leading unit, the report must be submitted, by May 31, to the registration and management agency, which will then carry out an annual review. The work report should include the following contents: the unit's situation in respect of complying with laws, regulations and national policy; its situation in respect of these regulations' registration requirements; activities carried out in accordance with its charter; any changes in membership, administration; financial situation.

The registration and management agency should simplify the contents of the annual review for social organisations which have, in accordance with Article 12 Section 2 of these regulations, been issued with a registration certificate.

No. 5 SANCTIONS

Article 24: Those Civil Non-enterprise Institutions that whilst applying for registration engage in falsification or attempt to fraudulently obtain registration, or who have their permission revoked by the professional leading unit should have their registration cancelled by the registration management authority.

Article 25: In any of the following cases, the registration and management agency will issue Civil Non-enterprise Institutions with a formal warning and instruction to rectify their conduct; it may also stipulate a time frame within which further activities must cease; and may order a change in executives with direct management responsibilities [zhijie fuze de zhuguan ren]; in serious cases, registration will be cancelled; if the activities are criminal, criminal sanctions will be applied in accordance with the law:

I. Where the civil non-enterprise institution's registration certificate is obliterated, hired out or lent, or the social organisation's official seal is hired out or lent.

II. Where a civil non-enterprise institution's activities go beyond the principles and area of work as defined in the charter.

III. Where supervision and reviews in accordance with the regulations are refused or not accepted.

IV. Where modifications of registration are not carried out in accordance with the regulations.

V. Where branches organisations are established. .

VI. Where Civil Non-enterprise Institutions engage in profit seeking activities.

VII. Where a civil non-enterprise institution's capital, public contributions or donations are seized, secretly divided or diverted.

VIII. Where relevant national regulations are contravened in the charging of fees, collection or receipt of financial resources, donations or contributions.

Where the activities listed in the preceding sections produce an illegal operating surplus [jingying'e] or illegal gains, this shall be confiscated. They may moreover be fined an amount between twice and three times this illegal surplus or between three and five times such an illegal gain.

Article 26: If a civil non-enterprise institution's activities oppose other laws or regulations, it will be dealt with by the appropriate national agencies; if the relevant national agencies consider the civil non-enterprise institution should be closed down, the registration and management agency will cancel the registration.

Article 27: Those who have not registered and engage in the activities in the name of a civil non-enterprise institution without authorisation, or Civil Non-enterprise Institutions that have had their registrations revoked yet continue to engage in activities in the name of a civil non-enterprise institution will be disbanded and have their unlawful property confiscated by the registration management authority. Where this constitutes a crime, criminal responsibility should be determined in accordance with the law; where it does not constitute a crime a public security sanction may be imposed in accordance with the law.

Article 28: If a civil non-enterprise institution is instructed to cease its activities within a specified time, the registration and management agency will freeze the civil non-enterprise institution's registration, official seal and financial records.

If the registration of a social organisation is cancelled, the registration and management agency will confiscate its registration certificate and official seal.

Article 29: Those members of staff of registration management authorities or professional leading units who abuse their power, practice favouritism or embezzle, or neglect their duty, shall, where this

constitutes a criminal offence, have their criminal responsibility investigated in accordance with the law; where it does not constitute a criminal offence, they shall be given administrative punishment in accordance with the law.

No. 6 SUPPLEMENTARY

Article 30: The design of the civil non-enterprise institution registration certificate shall be decided by the State Council Ministry of Civil Affairs.

No charge may be levied for conducting the annual review.

Article 31: Civil Non-enterprise Institutions already established before the issuing of these regulations must apply for registration in accordance with the provisions of these regulations, within one year of these regulations taking effect.

Article 32: These regulations take effect from the day of their promulgation.

Source: China Development Brief, "Provisional Regulations for the Registration and Management of Civil Non-enterprise Institutions," trans. Jim Weldon, <http://www.chinadevelopmentbrief.com/node/300>, (accessed June 8, 2011). Reviewed by Shawn Shieh