

General Rules of the Civil Law of the People's Republic of China

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The General Rules of the Civil Law of the People's Republic of China, adopted at the 5th Session of the 12th National People's Congress of the People's Republic of China on March 15, 2017, are hereby promulgated, effective on 1 October 2017.

Xi Jinping

President of the People's Republic of China

March 15, 2017

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Chapter I General Provisions

Article 1 These Rules are enacted in accordance with the Constitution for the purpose of protecting the legitimate rights and interests of civil subjects, adjusting civil relations, maintaining social and economic orders, adapting to the requirements of the development of socialism with Chinese characteristics, and carrying forward socialist core values.

Article 2 Civil laws adjust personal relationships and property relationships between natural persons, legal persons and non-incorporated organisations as subjects with equal status.

Article 3 The personal rights, property rights and other legitimate rights and interests of civil subjects are protected by the law; no organisation or individual may infringe upon such rights and interests.

Article 4 All civil subjects have equal status in civil activities.

Article 5 Civil subjects engaging in civil activities shall follow the principles of voluntariness in the establishment, change or termination of civil legal relations according to their own intentions.

Article 6 Civil subjects engaging in civil activities shall follow the principles of fairness in determining reasonably the rights and obligations of all parties concerned.

Article 7 Civil subjects engaging in civil activities shall follow the principles of good faith, adhere to honesty and keep their commitments.

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

Article 9 Any civil activity conducted by civil subjects shall be conducive to saving resources and protecting the ecological environment.

Article 10 Any civil dispute shall be resolved in accordance with the law; in the absence of relevant provisions set forth in the law, usual practice may be followed, but the public order and good customs shall not be infringed upon.

Article 11 Where there are special provisions set forth in other laws governing civil relationships, such provisions shall prevail.

Article 12 All civil activities within the territory of the People's Republic of China shall be governed by the laws of the People's Republic of China, unless otherwise provided for in the law.

Chapter II Natural Persons

Section 1 Capacity for Civil Rights and Capacity for Civil Conduct

Article 13 Commencing at the time of birth and ceasing at the time of death, a natural person has the capacity for civil rights, may enjoy civil rights and shall assume civil obligations in accordance with the law.

Article 14 All natural persons are equal in terms of their capacity for civil rights.

Article 15 The date of birth/death of a natural person shall be based on that recorded on his/her birth/death certificate; in the absence of the birth/death certificate, the date recorded on the household registration or any other valid identity registration shall apply. If there is any other evidence sufficient to overturn the aforesaid date, the date supported by such evidence shall prevail.

Article 16 Where a foetus is involved in inheritance, acceptance of gifts or any other protection of his/her interests, the foetus shall be deemed as having the capacity for civil rights. However, if the foetus is born dead, the capacity for civil rights shall be deemed as non-existent since the beginning.

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

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

A minor aged over 16 whose main source of income is his/her job shall be deemed as a person of full capacity for civil conduct.

Article 19 A minor aged 8 or over is of limited capacity for civil conduct and shall be represented in the performance of civil juristic acts by his/her legal agent or shall obtain the consent or acknowledge by such agent. However, such minor may independently perform any civil juristic act that has a nature of pure profit or the performance of which is compatible with his/her age and intelligence.

Article 20 A minor under the age of 8 is of no capacity for civil conduct and shall be represented by his/her legal agent in the performance of civil juristic acts.

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

A minor who has reached the age of 8 but is unable to account for his/her own conduct shall be subject to the provision set forth in the preceding paragraph.

Article 22 An adult who is unable to fully account for his/her own conduct is a person having limited capacity for civil conduct and shall be represented by his/her legal agent in the performance of civil juristic acts. However, such adult may independently perform a civil juristic act that has a nature of pure profit or the performance of which is compatible with his/her intelligence and mental health.

Article 23 The guardian of a person without or with limited capacity for civil conduct is his/her legal agent.

Article 24 For an adult who is unable to account for or fully account for his/her conduct, an interested person or an organisation concerned may apply to a people's court for determining that such adult is of no or limited capacity for civil conduct.

For a person who has been determined by a people's court to be of no or limited capacity for civil conduct, the people's court may, upon the application filed by the person him/herself, an interested person or an organization concerned, determine that the person is recovered to be one with limited or full capacity for civil conduct, depending on the recovery of such person's intelligence or mental health.

The organisations concerned mentioned in this Article include: residents committees, villagers committees, schools, medical institutions, women's federations, federation of persons with disabilities, elderly organisations duly established and civil affairs authorities.

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

Section 2 Guardianship

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

Adult offspring have the obligation to provide for, support and protect their parents.

Article 27 Parents are guardians of their minor children.

If both parents of a minor are deceased or have no guardianship competence, the guardian shall be served by any of the following persons with guardianship competence in the sequence below:

(1) Grandparents or maternal grandparents;

(2) Older brothers or sisters; or

(3) Any other individual or organisation that is willing to act as the guardian of the minor, subject to the consent of the residents committee, the villagers committee, or the civil affairs authority at the place of the minors' domicile.

Article 28 Any of the following persons with guardianship competence shall act as the guardian of an adult with no or limited capacity for civil conduct in the sequence below:

(1) The adult's spouse;

(2) The adult's parents or children;

(3) The adult's close relatives; or

(4) Any other individual or organisation that is willing to act as the guardian of the adult, subject to the consent of the residents committee, the villagers committee, or the civil affairs authority at the place of the domicile of the adult.

Article 29 The parents of a ward may appoint a guardian through a will.

Article 30 Qualified persons of guardianship may agree to determine a guardian. In the case of a guardian determined by agreement, the true will of the ward shall be respected.

Article 31 If there are disputes on the determination of a guardian, the residents committee, the villagers committee, or the civil affairs authority at the place where the ward resides may appoint a guardian; if a party concerned disagrees with the appointed guardian, it may either apply to a people's court for appointing a guardian; such party may also directly apply to a people's court for appointing a guardian.

The residents committee, the villagers committee, the civil affairs authority or the people's court shall respect the true will of the ward, and shall appoint a guardian within the scope of persons legally qualified for guardianship under the principle of "benefiting the ward to the greatest extent".

If the personal rights, property rights and other lawful rights and interests of the ward is under no protection prior to the appointment of a guardian in accordance with Clause 1 of this Article, the residents committee or the villagers committee at the place where the ward resides, the organisation concerned that is provided for in law or the civil affairs authority shall act as the guardian.

The guardian, once appointed, shall not be changed without authorization; unauthorised change does not exempt the designated guardian from liability.

Article 32 Where there is no person legally qualified for guardianship, the civil affairs authority shall act as the guardian; or the residents committee or the villagers committee at the place where the ward resides that has the conditions of performing guardianship duties may act as the guardian.

Article 33 An adult with full capacity for civil conduct may, in prior consultation with his/her close relatives, or other individuals or organisations who are willing to act as his/her guardian, determine his/her guardian in writing. The agreed guardian shall perform the guardianship duties when such adult loses or partially loses his/her capacity for civil conduct.

Article 34 The guardian of a ward has the duties to perform civil legal acts on behalf of the ward and to protect the personal rights, property rights and other legitimate rights and interests of the ward.

The guardian's rights arising from performing the duties of guardianship in accordance with the law are protected by law.

Any guardian who fails to perform the duties of guardianship or infringes upon the legitimate rights and interests of the ward shall be held liable.

Article 35 A guardian shall perform the duties of guardianship under the principle of "benefiting the ward to the greatest extent". The guardian shall not dispose of the ward's properties, unless it is to protect the ward's interests.

The guardian of a minor shall perform the duties of guardianship and shall, in making the decision relating to the ward's interests, respect the true will of the ward according to the ward's age and mental condition.

The guardian of an adult that performs the duties of guardianship shall respect the true will of the ward to the greatest extent, protect and assist the ward in the performance of civil legal acts that are compatible with the ward's intelligence and mental health, and shall interfere with the affairs with which the ward is able to deal.

Article 36 Under any of the following circumstances, the people's court may, upon the application of an individual or organisation concerned, disqualify a guardian, take necessary measures for temporary guardianship, and appoint another guardian under the principle of "benefiting the ward to the greatest extent".

- (1) Perform acts that seriously damage the physical or mental health of the ward;
- (2) Be indifferent in the performance of duties of guardianship, or unable to perform duties of guardianship, and refuse to delegate part or all of the guardianship duties to others, causing difficulties or danger for the ward; and
- (3) Perform other acts that seriously infringe upon the legitimate rights and interest of the ward.

The individuals or organisations concerned mentioned in this Article include: other persons legally qualified for guardianship in accordance with the law, residents' committees, villagers' committees, schools, medical institutions, women's federations, associations of persons with disabilities, minors protection organisations, elderly organisations duly established and civil affairs authority etc.

If individuals and organisations other than civil affairs authorities provided for in the preceding clause fail to apply in time to a people's court for disqualification of guardianship, the civil affairs authorities shall do so instead.

Article 37 Where the parents, offspring or spouse of a ward who lawfully affords to support the ward is disqualified from guardianship, he/she shall continue to perform the duties of support.

Article 38 Where the parents or offspring of a ward have true repentance after being disqualified from guardianship by a people's court, unless deliberate offence has been committed to the ward, a people's court may reinstate the guardianship qualification as appropriate under the conditions of respecting the true will of the ward; the guardianship relationship between the appointed guardian by the people's court and the ward shall be terminated simultaneously.

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

- (1) The ward obtain or reinstate full capacity for civil conduct;
- (2) The guardian has lost the guardianship competence;
- (3) Either the ward or the guardian is deceased;
- (4) Other circumstances determined by the people's court as termination of guardianship.

After the termination of guardianship, another guardian shall be determined in accordance with the law if guardianship is still needed.

Section 3 Declarations of Missing Persons and Death

Article 40 Where the whereabouts of a natural person have been unknown for two years, an interested person may apply to a people's court for declaring such person as a missing person.

Article 41 The time period during which the whereabouts of a natural person become unknown shall be calculated from day when the natural person is non-contactable. During a war, such time period shall be calculated from the day when the war ends or from the day on which the natural person's unknown whereabouts are confirmed by relevant authorities.

Article 42 The property of a missing person shall be held in the custody of his/her spouse, adult offspring, parents or other persons who are willing to serve as custodian of the property.

In the case of a dispute over custody, in the absence of the persons mentioned in the preceding paragraph, or if the persons mentioned in the preceding paragraph have no custodian competence, the property shall be held in the custody of the persons appointed by a people's court.

Article 43 The custodian of property of a missing person shall properly manage the property and safeguard the property rights and interests of the missing person.

Any tax, debt and other due charges owed by the missing person shall be paid by the custodian with the property of the missing person.

If the custodian of property of a missing person causes losses to such property due to deliberate offence or gross negligence, the custodian shall be liable for compensation.

Article 44 Where the custodian of property of a missing person does not perform the custodian duties, infringes upon the interests of the missing person, or loses custodian competence, the interested person of the missing person may apply to a people's court for the change of the custodian.

If the property custodian has a justified reason, he may apply to a people's court for the change of property custodian.

If the people's court changes the property custodian, the custodian after the change may require the former custodian to hand over relevant property in time and report the property custody situation.

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

The missing person who has reappeared has the right to require the property custodian to hand over the property in time and to report the custody of the property.

Article 46 Where any of the following circumstances occurs to a natural person, an interested person may apply to a people's court to declare that the natural person is deceased:

- (1) The natural person's whereabouts have been unknown for four years; and
- (2) The natural person's whereabouts have been unknown for two years due to an accident in which he was involved.

If a natural person's whereabouts become unknown due to an accident and it is impossible for such person to survive as proved by relevant authorities, the application for declaration of death is not subject to the aforesaid provisions of two years.

Article 47 A people's court shall declare the death of a natural person, if some interested persons apply for the declaration of death of such natural person while other interested persons apply for the declaration of disappearance of the same natural person, provided that the requirements for declaring death provided for herein are satisfied.

Article 48 For a person who is declared death, the date of death shall be based on the date of the judgment for the declaration of death made by the people's court. If the death is declared due to the person's unknown whereabouts caused by an accident, the date on which the accident occurs shall be deemed to be the date of death of the person.

Article 49 The fact that a natural person has been declared dead but has not died shall not affect the validity of the civil juristic acts performed by the natural person during the period of such declared death.

Article 50 If a natural 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.

Article 51 The marriage of the person who has been declared dead shall be extinguished since the date of the death. If the death declaration is revoked, the marriage is self-resumed on the date of the revocation, except that the spouse remarries or by written notice to the marriage registration authority of the reluctance to recover the marriage.

Article 52 For the person who has been declared dead, during the period of his declared death, if their children are adopted by others, and after the death declaration has been revoked, the adoption relationship shall not be invalidated on the ground that such adoption has not been consented by such person.

Article 53 The person who has been revoked the death declaration has the right to request the return of property by the civil subject who acquired his property in accordance with the law of succession. If the property cannot be returned, appropriate compensation shall be given to such person.

If the interested persons conceal the truth and cause the other person to be declared dead in order to obtain the property thereof, they shall return the property and shall be liable for the resulting loss.

Section 4 Individual Businesses and Lease holding Farm Households

Article 54 Natural persons who are engaged in industrial and commercial business, and have registered according to the law, are individual industrial and commercial households. Individual industrial and commercial households may have a trading name.

Article 55 Members of the rural collective economic organisations, who obtain the right of rural land contract management according to the law and engage in household contract management, are rural contract management households.

Article 56 For the debt of the individual industrial and commercial households, if the individual operates the business, the debt shall be borne by the personal property; if the household operates the business, the debt shall be borne by the household property; if it is impossible to distinguish between personal property and household property, the debt shall be borne by the household property.

The debt of rural contract management households shall be borne by the rural household that engage in the rural land contract management; if the business is in fact operated by part of the rural household, the debt shall be borne by the property of such part of the rural household.

Chapter III Legal Persons

Section 1 General Stipulations

Article 57 Legal persons are organisations who have the capacity for civil rights and capacity for civil conduct, and can independently enjoy civil rights and bear civil liability according to the law.

Article 58 The legal persons shall be established according to law.

The legal persons shall have their own name, organisations, domicile, property or funds. The specific conditions and procedures for the establishment of legal persons shall be in accordance with the provisions of laws and administrative regulations.

The establishment of legal persons shall be subject to approval of relevant authorities if laws and administrative regulations so require.

Article 59 The capacity for civil rights and capacity for civil conduct of a legal person shall start from the establishment of the legal person and terminate on the date of the termination of the legal person.

Article 60 A legal person shall independently assume civil liability by all its property.

Article 61 The legal representative of a legal person is the person who represents the legal person in civil activities, according to the provisions of the law or the Articles of Association of the legal person.

When the legal representative of a legal person engage in civil activities under the name of the legal person, the legal consequences shall be borne by the legal person.

The restriction on the authority of the legal representative by the Articles of Association of the legal person or the governing body of the legal person shall not confront the counterparties in good faith.

Article 62 If the legal representative of a legal person causes harm due to performance of his duties, the legal person shall bear the civil liability.

After the legal person has assumed civil liability, recovery may be sought from the faulty legal representative according to the provisions of the law or the Articles of Association of the legal person.

Article 63 The domicile of a legal person is the place of the principal office. If it is necessary to carry out the registration of a legal person according to law, the principal office shall be registered as domicile of the legal person.

Article 64 If the registration items change during the existence of a legal person, application to the registration authority for change of registration shall be made according to law.

Article 65 If the actual situation of a legal person is inconsistent with the registered items, it shall not confront the counterparty in good faith.

Article 66 The registration authorities shall promptly publicise the relevant information registered by a legal person according to law.

Article 67 Where legal persons merge, their rights and obligations are enjoyed and borne by the merged legal person.

Where a legal person is divided, its rights and obligations shall be jointly and severally enjoyed and borne by the legal persons after division, unless otherwise agreed by the creditor and the debtor.

Article 68 If a legal person has any of the following reasons, and has completed the liquidation and cancellation of registration in accordance with the law, the legal person shall terminate:

- (1) The legal person has dissolved;
- (2) The legal person is declared bankrupt;
- (3) Other reasons prescribed by law.

Where the legal person ceases, the provisions of laws and administrative regulations shall be followed if the approval of the relevant authorities is necessary.

Article 69 In any of the following circumstances, a legal person is dissolved:

- (1) The existence of the legal person provided by the Articles of Association of the legal person has expired, or other reasons for dissolution provided by the Articles of Association of the legal person have occurred;
- (2) The authority of the legal person has decided on the dissolution;
- (3) Due to the merger or separation of the legal person, dissolution is needed;

(4) The business licence or registration certificate has been revoked, or the legal person has been ordered to be closed down or cancelled;

(5) Other circumstances prescribed by law.

Article 70 Where a legal person dissolves, the liquidation obligors shall, unless under the circumstances of merger or division, form a liquidation group in time to carry out liquidation.

The liquidation obligors are the directors, administrators and other executive bodies or members of the decision-making bodies, unless otherwise provided by laws and administrative regulations.

Where the liquidation obligors fail to perform the liquidation obligations in a timely manner and cause damage, they shall bear civil liability; the competent authority or the interested party may apply to the People's Court for appointing the relevant personnel to form a liquidation group for the liquidation.

Article 71 The liquidation procedures of a legal person and the powers of the liquidation group shall be in accordance with the provisions of the relevant laws; if there is no provision, the relevant provisions of the applicable company law shall be applied.

Article 72 During the period of liquidation, the legal person shall survive, but shall not engage in activities that are not related to liquidation.

The remaining property after the liquidation of the legal person shall be dealt with in accordance with the provisions of the Articles of Association of the legal persons or the resolutions of the authorities of the legal persons, unless otherwise provided by law.

When the liquidation is completed and the registration of the legal person is cancelled, the legal person shall terminate. If the legal person does not need to conduct registration, the legal person shall terminate the liquidation.

Article 73 Where a legal person is declared bankrupt, the bankruptcy liquidation shall be carried out in accordance with the law and the legal person shall cancel the registration before termination.

Article 74 A legal person may set up branches in accordance with the law. Such branches shall register if laws or administrative regulations so stipulate.

A branch shall bear the civil liability if it is engaged in civil activities in its own name; it is also possible that the property managed by the branch bears the civil liability, and the legal person bears the remaining of it.

Article 75 If the founder of a legal person carries out civil activities for the legal person, the legal consequences shall be borne by the legal person; if the legal person is not established, the legal consequences shall be borne by the founder of the legal person; if there are more than one founders, they shall be jointly and severally liable.

For the civil liability arising from civil activities conducted by the founder under his own name for the benefit of the legal person, third parties have the right to choose whether the legal person or the founder shall assume liability.
Section 2 For-profit Legal Persons

Article 76 The legal persons established for the purpose of obtaining profit and distributing to shareholders and other investors are legal persons for profit.

The legal persons for profit include limited liability companies, company limited by shares, and other corporate legal persons.

Article 77 A for-profit legal person is established by lawful registration.

Article 78 The registration authorities shall issue a business licence to a for-profit legal person that has been lawfully established. The date of issue of the business license is the date of establishment of the for-profit legal person.

Article 79 A for-profit legal person that is established by law shall lawfully develop its Articles of Association.

Article 80 A for-profit legal person shall set up its governing body.

The governing body shall perform the duties of amending the Articles of Association of the legal person, voting for or change the members of the executive body or supervising body, and other duties according to the Articles of Association of the legal person.

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

The executive body may exercise the power to convene meetings of the governing body of the legal person, determine the business plan and investment plan of the legal person, determine the setting of the internal management body of the legal person, and other powers prescribed by the Articles of Association of the legal person.

If the executive body is the board of directors or the executive directors, the Chairman of the Board of Directors, the executive directors or the managers shall be appointed as legal representative according to the Articles of Association of the legal person; if no board of directors or executive directors exist, the person chiefly in charge provided by the Articles of Association of the legal person shall be the executive body and legal representative.

Article 82 If a for-profit legal person has established its board of supervisors, board of supervisors and other supervising bodies, the supervising bodies shall supervise the performance of the duties of the legal person by the members of the executive body, the senior executives, and other duties provided by the Articles of Association of the legal person.

Article 83 The investors of a for-profit legal person shall not misuse the investors' rights to harm the interests of the legal person or other investors. Abuse of the investors' rights that have caused losses to the legal person or other investors shall be held liable for civil liabilities.

The investors of a for-profit legal person shall not abuse the legal person's independent status and the investors' limited liability to damage the creditors' interests. Abuse of the independent status of the legal person and the limited liability of the investors to evade the debt which has seriously damaged the interests of the creditors of the legal person shall be held jointly and severally liable for the liabilities of the legal person.

Article 84 The controlling shareholders, actual controllers, directors, supervisors, and senior management personnel of a for-profit legal person shall not harm the interests of the legal person by using the affiliated relationships thereof. Compensation liability shall be assumed if losses are caused to the legal person by using the affiliated relationships.

Article 85 If the meeting convening procedures and voting approaches of the resolution making by the governing body or the executive body of a legal person for profit has violated laws, administrative regulations, or the Articles of Association of the legal person, or the content of the resolution has violated the Articles of Association of the legal person, the investors of the legal person for profit may request a people's court to revoke that resolution; however, the civil legal relationship formed by such resolutions between the legal person and the counterparties in good faith shall not be affected.

Article 86 A for-profit legal person who engages in business activities shall abide by business ethics, maintain transaction security, accept government and social supervision, and assume social responsibility.

Section 3 Non-profit Legal Persons

Article 87 Legal persons established for the purpose of public welfare or other non-profit purposes, which do not distribute earned profit to the investors, founders or members, are non-profit legal persons.

The non-profit legal persons include institutions, social groups, foundations, and social service agencies.

Article 88 The institutions which satisfy the conditions of legal persons, and have been established according to the law in order to meet the needs of economic and social development and to provide public service, shall obtain the licence as legal persons of institutions; if the law does not require application for legal registration, such institutions shall obtain the licence as legal persons of institutions since the date of establishment.

Article 89 Where a corporation establishes a board of administration, such board of administration shall, unless otherwise provided by the law, be the decision-making body. The legal representatives of institutions shall be formed in accordance with the provisions of laws, administrative regulations or the Articles of Association of the legal persons.

Article 90 Social groups that satisfy the conditions of legal persons, which have been established by lawful registration for the purpose of public welfare or common interests of members and other non-profit purposes based on the common wishes of members shall obtain the licence as legal persons of social groups; if the law does not require application for legal registration, such social groups shall obtain the licence as legal persons of social groups since the date of establishment.

Article 91 The established legal persons of social groups shall lawfully develop the Articles of Association of the legal persons.

The legal persons of social groups shall establish the authorities such as the general meetings of members or the members' representative meetings.

The legal persons of social groups shall establish the board of administrators or the executive bodies. The head of the board of administrators, the head of the executive bodies or other responsible persons shall be appointed as the legal representatives according to the Articles of Association of the legal persons.

Article 92 The foundations and social service agencies etc. registered by law for the purpose of public welfare and donation of properties shall obtain the legal personality of donors.

Venues for religious activities established by law which satisfy the conditions as legal persons may apply for

registration of legal persons and obtain the legal personality of donors. If the provisions of the laws and administrative regulations have other provisions on the venues of religious activities, such provisions shall be abided by.

Article 93 The established legal persons of donors shall lawfully develop the Articles of Association of the legal persons.

The legal persons of donors shall establish the board of administrators, democratic management organisations and other decision making bodies, and shall set up executive bodies. The head of the board of the administrators shall be appointed of legal representatives according to the Articles of Association of the legal persons.

The legal persons of donors shall establish the board of supervisors and other supervising bodies.

Article 94 Donors have the rights to inquire into the legal persons of donors for the use and management of donated property and to give advice and suggestions; the legal persons of donors shall respond promptly and truthfully.

If the decision-making procedures of resolutions made by the decision-making bodies of the legal persons of donors, the executive bodies or the legal representatives violate laws, administrative regulations and the Articles of Association of the legal persons, or the content of the decision has violated the Articles of Association of the legal persons, the donors, the interested persons or the authorities may request the People's Court to revoke those resolutions; however, the civil relationships formed between the legal persons of donors and counterparties in good faith shall not be affected.

Article 95 The non-profit legal persons established for the purpose of public interests shall not distribute the remaining properties to the investors, founders or members at the time of termination. The remaining properties shall be used for public interests according to the provisions of the Articles of Association of the legal persons or the resolutions of the authorities; if it is impossible to dispose of such properties according to the Articles of Association of the legal persons or the resolutions of the authorities, the competent authorities shall guide the transfer of such properties to legal persons of same or similar purposes which shall be disclosed to the society.

Section 4 Special Legal Persons

Article 96 The governmental legal persons, the legal persons of rural collective economic organisations, and the legal persons of basic-level People's self-governing organisations are the special legal persons.

Article 97 The governmental bodies with independent funds and the statutory bodies that bear administrative functions shall have the legal personality of governmental bodies from the date of their establishment, and may engage in the civil activities required for the performance of their functions.

Article 98 Where the legal persons of governmental bodies are revoked, the legal persons shall terminate, and the civil rights and obligations thereof shall be enjoyed and borne by the successors of governmental bodies. If there is no successor legal person, the legal persons of the governmental bodies that have made the revocation decision shall enjoy and bear such rights and obligations.

Article 99 The rural collective economic organisations shall obtain the legal personality according to law.

If laws and administrative regulations have provisions on the rural collective economic organisations, such provisions shall be abided by.

Article 100 City and rural cooperative economic organisations shall obtain legal personalities in accordance with the law.

If laws and administrative regulations have provisions on the city and rural cooperative economic organisations, such provisions shall be abided by.

Article 101 The residents' committee and the villagers' committee which have the legal personalities as the basic-level People's self-governing organisations may engage in civil activities needed for performing their duties.

If rural collective economic organisations are not established, the villagers' committee may perform the duties of the village collective economic organisation according to law.

Chapter IV Non-incorporated organisations

Article 102 The non-incorporated organisations are organisations that have no legal personality but may lawfully engage in civil activities under their own names according to law.

The non-incorporated organisations include individual-owned enterprises, partnerships, and professional services without legal personality.

Article 103 The non-incorporated organisations shall register according to law.

For the establishment of non-incorporated organisations, if laws and administrative regulations provide that approval from relevant authorities is needed, such provisions shall be followed.

Article 104 If the property of the non-incorporated organisations is insufficient to pay off the debts, the investors or the founders shall bear unlimited liability, unless otherwise provided by the law.

Article 105 Non-incorporated organisations may determine one or more people to represent the organisation for civil activities.

Article 106 Under one of the following cases, non-incorporated organisations are dissolved:

- (1) The existence period provided by the Articles of Association has expired, or other dissolution causes have occurred;
- (2) The investors or the founders have decided to dissolve;
- (3) Other circumstances prescribed by law.

Article 107 The dissolved non-incorporated organisations shall conduct liquidation according to law.

Article 108 The non-incorporated organisations shall apply the provisions of Section 1 of Chapter 3 of this law in additions to this Chapter.

Chapter V Civil Rights

Article 109 Natural persons' personal freedom and personal dignity shall be protected by law.

Article 110 Natural persons enjoy the right to life, physical rights, health rights, name rights, portrait rights, reputation, right of honour, privacy, marriage autonomy and other rights.

Legal persons and non-incorporated organisations enjoy the rights to name, reputation, honour and other rights.

Article 111 Natural persons' personal information shall be protected by law. Any organisations and individuals who need to obtain personal information of others shall obtain the information according to law and shall ensure the information safety. It is not allowed to illegally collect, use, process or transfer the personal information of others. It is illegal to buy and sell, supply or publish the personal information of others.

Article 112 The personal rights of natural persons arising from marriage or family relations shall be protected by law.

Article 113 The property rights of the civil subjects are equally protected by law.

Article 114 The civil subjects shall enjoy property rights according to law.

Property rights are the exclusive rights to directly dominate a specific object, including ownership, right to use and security interests.

Article 115 Property includes real property and chattels. Where the law provides that the rights are the object of the property rights, such provisions shall be abided by.

Article 116 The type and content of the property rights shall be provided by law.

Article 117 For the needs of the public interests, in accordance with the provisions of the law and procedures for expropriation and requisition of real estate or movable property, fair and reasonable compensation shall be given.

Article 118 The civil subjects enjoy the creditor's rights according to law.

Creditor's rights are the right of the obligee to request a particular obligor to conduct or not to conduct a certain act because of a contract, tort, negotiorum gestio, unjust enrichment, and other provisions of the law.

Article 119 A contract established in accordance with the law is legally binding on the parties.

Article 120 Where the civil rights and interests are infringed, the person whose rights are infringed has the right to request the infringer to bear tort liability.

Article 121 When there are no statutory or agreed obligations, for any management in order to avoid the damage to interests of others, the person who conduct such management shall have the right to request the beneficiary to repay the necessary expenses.

Article 122 For any unjust enrichment without legal basis, the persons who suffer loss have the right to request the return of improper benefits.

Article 123 Civil subjects enjoy intellectual property rights according to law.

Intellectual property rights are the exclusive rights of the persons on the following objects according to law:

- (1) Works;

- (2) Invention, utility model and design;
- (3) Trademark;
- (4) Geographical indications;
- (5) Trade secrets;
- (6) Integrated circuit layout design;
- (7) New plant varieties;
- (8) Other objects prescribed by law.

Article 124 Natural persons enjoy the inheritance rights.

The lawful personal properties of natural persons may be lawfully inherited.

Article 125 The civil subjects enjoy the equity and other investment rights according to law.

Article 126 The civil subjects enjoy other civil rights and interests as prescribed by law.

Article 127 The provisions on the protection of data or network virtual properties shall be abided by.

Article 128 The special provisions on the protection of civil rights of minors, the elderly, the disabled, women, and consumers shall be abided by.

Article 129 Civil rights may be acquired on the basis of civil legal acts, de facto acts, acts prescribed by law or other means provided by law.

Article 130 The civil subjects shall exercise civil rights according to their own will and others shall not interfere therewith.

Article 131 When the civil subjects exercise their rights, they shall fulfil the obligations stipulated by law and agreed by the parties.

Article 132 The civil subjects shall not abuse the civil rights and damage the national interests, the social public interests or the legitimate rights and interests of others.

Chapter VI Civil Juristic Acts

Section 1 General Stipulations

Article 133 Civil juristic acts are the acts of a civil subject through the establishment, alteration and termination of civil legal relations through expression of intention.

Article 134 Civil juristic acts can be based on the expression of intention of both parties or all parties, or based on unilateral expression of intention.

The resolutions made by legal persons or non-incorporated organisations in accordance with the law, the provisions of the proceedings and voting procedures shall be valid.

Article 135 Civil juristic acts may be in written form, oral form or other forms; special forms may be adopted if provided by laws and administrative regulations or agreed by the.

Article 136 Civil juristic acts take effect at the time of its establishment, except as otherwise provided by law or otherwise agreed by the parties.

The persons of civil conduct shall not alter or dispense the civil juristic acts without the provision of the law or without the consent of the other party.

Section 2 Expression of Intention

Article 137 The expression of intention, which is made by dialogue, takes effect when the person knows the content.

The expression of intention, which is made by non-dialogue, takes effect when it reaches the relative person. The expression of intention in the form of a data message in the form of non-dialogue, which specifies that a particular system to receive the data message, shall take effect when it enters the particular system; if the specific system is not specified, it shall take effect when the relative person knows or should know that the data message enters into its system. The parties shall follow the agreement that have been agreed otherwise on the time of effect of the

expression of intention in the form of a data message.

Article 138 The expression of intention without counterparties shall enter into force at the time of completion of the expression, unless otherwise provided by law.

Article 139 The expression of intention made in the form of an announcement shall enter into force at the time of issue of the announcement.

Article 140 The persons of civil conduct may make an expression of intention by express or implied ways.

Silence can only be regarded as expression of intention, when it is provided by law or agreed by the parties, or it has met the trading habits between the parties.

Article 141 The persons of civil conduct may withdraw the expression of intention. The notice of withdrawal of the expression of intention shall arrive at the relative persons before the expression of intention arrives at the relative person or with the expression of intention.

Article 142 The interpretation and the definition of the expression of intention without counterparties shall be determined on the use of the words, in combination with the relevant terms, the nature and purpose of the conduct, the habits and the principle of good faith.

The interpretation of the expression of intention without counterparties shall not be restricted by the used words and sentences; the relevant clauses, the nature and purpose of the conduct, the habits and the principle of good faith shall be considered in combination to determine the genuine meaning of the persons of the civil conduct.

Section 3 Validity of Civil Juristic Acts

Article 143 The civil juristic acts with the following conditions are valid:

(1) The persons of the civil conduct have a corresponding capacity for civil conduct;

(2) The expression of intention is true;

(3) Not violating the mandatory provisions of laws and administrative regulations, and not violating the public order and social customs.

Article 144 The civil juristic acts by persons of no capacity for civil conduct are invalid.

Article 145 The civil juristic acts with the nature of pure profit by the persons of limited capacity for civil conduct, or the Civil Juristic Acts that are compatible with the age, intelligence and mental health of such persons, shall be valid; other Civil Juristic Acts shall be valid upon the consent or confirmation of the legal agent.

The counterparties may urge the legal agent to confirm the conducts within 1 month from the date of receipt of the notice. If the legal agent does not make any expression, it shall be deemed as rejection of confirmation. Before the civil juristic acts have been confirmed, the counterparties of good faith have the right for revocation. The revocation shall be made by notice.

Article 146 The civil juristic acts by persons of civil conduct and counterparties under fake expression of intention are invalid.

The validity of civil juristic acts concealed by fake expression of intention shall be dealt with according to relevant legal provisions.

Article 147 The persons of civil conduct have the right to request the People's Court or arbitration organisations to revoke the civil juristic acts based on major misunderstandings.

Article 148 The parties infringed by fraud have the rights to request the People's Court or arbitration organisations to revoke the Civil Juristic Acts that have been perpetrated by means of fraud and against the true meanings of the counterparties.

Article 149 The persons infringed by fraud which has been implemented by third parties and has caused the civil juristic acts of the counterparties, in which the counterparties know or should have known such fraud, have the right to request a people's court or arbitration organisations to revoke the civil juristic acts.

Article 150 If a party or third parties who, by means of coercion, have caused the other party to carry out the civil juristic acts in violation of their true meaning, the persons under coercion have the rights to request a people's court or the arbitration organisations to revoke them.

Article 151 The injured party has the right to request a people's court or the arbitration organisations to revoke the conducts, if one party uses the state of danger or lack of judgment of the other party resulting in the unfairness in the establishment of the civil juristic acts.

Article 152 Under any of the following circumstances, the right of revocation is eliminated:

(1) The party concerned has not exercised the right of revocation within 1 year from the date of knowing or ought to have known the grounds for revocation; the party concerned in the major misunderstanding has not exercised the right of revocation within 3 months from the date of knowing or ought to have known the grounds for revocation;

(2) The parties have not exercised the right of revocation within 1 year from the date of termination of the coercion;

(3) The parties expressly waive the right of revocation after they know the grounds thereof.

If the parties have not exercised the right of revocation within 5 years from the date of the civil juristic acts, the right of revocation shall be eliminated.

Article 153 The civil juristic acts that violate the mandatory provisions of laws and administrative regulations are invalid, except that the mandatory provisions do not result in the invalidity of the civil juristic acts.

The civil juristic acts that violate public order and social customs are invalid.

Article 154 The civil juristic acts conducted by malicious collusion between the persons of civil conduct and the counterparties which damage the legitimate rights and interests of others are invalid.

Article 155 The invalid or revoked civil juristic acts are not legally binding from the beginning.

Article 156 If part of civil juristic acts is invalid, and the effect of other part is unaffected, the other part shall still be valid.

Article 157 If the civil juristic acts are invalid, revoked or are confirmed to have no effect, the properties obtained due to such conducts by the persons of civil conduct shall be returned; if it cannot be returned or is not necessary to be returned, it shall be compensated. The faulty party shall compensate the other party for the loss suffered; if both the parties have fault, they shall bear the corresponding responsibility respectively. If the law otherwise provides, the provisions shall be abided by.

Section 4 Conditions and Duration of Civil Juristic Acts

Article 158 The civil juristic acts may be conditional, unless their nature does not allow conditions. The civil juristic acts with conditions take effect when the conditions are met. The civil juristic acts with termination conditions shall terminate when the conditions are met.

Article 159 Where the parties improperly prevent the conditions to be met, it is deemed that the conditions have been met; where the parties improperly contribute to the satisfaction of conditions, it is deemed that the conditions have not been met.

Article 160 The civil juristic acts may be subject to a period of time, unless their nature does not allow limit of time. The civil juristic acts with duration to take effect shall take effect from that time. The civil juristic acts with duration of termination shall terminate at the end of such duration.

Chapter VII Agency

Section 1 General Stipulations

Article 161 The civil subjects perform the civil juristic acts through agents. The civil juristic acts that shall be performed in person according to law, agreement of parties or the nature of the civil juristic acts shall be carried out in person and shall not be carried out through agency.

Article 162 The civil juristic acts carried out by the agent in the name of the principal and within the authority shall be valid on the principal.

Article 163 Agents include the Entrusted Agency and the Statutory Agency.

The entrusted agent shall exercise the agency right in accordance with the entrustment of the principal. The legal agent shall exercise the agency right in accordance with the law.

Article 164 If the agent fails to perform or fails to fully perform his duties and causes damage to the principal, he shall bear civil liability.

If the agents and counterparties conduct malicious collusion, which caused damage to the legitimate rights and interests of the principle, the agents and counterparties shall bear joint and several liability.

Section 2 Entrusted Agency

Article 165 When written form is used in authorisation for Entrusted Agency, the letter of authorisation shall cover the agent's name, authorised matters, authority and period, which shall be signed or affixed a seal by the agent.

Article 166 Where a number of agents are authorised for the same matter, they shall jointly exercise the power of agency, unless otherwise agreed by the parties.

Article 167 If the agent has not objected against the agency, when he knows or ought to know that the authorised matter is illegal, or if the agent knows or should know that the agent's act is unlawful, the principal and the agent shall bear joint and several liability.

Article 168 The agent shall not carry out the civil juristic acts with himself in the name of the principal, unless the principal have consented or confirmed such conducts.

The agent shall not carry out the civil juristic acts between the principal and other principals he represents in the name of the principal, unless the all the principals have consented or confirmed such conducts.

Article 169 If the agent needs to entrust third parties as agents, it shall obtain the consent or confirmation of the principal. The agent shall only be liable for the appointment of third parties and the instruction to third parties.

If such transfer is not consented or confirmed by the principal, the agent shall be liable for the conducts of the third parties, unless the transfer of agency is made by the agent under emergency for the purpose of safeguarding the interests of the principal.

Article 170 The civil juristic acts implemented in the name of the legal persons or the non-incorporated organisations by the personnel who complete the tasks of the legal persons or the non-incorporated organisations, shall have the effect on the legal person or the non-incorporated organisations.

The limitation on the authority of personnel who complete the tasks for the legal persons or the non-incorporated organisations shall not confront the counterparties in good faith.

Article 171 The agency conducts carried out without authority, beyond authority or after the termination of agency, without being approved by the agent, are invalid.

The counterparties can urge the principals to confirm the conducts within 1 month of the date of receipt of the notice. The principals who have not made expressions are deemed as having refused the confirmation. Before the conducts of the persons of civil conduct have been confirmed, the counterparties in good faith have the rights to revoke the conducts. The revocation shall be made by notice.

If such conducts are not recognised, the counterparties in good faith have the right to request persons of civil conduct to pay their debts or to make compensations to the extent of their damages, but the scope of the compensation shall not exceed the obtained benefits at the time of confirmation by the principals.

If the counterparties know or should have known that persons of civil conduct have no authority of agency, the counterparties and persons of civil conduct shall be liable according to their own fault. be

Article 172 If the persons of civil conduct carry out agency without authority, beyond authority or after the termination of agency, and the counterparties have the reasons to believe that the persons of civil conduct have the authority, the conducts shall be valid.

Section 3 Termination of Agency

Article 173 In one of the following cases, the Entrusted Agency terminates:

- (1) The duration of agency has expired or the entrusted matters are completed;
- (2) The principals have cancelled the entrustment or agent resigns from the entrustment;
- (3) The agent has lost the capacity for civil conduct;
- (4) The agent or the principal have died;
- (5) The legal persons or the non-legal-persons as agents or the principals have terminated.

Article 174 After the death of the principals, under any of the following circumstances, the entrusted agency conducts shall be valid:

- (1) The agent does not know and should not have known the death of the principals;
- (2) The successors of the principals have confirmed the conducts;
- (3) The authorisation has clearly provided that the authority shall terminate when the entrusted matters have been completed;
- (4) The agency conducts have started before the death of the principals and are continued for the benefits of the

successors of the principals.

When the legal persons and non-incorporated organisations as the agents have terminated, the provisions of the preceding paragraph shall be applied.

Article 175 In any of the following circumstances, the statutory agency shall terminate:

- (1) The principals have obtained or recovered full capacity for civil conduct;
- (2) The agents have lost capacity for civil conduct;
- (3) The agents or the principals have died;
- (4) Other circumstances prescribed by law.

Chapter VIII Civil Liability

Article 176 Civil subjects shall perform civil obligations and assume civil liability according to the provisions of the law and the agreement of the parties.

Article 177 When two or more people assume liabilities according to the law by proportions, if it is possible to determine the proportion thereof, they shall bear the corresponding responsibility; if it is impossible to determine it, they shall bear the responsibility equally.

Article 178 If two or more persons are jointly and severally liable, the right holders shall have the right to request part or all of the liable persons to bear the liability.

The share of the responsibility of the joint-and-several liability shall be determined according to the proportion of the respective responsibilities; if it is difficult to determine the proportion of the responsibility, liability shall be borne equally. If the actual responsibility of the joint liable persons have assumed more than their share of responsibility, they have the right to recover from the other persons of the joint and several liability.

The joint and several liability shall be provided by law or agreed by the parties.

Article 179 The methods of assuming Civil Liability include:

- (1) Stop the infringement;
- (2) Exclude the hindrance;
- (3) Eliminate the danger;
- (4) Return the property;
- (5) Restitution;
- (6) Repair, remake or replace;
- (7) Continue to perform;
- (8) Compensate for losses;
- (9) Pay liquidated damages;
- (10) Eliminate the impact or restore the reputation;
- (11) Apologise.

The methods to assume Civil Liability provided for in this Article may be applied alone or may be combined.

Article 180 No Civil Liability is borne in case of failure to perform civil duties due to force majeure, unless otherwise provided by law.

Force majeure means unforeseeable, unavoidable and unconquerable objective situations.

Article 181 Damage due to proper defence has no Civil Liability.

If the defences are beyond the necessary limits and have caused undue damage, the defenders shall take appropriate Civil Liability.

Article 182 In case of damage caused by avoidance of emergency, Civil Liability shall be borne by the persons who have caused the danger.

If the danger has been caused by natural reasons, the persons of emergency avoidance do not assume Civil Liability and may be given appropriate compensation.

If the measures for emergency avoidance are improper, or have exceeded the necessary limit, which have caused undue damage, the persons of emergency avoidance shall assume appropriate Civil Liability.

Article 183 In the event of damage to the civil rights and interests of oneself due to protection of others' rights, the infringer shall bear Civil Liability, and the beneficiary may give appropriate compensation. Where there is no infringer, the infringer escapes or is unable to assume Civil Liability, the beneficiary shall give appropriate compensation if the victim requests compensation.

Article 184 If the rescuer voluntarily carries out emergency relief which has caused damages to the persons in danger, the rescuer shall not bear Civil Liability.

Article 185 If the name, portrait, reputation and honour of heroic martyrs have been infringed and public interests are damaged, Civil Liability shall be assumed.

Article 186 If the personal rights and property rights of one party have been infringed due to the breach of contract of the other party, the injured party has the right to choose to claim the liability for breach of contract or tort liability.

Article 187 When the civil subjects bear civil liability, administrative responsibility and criminal liability for the same act, the assumption of administrative liability or criminal liability shall affect the assumption of Civil Liability; if the properties of the civil subjects are insufficient to make the payment, Civil Liability shall be assumed in priority.

Chapter IX Limitation of Action

Article 188 The limitation of action of an application to a people's court for protection of civil rights are three years, unless otherwise provided by law.

Limitations are calculated from the date on which the right holder knows or ought to be aware of the damage to the rights and the obligor, unless otherwise provided by law.

If it has been more than 20 years since the date of the damage, the People's Court shall not give protection; in exceptional circumstances, the People's Court may extend the limitations in accordance with the application of the right holders.

Article 189 Where the parties agree on the instalment of paying debt, the Limitations shall be calculated from the date of expiry of the last instalment.

Article 190 The limitation of claim by a person of no capacity for civil conduct or of limited capacity for civil conduct against his/her legal agent shall be calculated from the date of termination of such statutory agency.

Article 191 The limitation of claim for damages for sexual assault by a minor are calculated from the date on which the victim reaches 18 years old.

Article 192 When a limitation of action has expired, the obligor may file a defence of non-performance.

After the expiry of the limitation, if the obligor agrees to perform duties, he shall not raise defence due to the expiry of limitation; if the obligor voluntarily performs the duties, he shall not require return of the payment.

Article 193 A people's court shall not voluntarily apply the provisions of Limitations.

Article 194 During the last six months of a limitation, if the claim cannot be exercised due to the following obstacles, the limitation shall be suspended:

- (1) Force majeure;
- (2) Persons of no capacity for civil conduct or persons of limited capacity for civil conduct have no legal agent, or the legal agent has died, lost capacity for civil conduct or lost the authority for agency;
- (3) After the succession begins, the successors or the estate administrators have not been determined;
- (4) The right holder is controlled by the obligor or others;
- (5) Other obstacles which have caused the right holder to fail in making claims.

The Limitations shall expire since the elimination of the causes of the suspension of Limitations.

Article 195 If, in one of the following cases, a limitation of action is interrupted; the limitation of action shall be

recalculated since the interruption and the termination of relevant procedures:

- (1) The right holder requests performance to the obligor;
- (2) The obligor agrees to fulfil its obligations;
- (3) The right holder issues proceedings or applies for arbitration;
- (4) Other circumstances equal to issue of litigation or application for arbitration.

Article 196 The provisions for limitations do not apply to the following claims:

- (1) Request to stop the infringement, remove the obstacles, or eliminate the danger;
- (2) The right holder requests returning of property for real estate and registered chattels;
- (3) Request payment of alimony, support money or maintenance;
- (4) Other claims for which Limitations are not applicable.

Article 197 The period, calculation method, and causes for suspension or interruption of Limitations shall be provided by law; the agreement of the parties is invalid.

The prior waiver of the benefits of Limitations by concerned parties is invalid.

Article 198 Where the law provides for the limitations of arbitration, such provisions shall be abided by;

Article 199 The duration of rights such as revocation rights or dissolution rights provided by law or agreed by the parties shall be calculated from the date on which the right holder knows or ought to know the right, unless otherwise provided by law; the provisions of suspension, interruption and extension of Limitations shall not be applied. At the expiry of the duration, the revocation and dissolution rights shall be eliminated.

Chapter X Calculation of Duration

Article 200 The period referred to by the Civil Law is calculated according to the calendar year, month, day and hour.

Article 201 When the period is calculated according to the year, month and day, the beginning date is not included in the calculation; the period shall be calculated from the next day.

When the period is calculated according to the hour, the calculation shall be made from the time provided by the law or agreed by the parties.

Article 202 When the period is calculated according to the year and month, the corresponding date of the expiry month is the last day of the limitations; if there is no corresponding date, the last day of the month shall be the last day.

Article 203 If the last day of limitations falls on an official holiday, the day after the holiday shall be taken as the last day.

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

Article 204 The calculation of limitations shall follow the provisions of this Law, unless otherwise provided by law or agreed by the parties.

Chapter XI Supplementary Provisions

Article 205 In the Civil Law, the terms "not less than", "not more than", "within" and "expire" shall include the given figure; the terms "under", "exceed" and "beyond" shall not include the given figure.

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