

中华人民共和国民法通则

(一九八六年四月十二日第六届全国人民代表大会第四次会议通过)

中华人民共和国主席令第三十七号

《中华人民共和国民法通则》已由中华人民共和国第六届全国人民代表大会第四次会议于一九八六年四月十二日通过，现予公布，自一九八七年一月一日起施行。

中华人民共和国主席 李先念
一九八六年四月十二日

目 录

- 第一章 基本原则
- 第二章 公民（自然人）
 - 第一节 民事权利能力和民事行为能力
 - 第二节 监护
 - 第三节 宣告失踪和宣告死亡
 - 第四节 个体工商户、农村承包经营户
 - 第五节 个人合伙
- 第三章 法人
 - 第一节 一般规定
 - 第二节 企业法人
 - 第三节 机关、事业单位和社会团体法人
 - 第四节 联营
- 第四章 民事法律行为和代理
 - 第一节 民事法律行为
 - 第二节 代理
- 第五章 民事权利
 - 第一节 财产所有权和与财产所有权有关的财产权
 - 第二节 债权
 - 第三节 知识产权
 - 第四节 人身权
- 第六章 民事责任
 - 第一节 一般规定
 - 第二节 违反合同的民事责任
 - 第三节 侵权的民事责任
 - 第四节 承担民事责任的方式
- 第七章 诉讼时效
- 第八章 涉外民事关系的法律适用

第九章 附则

第一章 基本原则

第一条 为了保障公民、法人的合法的民事权益，正确调整民事关系，适应社会主义现代化建设事业发展的需要，根据宪法和我国实际情况，总结民事活动的实践经验，制定本法。

第二条 中华人民共和国民法调整平等主体的公民之间、法人之间、公民和法人之间的财产关系和人身关系。

第三条 当事人在民事活动中的地位平等。

第四条 民事活动应当遵循自愿、公平、等价有偿、诚实信用的原则。

第五条 公民、法人的合法的民事权益受法律保护，任何组织和个人不得侵犯。

第六条 民事活动必须遵守法律，法律没有规定的，应当遵守国家政策。

第七条 民事活动应当尊重社会公德，不得损害社会公共利益，破坏国家经济计划，扰乱社会经济秩序。

第八条 在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，法律另有规定的除外。

本法关于公民的规定，适用于在中华人民共和国领域内的外国人、无国籍人，法律另有规定的除外。

第二章 公民（自然人）

第一节 民事权利能力和民事行为能力

第九条 公民从出生时起到死亡时止，具有民事权利能力，依法享有民事权利，承担民事义务。

第十条 公民的民事权利能力一律平等。

第十一条 十八周岁以上的公民是成年人，具有完全民事行为能力，可以独立进行民事活动，是完全民事行为能力人。

十六周岁以上不满十八周岁的公民，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。

第十二条 十周岁以上的未成年人是限制民事行为能力人，可以进行与他的年龄、智力相适应的民事活动；其他民事活动由他的法定代理人代理，或者征得他的法定代理人的同意。

不满十周岁的未成年人是无民事行为能力人，由他的法定代理人代理民事活动。

第十三条 不能辨认自己行为的精神病人是无民事行为能力人，由他的法定代理人代理民事活动。

不能完全辨认自己行为的精神病人是限制民事行为能力人，可以进行与他的精神健康状况相适应的民事活动；其他民事活动由他的法定代理人代理，或者征得他的法定代理人的同意。

第十四条 无民事行为能力人、限制民事行为能力人的监护人是他的法定代理人。

第十五条 公民以他的户籍所在地的居住地为住所，经常居住地与住所不一致的，经常居住地视为住所。

第二节 监护

第十六条 未成年人的父母是未成年人的监护人。

未成年人的父母已经死亡或者没有监护能力的，由下列人员中有监护能力的人担任监护人：

（一）祖父母、外祖父母；

（二）兄、姐；

（三）关系密切的其他亲属、朋友愿意承担监护责任，经未成年人的父、母的所在单位或者未成年人住所地的居民委员会、村民委员会同意的。

对担任监护人有争议的，由未成年人的父、母的所在单位或者未成年人住所地的居民委员会、村民委员会在近亲属中指定。对指定不服提起诉讼的，由人民法院裁决。

没有第一款、第二款规定的监护人的，由未成年人的父、母的所在单位或者未成年人住所地的居民委员会、村民委员会或者民政部门担任监护人。

第十七条 无民事行为能力或者限制民事行为能力的精神病人，由下列人员担任监护人：

（一）配偶；

（二）父母；

（三）成年子女；

（四）其他近亲属；

（五）关系密切的其他亲属、朋友愿意承担监护责任，经精神病人的所在单位或者住所地的居民委员会、村民委员会同意的。

对担任监护人有争议的，由精神病人的所在单位或者住所地的居民委员会、村民委员会在近亲属中指定。对指定不服提起诉讼的，由人民法院裁决。

没有第一款规定的监护人的，由精神病人的所在单位或者住所地的居民委员会、村民委员会或者民政部门担任监护人。

第十八条 监护人应当履行监护职责，保护被监护人的人身、财产及其他合法权益，除为被监护人的利益外，不得处理被监护人的财产。

监护人依法履行监护的权利，受法律保护。

监护人不履行监护职责或者侵害被监护人的合法权益的，应当承担责任；给被监护人造成财产损失的，应当赔偿损失。人民法院可以根据有关人员或者有关单位的申请，撤

销监护人的资格。

第十九条 精神病人的利害关系人，可以向人民法院申请宣告精神病人为无民事行为能力人或者限制民事行为能力人。

被人民法院宣告为无民事行为能力人或者限制民事行为能力人的，根据他健康恢复的状况，经本人或者利害关系人申请，人民法院可以宣告他为限制民事行为能力人或者完全民事行为能力人。

第三节 宣告失踪和宣告死亡

第二十条 公民下落不明满二年的，利害关系人可以向人民法院申请宣告他为失踪人。

战争期间下落不明的，下落不明的时间从战争结束之日起计算。

第二十一条 失踪人的财产由他的配偶、父母、成年子女或者关系密切的其他亲属、朋友代管。代管有争议的，没有以上规定的人或者以上规定的人无能力代管的，由人民法院指定的人代管。

失踪人所欠税款、债务和应付的其他费用，由代管人从失踪人的财产中支付。

第二十二条 被宣告失踪的人重新出现或者确知他的下落，经本人或者利害关系人申请，人民法院应当撤销对他的失踪宣告。

第二十三条 公民有下列情形之一的，利害关系人可以向人民法院申请宣告他死亡：

（一）下落不明满四年的；

（二）因意外事故下落不明，从事故发生之日起满二年的。

战争期间下落不明的，下落不明的时间从战争结束之日起计算。

第二十四条 被宣告死亡的人重新出现或者确知他没有死亡，经本人或者利害关系人申请，人民法院应当撤销对他的死亡宣告。

有民事行为能力人在被宣告死亡期间实施的民事法律行为有效。

第二十五条 被撤销死亡宣告的人有权请求返还财产。依照继承法取得他的财产的公民或者组织，应当返还原物；原物不存在的，给予适当补偿。

第四节 个体工商户、农村承包经营户

第二十六条 公民在法律允许的范围内，依法经核准登记，从事工商业经营的，为个体工商户。个体工商户可以起字号。

第二十七条 农村集体经济组织的成员，在法律允许的范围内，按照承包合同规定从事商品经营的，为农村承包经营户。

第二十八条 个体工商户、农村承包经营户的合法权益，受法律保护。

第二十九条 个体工商户、农村承包经营户的债务，个人经营的，以个人财产承担；家庭经营的，以家庭财产承担。

第五节 个人合伙

第三十条 个人合伙是指两个以上公民按照协议，各自提供资金、实物、技术等，合伙经营、共同劳动。

第三十一条 合伙人应当对出资数额、盈余分配、债务承担、入伙、退伙、合伙终止等事项，订立书面协议。

第三十二条 合伙人投入的财产，由合伙人统一管理和使用。

合伙经营积累的财产，归合伙人共有。

第三十三条 个人合伙可以起字号，依法经核准登记，在核准登记的经营范围内从事经营。

第三十四条 个人合伙的经营活动，由合伙人共同决定，合伙人有执行和监督的权利。

合伙人可以推举负责人。合伙负责人和其他人员的经营活动，由全体合伙人承担民事责任。

第三十五条 合伙的债务，由合伙人按照出资比例或者协议的约定，以各自的财产承担清偿责任。

合伙人对合伙的债务承担连带责任，法律另有规定的除外。偿还合伙债务超过自己应当承担数额的合伙人，有权向其他合伙人追偿。

第三章 法人

第一节 一般规定

第三十六条 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。

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。

第三十七条 法人应当具备下列条件：

- (一) 依法成立；
- (二) 有必要的财产或者经费；
- (三) 有自己的名称、组织机构和场所；
- (四) 能够独立承担民事责任。

第三十八条 依照法律或者法人组织章程规定，代表法人行使职权的负责人，是法人的法定代表人。

第三十九条 法人以它的主要办事机构所在地为住所。

第四十条 法人终止，应当依法进行清算，停止清算范围外的活动。

第二节 企业法人

第四十一条 全民所有制企业、集体所有制企业有符合国家规定的资金数额，有组织章程、组织机构和场所，能够独立承担民事责任，经主管机关核准登记，取得法人资格。

在中华人民共和国领域内设立的中外合资经营企业、中外合作经营企业和外资企业，具备法人条件的，依法经工商行政管理机关核准登记，取得中国法人资格。

第四十二条 企业法人应当在核准登记的经营范围内从事经营。

第四十三条 企业法人对它的法定代表人和其他工作人员的经营活动，承担民事责任。

第四十四条 企业法人分立、合并或者有其他重要事项变更，应当向登记机关办理登记并公告。

企业法人分立、合并，它的权利和义务由变更后的法人享有和承担。

第四十五条 企业法人由于下列原因之一终止：

- (一) 依法被撤销；
- (二) 解散；
- (三) 依法宣告破产；
- (四) 其他原因。

第四十六条 企业法人终止，应当向登记机关办理注销登记并公告。

第四十七条 企业法人解散，应当成立清算组织，进行清算。企业法人被撤销、被宣告破产的，应当由主管机关或者人民法院组织有关机关和有关人员成立清算组织，进行清算。

第四十八条 全民所有制企业法人以国家授予它经营管理的财产承担民事责任。集体所有制企业法人以企业所有的财产承担民事责任。中外合资经营企业法人、中外合作经营企业法人和外资企业法人以企业所有的财产承担民事责任，法律另有规定的除外。

第四十九条 企业法人有下列情形之一的，除法人承担责任外，对法定代表人可以给予行政处分、罚款，构成犯罪的，依法追究刑事责任：

- (一) 超出登记机关核准登记的经营范围从事非法经营的；
- (二) 向登记机关、税务机关隐瞒真实情况、弄虚作假的；
- (三) 抽逃资金、隐匿财产逃避债务的；
- (四) 解散、被撤销、被宣告破产后，擅自处理财产的；
- (五) 变更、终止时不及时申请办理登记和公告，使利害关系人遭受重大损失的；
- (六) 从事法律禁止的其他活动，损害国家利益或者社会公共利益的。

第三节 机关、事业单位和社会团体法人

第五十条 有独立经费的机关从成立之日起，具有法人资格。

具备法人条件的事业单位、社会团体，依法不需要办理法人登记的，从成立之日起，

具有法人资格；依法需要办理法人登记的，经核准登记，取得法人资格。

第四节 联营

第五十一条 企业之间或者企业、事业单位之间联营，组成新的经济实体，独立承担民事责任、具备法人条件的，经主管机关核准登记，取得法人资格。

第五十二条 企业之间或者企业、事业单位之间联营，共同经营、不具备法人条件的，由联营各方按照出资比例或者协议的约定，以各自所有的或者经营管理的财产承担民事责任。依照法律的规定或者协议的约定负连带责任的，承担连带责任。

第五十三条 企业之间或者企业、事业单位之间联营，按照合同的约定各自独立经营的，它的权利和义务由合同约定，各自承担民事责任。

第四章 民事法律行为和代理

第一节 民事法律行为

第五十四条 民事法律行为是公民或者法人设立、变更、终止民事权利和民事义务的合法行为。

第五十五条 民事法律行为应当具备下列条件：

- （一）行为人具有相应的民事行为能力；
- （二）意思表示真实；
- （三）不违反法律或者社会公共利益。

第五十六条 民事法律行为可以采取书面形式、口头形式或者其他形式。法律规定是特定形式的，应当依照法律规定。

第五十七条 民事法律行为从成立时起具有法律约束力。行为人非依法律规定或者取得对方同意，不得擅自变更或者解除。

第五十八条 下列民事行为无效：

- （一）无民事行为能力人实施的；
- （二）限制民事行为能力人依法不能独立实施的；
- （三）一方以欺诈、胁迫的手段或者乘人之危，使对方在违背真实意思的情况下所为的；
- （四）恶意串通，损害国家、集体或者第三人利益的；
- （五）违反法律或者社会公共利益的；
- （六）经济合同违反国家指令性计划的；
- （七）以合法形式掩盖非法目的的。

无效的民事行为，从行为开始起就没有法律约束力。

第五十九条 下列民事行为，一方有权请求人民法院或者仲裁机关予以变更或者撤销：

(一) 行为人对行为内容有重大误解的;

(二) 显失公平的。

被撤销的民事行为从行为开始起无效。

第六十条 民事行为部分无效, 不影响其他部分的效力的, 其他部分仍然有效。

第六十一条 民事行为被确认为无效或者被撤销后, 当事人因该行为取得的财产, 应当返还给受损失的一方。有过错的一方应当赔偿对方因此所受的损失, 对方都有过错的, 应当各自承担相应的责任。

双方恶意串通, 实施民事行为损害国家的、集体的或者第三人的利益的, 应当追缴双方取得的财产, 收归国家、集体所有或者返还第三人。

第六十二条 民事法律行为可以附条件, 附条件的民事法律行为在符合所附条件时生效。

第二节 代理

第六十三条 公民、法人可以通过代理人实施民事法律行为。

代理人在代理权限内, 以被代理人的名义实施民事法律行为。被代理人对代理人的代理行为, 承担民事责任。

依照法律规定或者按照双方当事人约定, 应当由本人实施的民事法律行为, 不得代理。

第六十四条 代理包括委托代理、法定代理和指定代理。

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, 指定代理人按照人民法院或者指定单位的指定行使代理权。

第六十五条 民事法律行为的委托代理, 可以用书面形式, 也可以用口头形式。法律规定用书面形式的, 应当用书面形式。

书面委托代理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, 并由委托人签名或者盖章。

委托书授权不明的, 被代理人应当向第三人承担民事责任, 代理人负连带责任。

第六十六条 没有代理权、超越代理权或者代理权终止后的行为, 只有经过被代理人的追认, 被代理人才承担民事责任。未经追认的行为, 由行为人承担民事责任。本人知道他人以本人名义实施民事行为而不作否认表示的, 视为同意。

代理人不履行义务而给被代理人造成损害的, 应当承担民事责任。

代理人和第三人串通, 损害被代理人的利益的, 由代理人和第三人负连带责任。

第三人知道行为人没有代理权、超越代理权或者代理权已终止还与行为人实施民事行为给他人造成损害的, 由第三人和行为人负连带责任。

第六十七条 代理人知道被委托代理的事项违法仍然进行代理活动的, 或者被代理人知道代理人的代理行为违法不表示反对的, 由被代理人和代理人负连带责任。

第六十八条 委托代理人为被代理人的利益需要转托他人代理的, 应当事先取得被代理人的同意。事先没有取得被代理人同意的, 应当在事后及时告诉被代理人, 如果被代理

人不同意，由代理人对自己所转托的人的行为负民事责任，但在紧急情况下，为了保护被代理人的利益而转托他人代理的除外。

第六十九条 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）代理人死亡；
- （四）代理人丧失民事行为能力；
- （五）作为被代理人或者代理人的法人终止。

第七十条 有下列情形之一的，法定代理或者指定代理终止：

- （一）被代理人取得或者恢复民事行为能力；
- （二）被代理人或者代理人死亡；
- （三）代理人丧失民事行为能力；
- （四）指定代理的人民法院或者指定单位取消指定；
- （五）由其他原因引起的被代理人和代理人之间的监护关系消灭。

第五章 民事权利

第一节 财产所有权和与财产所有权有关的财产权

第七十一条 财产所有权是指所有人依法对自己的财产享有占有、使用、收益和处分的权利。

第七十二条 财产所有权的取得，不得违反法律规定。

按照合同或者其他合法方式取得财产的，财产所有权从财产交付时起转移，法律另有规定或者当事人另有约定的除外。

第七十三条 国家财产属于全民所有。

国家财产神圣不可侵犯，禁止任何组织或者个人侵占、哄抢、私分、截留、破坏。

第七十四条 劳动群众集体组织的财产属于劳动群众集体所有，包括：

- （一）法律规定为集体所有的土地和森林、山岭、草原、荒地、滩涂等；
- （二）集体经济组织的财产；
- （三）集体所有的建筑物、水库、农田水利设施和教育、科学、文化、卫生、体育等设施；
- （四）集体所有的其他财产。

集体所有的土地依照法律属于村农民集体所有，由村农业生产合作社等农业集体经济组织或者村民委员会经营、管理。已经属于乡（镇）农民集体经济组织所有的，可以属于乡（镇）农民集体所有。

集体所有的财产受法律保护，禁止任何组织或者个人侵占、哄抢、私分、破坏或者非法查封、扣押、冻结、没收。

第七十五条 公民的个人财产，包括公民的合法收入、房屋、储蓄、生活用品、文物、图书资料、林木、牲畜和法律允许公民所有的生产资料以及其他合法财产。

公民的合法财产受法律保护，禁止任何组织或者个人侵占、哄抢、破坏或者非法查封、扣押、冻结、没收。

第七十六条 公民依法享有财产继承权。

第七十七条 社会团体包括宗教团体的合法财产受法律保护。

第七十八条 财产可以由两个以上的公民、法人共有。

共有分为按份共有和共同共有。按份共有人按照各自的份额，对共有财产分享权利，分担义务。共同共有人对共有财产享有权利，承担义务。

按份共有财产的每个共有人有权要求将自己的份额分出或者转让。但在出售时，其他共有人在同等条件下，有优先购买的权利。

第七十九条 所有人不明的埋藏物、隐藏物，归国家所有。接收单位应当对上缴的单位或者个人，给予表扬或者物质奖励。

拾得遗失物、漂流物或者失散的饲养动物，应当归还失主，因此而支出的费用由失主偿还。

第八十条 国家所有的土地，可以依法由全民所有制单位使用，也可以依法确定由集体所有制单位使用，国家保护它的使用、收益的权利；使用单位有管理、保护、合理利用的义务。

公民、集体依法对集体所有的或者国家所有由集体使用的土地的承包经营权，受法律保护。承包双方的权利和义务，依照法律由承包合同规定。

土地不得买卖、出租、抵押或者以其他形式非法转让。

第八十一条 国家所有的森林、山岭、草原、荒地、滩涂、水面等自然资源，可以依法由全民所有制单位使用，也可以依法确定由集体所有制单位使用，国家保护它的使用、收益的权利；使用单位有管理、保护、合理利用的义务。

国家所有的矿藏，可以依法由全民所有制单位和集体所有制单位开采，也可以依法由公民采挖。国家保护合法的采矿权。

公民、集体依法对集体所有的或者国家所有由集体使用的森林、山岭、草原、荒地、滩涂、水面的承包经营权，受法律保护。承包双方的权利和义务，依照法律由承包合同规定。

国家所有的矿藏、水流，国家所有的和法律规定属于集体所有的林地、山岭、草原、荒地、滩涂不得买卖、出租、抵押或者以其他形式非法转让。

第八十二条 全民所有制企业对国家授予它经营管理的财产依法享有经营权，受法律保护。

第八十三条 不动产的相邻各方，应当按照有利生产、方便生活、团结互助、公平合理的精神，正确处理截水、排水、通行、通风、采光等方面的相邻关系。给相邻方造成妨

碍或者损失的，应当停止侵害，排除妨碍，赔偿损失。

第二节 债 权

第八十四条 债是按照合同的约定或者依照法律的规定，在当事人之间产生的特定的权利和义务关系，享有权利的人是债权人，负有义务的人是债务人。

债权人有权要求债务人按照合同的约定或者依照法律的规定履行义务。

第八十五条 合同是当事人之间设立、变更、终止民事关系的协议。依法成立的合同，受法律保护。

第八十六条 债权人为二人以上的，按照确定的份额分享权利。债务人为二人以上的，按照确定的份额分担义务。

第八十七条 债权人或者债务人一方人数为二人以上的，依照法律的规定或者当事人的约定，享有连带权利的每个债权人，都有权要求债务人履行义务；负有连带义务的每个债务人，都负有清偿全部债务的义务，履行了义务的人，有权要求其他负有连带义务的人偿付他应当承担的份额。

第八十八条 合同的当事人应当按照合同的约定，全部履行自己的义务。

合同中有关质量、期限、地点或者价款约定不明确，按照合同有关条款内容不能确定，当事人又不能通过协商达成协议的，适用下列规定：

（一）质量要求不明确的，按照国家质量标准履行，没有国家质量标准的，按照通常标准履行。

（二）履行期限不明确的，债务人可以随时向债权人履行义务，债权人也可以随时要求债务人履行义务，但应当给对方必要的准备时间。

（三）履行地点不明确，给付货币的，在接受给付一方的所在地履行，其他标的在履行义务一方的所在地履行。

（四）价款约定不明确的，按照国家规定的价格履行；没有国家规定价格的，参照市场价格或者同类物品的价格或者同类劳务的报酬标准履行。

合同对专利申请权没有约定的，完成发明创造的当事人享有申请权。

合同对科技成果的使用权没有约定的，当事人都有使用的权利。

第八十九条 依照法律的规定或者按照当事人的约定，可以采用下列方式担保债务的履行：

（一）保证人向债权人保证债务人履行债务，债务人不履行债务的，按照约定由保证人履行或者承担连带责任；保证人履行债务后，有权向债务人追偿。

（二）债务人或者第三人可以提供一定的财产作为抵押物。债务人不履行债务的，债权人有权依照法律的规定以抵押物折价或者以变卖抵押物的价款优先得到偿还。

（三）当事人一方在法律规定的范围内可以向对方给付定金。债务人履行债务后，定金应当抵作价款或者收回。给付定金的一方不履行债务的，无权要求返还定金；接受定金的一方不履行债务的，应当双倍返还定金。

（四）按照合同约定一方占有对方的财产，对方不按照合同给付应付款项超过约定期

限的，占有人有权留置该财产，依照法律的规定以留置财产折价或者以变卖该财产的价款优先得到偿还。

第九十条 合法的借贷关系受法律保护。

第九十一条 合同一方将合同的权利、义务全部或者部分转让给第三人的，应当取得合同另一方的同意，并不得牟利。依照法律规定应当由国家批准的合同，需经原批准机关批准。但是，法律另有规定或者原合同另有约定的除外。

第九十二条 没有合法根据，取得不当利益，造成他人损失的，应当将取得的不当利益返还受损失的人。

第九十三条 没有法定的或者约定的义务，为避免他人利益受损失进行管理或者服务的，有权要求受益人偿付由此而支付的必要费用。

第三节 知识产权

第九十四条 公民、法人享有著作权（版权），依法有署名、发表、出版、获得报酬等权利。

第九十五条 公民、法人依法取得的专利权受法律保护。

第九十六条 法人、个体工商户、个人合伙依法取得的商标专用权受法律保护。

第九十七条 公民对自己的发现享有发现权。发现人有权申请领取发现证书、奖金或者其他奖励。

公民对自己的发明或者其他科技成果，有权申请领取荣誉证书、奖金或者其他奖励。

第四节 人身权

第九十八条 公民享有生命健康权。

第九十九条 公民享有姓名权，有权决定、使用和依照规定改变自己的姓名，禁止他人干涉、盗用、假冒。

法人、个体工商户、个人合伙享有名称权。企业法人、个体工商户、个人合伙有权使用、依法转让自己的名称。

第一百条 公民享有肖像权，未经本人同意，不得以营利为目的使用公民的肖像。

第一百零一条 公民、法人享有名誉权，公民的人格尊严受法律保护，禁止用侮辱、诽谤等方式损害公民、法人的名誉。

第一百零二条 公民、法人享有荣誉权，禁止非法剥夺公民、法人的荣誉称号。

第一百零三条 公民享有婚姻自主权，禁止买卖、包办婚姻和其他干涉婚姻自由的行为。

第一百零四条 婚姻、家庭、老人、母亲和儿童受法律保护。

残疾人的合法权益受法律保护。

第一百零五条 妇女享有同男子平等的民事权利。

第六章 民事责任

第一节 一般规定

第一百零六条 公民、法人违反合同或者不履行其他义务的，应当承担民事责任。

公民、法人由于过错侵害国家的、集体的财产，侵害他人财产、人身的，应当承担民事责任。

没有过错，但法律规定应当承担民事责任的，应当承担民事责任。

第一百零七条 因不可抗力不能履行合同或者造成他人损害的，不承担民事责任，法律另有规定的除外。

第一百零八条 债务应当清偿。暂时无力偿还的，经债权人同意或者人民法院裁决，可以由债务人分期偿还。有能力偿还拒不偿还的，由人民法院判决强制偿还。

第一百零九条 因防止、制止国家的、集体的财产或者他人的财产、人身遭受侵害而使自己受到损害的，由侵害人承担赔偿责任，受益人也可以给予适当的补偿。

第一百一十条 对承担民事责任的公民、法人需要追究行政责任的，应当追究行政责任；构成犯罪的，对公民、法人的法定代表人应当依法追究刑事责任。

第二节 违反合同的民事责任

第一百一十一条 当事人一方不履行合同义务或者履行合同义务不符合约定条件的，另一方有权要求履行或者采取补救措施，并有权要求赔偿损失。

第一百一十二条 当事人一方违反合同的赔偿责任，应当相当于另一方因此所受到的损失。

当事人可以在合同中约定，一方违反合同时，向另一方支付一定数额的违约金；也可以在合同中约定对于违反合同而产生的损失赔偿额的计算方法。

第一百一十三条 当事人双方都违反合同的，应当分别承担各自应负的民事责任。

第一百一十四条 当事人一方因另一方违反合同受到损失的，应当及时采取措施防止损失的扩大；没有及时采取措施致使损失扩大的，无权就扩大的损失要求赔偿。

第一百一十五条 合同的变更或者解除，不影响当事人要求赔偿损失的权利。

第一百一十六条 当事人一方由于上级机关的原因，不能履行合同义务的，应当按照合同约定向另一方赔偿损失或者采取其他补救措施，再由上级机关对它因此受到的损失负责处理。

第三节 侵权的民事责任

第一百一十七条 侵占国家的、集体的财产或者他人财产的，应当返还财产，不能返还财产的，应当折价赔偿。

损坏国家的、集体的财产或者他人财产的，应当恢复原状或者折价赔偿。

受害人因此遭受其他重大损失的，侵害人并应当赔偿损失。

第一百一十八条 公民、法人的著作权（版权）、专利权、商标专用权、发现权、发明权和其他科技成果权受到剽窃、篡改、假冒等侵害的，有权要求停止侵害，消除影响，赔偿损失。

第一百一十九条 侵害公民身体造成伤害的，应当赔偿医疗费、因误工减少的收入、残废者生活补助费等费用；造成死亡的，并应当支付丧葬费、死者生前扶养的人必要的生活费等费用。

第一百二十条 公民的姓名权、肖像权、名誉权、荣誉权受到侵害的，有权要求停止侵害，恢复名誉，消除影响，赔礼道歉，并可以要求赔偿损失。

法人的名称权、名誉权、荣誉权受到侵害的，适用前款规定。

第一百二十一条 国家机关或者国家机关工作人员在执行职务中，侵犯公民、法人的合法权益造成损害的，应当承担民事责任。

第一百二十二条 因产品质量不合格造成他人财产、人身损害的，产品制造者、销售者应当依法承担民事责任。运输者、仓储者对此负有责任的，产品制造者、销售者有权要求赔偿损失。

第一百二十三条 从事高空、高压、易燃、易爆、剧毒、放射性、高速运输工具等对周围环境有高度危险的作业造成他人损害的，应当承担民事责任；如果能够证明损害是由受害人故意造成的，不承担民事责任。

第一百二十四条 违反国家保护环境防止污染的规定，污染环境造成他人损害的，应当依法承担民事责任。

第一百二十五条 在公共场所、道旁或者通道上挖坑、修缮安装地下设施等，没有设置明显标志和采取安全措施造成他人损害的，施工人应当承担民事责任。

第一百二十六条 建筑物或者其他设施以及建筑物上的搁置物、悬挂物发生倒塌、脱落、坠落造成他人损害的，它的所有人或者管理人应当承担民事责任，但能够证明自己没有过错的除外。

第一百二十七条 饲养的动物造成他人损害的，动物饲养人或者管理人应当承担民事责任；由于受害人的过错造成损害的，动物饲养人或者管理人不承担民事责任；由于第三人的过错造成损害的，第三人应当承担民事责任。

第一百二十八条 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度，造成不应有的损害的，应当承担适当的民事责任。

第一百二十九条 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。如果危险是由自然原因引起的，紧急避险人不承担民事责任或者承担适当的民事责任。因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。

第一百三十条 二人以上共同侵权造成他人损害的，应当承担连带责任。

第一百三十一条 受害人对于损害的发生也有过错的，可以减轻侵害人的民事责任。

第一百三十二条 当事人对造成损害都没有过错的，可以根据实际情况，由当事人分担民事责任。

第一百三十三条 无民事行为能力人、限制民事行为能力人造成他人损害的，由监护人承担民事责任。监护人尽了监护责任的，可以适当减轻他的民事责任。

有财产的无民事行为能力人、限制民事行为能力人造成他人损害的，从本人财产中支付赔偿费用。不足部分，由监护人适当赔偿，但单位担任监护人的除外。

第四节 承担民事责任的方式

第一百三十四条 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) 赔偿损失；
- (八) 支付违约金；
- (九) 消除影响、恢复名誉；
- (十) 赔礼道歉。

以上承担民事责任的方式，可以单独适用，也可以合并适用。

人民法院审理民事案件，除适用上述规定外，还可以予以训诫、责令具结悔过、收缴进行非法活动的财物和非法所得，并可以依照法律规定处以罚款、拘留。

第七章 诉讼时效

第一百三十五条 向人民法院请求保护民事权利的诉讼时效期间为二年，法律另有规定的除外。

第一百三十六条 下列的诉讼时效期间为一年：

- (一) 身体受到伤害要求赔偿的；
- (二) 出售质量不合格的商品未声明的；
- (三) 延付或者拒付租金的；
- (四) 寄存财物被丢失或者损毁的。

第一百三十七条 诉讼时效期间从知道或者应当知道权利被侵害时起计算。但是，从权利被侵害之日起超过二十年的，人民法院不予保护。有特殊情况的，人民法院可以延长诉讼时效期间。

第一百三十八条 超过诉讼时效期间，当事人自愿履行的，不受诉讼时效限制。

第一百三十九条 在诉讼时效期间的最后六个月内，因不可抗力或者其他障碍不能行使

请求权的，诉讼时效中止。从中止时效的原因消除之日起，诉讼时效期间继续计算。

第一百四十条 诉讼时效因提起诉讼、当事人一方提出要求或者同意履行义务而中断。从中断时起，诉讼时效期间重新计算。

第一百四十一条 法律对诉讼时效另有规定的，依照法律规定。

第八章 涉外民事关系的法律适用

第一百四十二条 涉外民事关系的法律适用，依照本章的规定确定。

中华人民共和国缔结或者参加的国际条约同中华人民共和国的民事法律有不同规定的，适用国际条约的规定，但中华人民共和国声明保留的条款除外。

中华人民共和国法律和中华人民共和国缔结或者参加的国际条约没有规定的，可以适用国际惯例。

第一百四十三条 中华人民共和国公民定居国外的，他的民事行为能力可以适用定居国法律。

第一百四十四条 不动产的所有权，适用不动产所在地法律。

第一百四十五条 涉外合同的当事人可以选择处理合同争议所适用的法律，法律另有规定的除外。

涉外合同的当事人没有选择的，适用与合同有最密切联系的国家的法律。

第一百四十六条 侵权行为的损害赔偿，适用侵权行为地法律。当事人双方国籍相同或者在同一国家有住所的，也可以适用当事人本国法律或者住所地法律。

中华人民共和国法律不认为在中华人民共和国领域外发生的行为是侵权行为的，不作为侵权行为处理。

第一百四十七条 中华人民共和国公民和外国人结婚适用婚姻缔结地法律，离婚适用受理案件的法院所在地法律。

第一百四十八条 扶养适用与被扶养人有最密切联系的国家的法律。

第一百四十九条 遗产的法定继承，动产适用被继承人死亡时住所地法律，不动产适用不动产所在地法律。

第一百五十条 依照本章规定适用外国法律或者国际惯例的，不得违背中华人民共和国的社会公共利益。

第九章 附 则

第一百五十一条 民族自治地方的人民代表大会可以根据本法规定的原则，结合当地民族的特点，制定变通的或者补充的单行条例或者规定。自治区人民代表大会制定的，依照法律规定报全国人民代表大会常务委员会批准或者备案；自治州、自治县人民代表大会制定的，报省、自治区人民代表大会常务委员会批准。

第一百五十二条 本法生效以前，经省、自治区、直辖市以上主管机关批准开办的全民所有制企业，已经向工商行政管理机关登记的，可以不再办理法人登记，即具有法人资格。

第一百五十三条 本法所称的“不可抗力”，是指不能预见、不能避免并不能克服的客观情况。

第一百五十四条 民法所称的期间按照公历年、月、日、小时计算。

规定按照小时计算期间的，从规定时开始计算。规定按照日、月、年计算期间的，开始的当天不算入，从下一天开始计算。

期间的最后一天是星期日或者其他法定节假日的，以节假日的次日为期间的最后一天。

期间的最后一天的截止时间为二十四点。有业务时间的，到停止业务活动的时间截止。

第一百五十五条 民法所称的“以上”、“以下”、“以内”、“届满”，包括本数；所称的“不满”、“以外”，不包括本数。

第一百五十六条 本法自一九八七年一月一日起施行。

GENERAL PRINCIPLES OF THE CIVIL LAW OF THE PEOPLE'S REPUBLIC OF CHINA

Important Notice: (注意事项)

英文本源自中华人民共和国国务院法制局编译，中国法制出版社出版的《中华人民共和国涉外法规汇编》(1991年7月版)。当发生歧意时，应以法律法规颁布单位发布的中文原文为准。

This English document is coming from "LAWS AND REGULATIONS OF THE PEOPLE'S REPUBLIC OF CHINA GOVERNING FOREIGN-RELATED MATTERS" (1991.7) which is compiled by the Bureau of Legislative Affairs of the State Council of the People's Republic of China, and is published by the China Legal System Publishing House. In case of discrepancy, the original version in Chinese shall prevail.

Whole Document (法规全文)

GENERAL PRINCIPLES OF THE CIVIL LAW OF THE PEOPLE'S REPUBLIC OF CHINA

(Adopted at the Fourth Session of the Sixth National People's Congress, promulgated by Order No. 37 of the President of the People's Republic of China on April 12, 1986, and effective as of January 1, 1987)

Contents

Chapter I Basic Principles

Chapter II Citizen (Natural Person)

Section 1 Capacity for Civil Rights and Capacity for Civil Conduct

Section 2 Guardianship

Section 3 Declarations of Missing Persons and Death

Section 4 Individual Businesses and Leaseholding Farm Households

Section 5 Individual Partnership

Chapter III Legal Persons

Section 1 General Stipulations

Section 2 Enterprise as Legal Person

Section 3 Official Organ, Institution and Social Organization as Legal Persons

Section 4 Economic Association

Chapter IV Civil Juristic Acts and Agency

Section 1 Civil Juristic Acts

Section 2 Agency

Chapter V Civil Rights

Section 1 Property Ownership and Related Property Rights

Section 2 Creditors' Rights

Section 3 Intellectual Property Rights

Section 4 Personal Rights

Chapter VI Civil Liability

Section 1 General Stipulations

Section 2 Civil Liability for Breach of Contract

Section 3 Civil Liability for Infringement of Rights

Section 4 Methods of Bearing Civil Liability

Chapter VII Limitation of Action

Chapter VIII Application of Law in Civil Relations with Foreigners

Chapter IX Supplementary Provisions

Chapter I Basic Principles

Article 1 This Law is formulated in accordance with the Constitution and the actual situation in our country, drawing upon our practical experience in civil activities, for the

purpose of protecting the lawful civil rights and interests of citizens and legal persons and correctly adjusting civil relations, so as to meet the needs of the developing socialist modernization.

Article 2 The Civil Law of the People's Republic of China shall adjust property relationships and personal relationships between civil subjects with equal status, that is, between citizens, between legal persons and between citizens and legal persons.

Article 3 Parties to a civil activity shall have equal status.

Article 4 In civil activities, the principles of voluntariness, fairness, making compensation for equal value, honesty and credibility shall be observed.

Article 5 The lawful civil rights and interests of citizens and legal persons shall be protected by law; no organization or individual may infringe upon them.

Article 6 Civil activities must be in compliance with the law; where there are no relevant provisions in the law, they shall be in compliance with state policies.

Article 7 Civil activities shall have respect for social ethics and shall not harm the public interest, undermine state economic plans or disrupt social economic order.

Article 8 The law of the People's Republic of China shall apply to civil activities within the People's Republic of China, except as otherwise stipulated by law.

The stipulations of this Law as regards citizens shall apply to foreigners and stateless persons within the People's Republic of China, except as otherwise stipulated by law.

Chapter II Citizen (Natural Person)

Section 1 Capacity for Civil Rights and Capacity for Civil Conduct.

Article 9 A citizen shall have the capacity for civil rights from birth to death and shall enjoy civil rights and assume civil obligations in accordance with the law.

Article 10 All citizens are equal as regards their capacity for civil rights.

Article 11 A citizen aged 18 or over shall be an adult. He shall have full capacity for civil conduct, may independently engage in civil activities and shall

be called a person with full capacity for civil conduct. A citizen who has reached the age of 16 but not the age of 18 and whose main source of income is his own labour shall be regarded as a person with full capacity for civil conduct.

Article 12 A minor aged 10 or over shall be a person with limited capacity for civil conduct and may engage in civil activities appropriate to his age and intellect; in other civil activities, he shall be represented by his agent ad litem or participate with the consent of his agent ad litem. A minor under the age of 10 shall be a person having no capacity for civil conduct and shall be represented in civil activities by his agent ad litem.

Article 13 A mentally ill person who is unable to account for his own conduct shall be a person having no capacity for civil conduct and shall be represented in civil activities by his

agent ad litem. A mentally ill person who is unable to fully account for his own conduct shall be a person with limited capacity for civil conduct and may engage in civil activities appropriate to his mental health; in other civil activities, he shall be represented by his agent ad litem or participate with the consent of his agent ad litem.

Article 14 The guardian of a person without or with limited capacity for civil conduct shall be his agent ad litem.

Article 15 The domicile of a citizen shall be the place where his residence is registered; if his habitual residence is not the same as his domicile, his habitual residence shall be regarded as his domicile.

Section 2 Guardianship

Article 16 The parents of a minor shall be his guardians. If the parents of a minor are dead or lack the competence to be his guardian, a person from the following categories who has the competence to be a guardian shall act as his guardian:

- (1) paternal or maternal grandparent;
- (2) elder brother or sister; or

(3) any other closely connected relative or friend willing to bear the responsibility of guardianship and having approval from the units of the minor's parents or from the neighborhood or village committee in the place of the minor's residence. In case of a dispute over guardianship, the units of the minor's parents or the neighborhood or village committee in the place of his residence shall appoint a guardian from among the minor's near relatives. If disagreement over the appointment leads to a lawsuit, the people's court shall make a ruling.

If none of the persons listed in the first two paragraphs of this article is available to be the guardian, the units of the minor's parents, the neighborhood or village committee in the place of the minor's residence or the civil affairs department shall act as his guardian.

Article 17 A person from the following categories shall act as guardian for a mentally ill person without or with limited capacity for civil conduct:

- (1) spouse;
- (2) parent;
- (3) adult child;
- (4) any other near relative;

(5) any other closely connected relative or friend willing to bear the responsibility of guardianship and having approval from the unit to which the mentally ill person belongs or from the neighborhood or village committee in the place of his residence. In case of a dispute over guardianship, the unit to which the mentally ill person belongs or the neighbourhood or village committee in the place of his residence shall appoint a guardian from among his near relatives. If disagreement over the appointment leads to a lawsuit, the people's court shall make a ruling.

If none of the persons listed in the first paragraph of this article is available to be the guardian, the unit to which the mentally ill person belongs, the neighbourhood or village committee in the place of his residence or the civil affairs department shall act as his guardian.

Article 18 A guardian shall fulfil his duty of guardianship and protect the person, property and other lawful rights and interests of his ward. A guardian shall not handle the property of his ward unless it is in the ward's interests. A guardian's rights to fulfil his guardianship in accordance with the law shall be protected by law. If a guardian does not fulfil his duties as guardian or infringes upon the lawful rights and interests of his ward, he shall be held responsible; if a guardian causes any property loss for his ward, he shall compensate for such loss. The people's court may disqualify a guardian based on the application of a concerned party or unit.

Article 19 A person who shares interests with a mental patient may apply to a people's court for a declaration that the mental patient is a person

without or with limited capacity for civil conduct. With the recovery of the health of a person who has been declared by a people's court to be without or with limited capacity for civil conduct, and upon his own application or that of an interested person, the people's court may declare him to be a person with limited or full capacity for civil conduct.

Section 3 Declarations of Missing Persons and Death

Article 20 If a citizen's whereabouts have been unknown for two years, an interested person may apply to a people's court for a declaration of the citizen as missing. If a person's whereabouts become unknown during a war, the calculation of the time period in which his whereabouts are unknown shall begin on the final day of the war.

Article 21 A missing person's property shall be placed in the custody of his spouse, parents, adult children or other closely connected relatives or friends. In case of a dispute over custody, if the persons stipulated above are unavailable or are incapable of taking such custody, the property shall be placed in the custody of a person appointed by the people's court. Any taxes, debts and other unpaid expenses owed by a missing person shall defrayed by the custodian out of the missing person's property.

Article 22 In the event that a person who has been declared missing reappears or his whereabouts are ascertained, the people's court shall, upon his own application or that of an interested person, revoke the declaration of his missing-person status.

Article 23 Under either of the following circumstances, an interested person may apply to the people's court for a declaration of a citizen's death:

- (1) if the citizen's whereabouts have been unknown for four years or
- (2) if the citizen's whereabouts have been unknown for two years after the date of an accident in which he was involved.

If a person's whereabouts become unknown during a war, the calculation of the time

period in which his whereabouts are unknown shall begin on the final day of the war.

Article 24 In the event that a person who has been declared dead reappears or it is ascertained that he is alive, the people's court shall, upon his own application or that of an interested person, revoke the declaration of his death.

Any civil juristic acts performed by a person with capacity for civil conduct during the period in which he has been declared dead shall be valid.

Article 25 A person shall have the right to request the return of his property, if the declaration of his death has been revoked. Any citizen or organization that has obtained such property in accordance with the Law of Succession shall return the original items or make appropriate compensation if the original items no longer exist.

Section 4 Individual Businesses and Leaseholding Farm Households

Article 26 "Individual businesses" refers to business run by individual citizens who have been lawfully registered and approved to engage in industrial or commercial operation within the sphere permitted by law. An individual business may adopt a shop name.

Article 27 "Leaseholding farm households" refers to members of a rural collectiveeconomic organization who engage in commodity production under a contract and within the spheres permitted by law.

Article 28 The legitimate rights and interests of individual businesses and leaseholding farm households shall be protected by law.

Article 29 The debts of an individual business or a leaseholding farm household shall be secured with the individual's property if the business is operated by an individual and with the family's property if the business is operated by a family.

Section 5 Individual Partnership

Article 30 "Individual partnership" refers to two or more citizens associated in a business and working together, with each providing funds, material objects, techniques and so on according to an agreement.

Article 31 Partners shall make a written agreement covering the funds each is to provide, the distribution of profits, the responsibility for debts, the entering into and withdrawal from partnership, the ending of partnership and other such matters.

Article 32 The property provided by the partners shall be under their unified management and use. The property accumulated in a partnership operation shall belong to all the partners.

Article 33 An individual partnership may adopt a shop name; it shall be approved and registered in accordance with the law and conduct business operations within the range as approved and registered.

Article 34 The operational activities of an individual partnership shall be decided jointly

by the partners, who each shall have the right to carry out and supervise those activities. The partners may elect a responsible person.

All partners shall bear civil liability for the operational activities of the responsible person and other personnel.

Article 35 A partnership's debts shall be secured with the partners' property in proportion to their respective contributions to the investment or according to the agreement made. Partners shall undertake joint liability for their partnership's debts, except as otherwise stipulated by law. Any partner who overpays his share of the partnership's debts shall have the right to claim compensation from the other partners.

Chapter III Legal Persons

Section 1 General Stipulations

Article 36 A legal person shall be 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.

A legal person's capacity for civil rights and capacity for civil conduct shall begin when the legal person is established and shall end when the legal person terminates.

Article 37 A legal person shall have the following qualifications:

- (1) establishment in accordance with the law;
- (2) possession of the necessary property or funds;
- (3) possession of its own name, organization and premises; and
- (4) ability to independently bear civil liability.

Article 38 In accordance with the law or the articles of association of the legal person, the responsible person who acts on behalf of the legal person in exercising its functions and powers shall be its legal representative.

Article 39 A legal person's domicile shall be the place where its main administrative office is located.

Article 40 When a legal person terminates, it shall go into liquidation in accordance with the law and discontinue all other activities.

Section 2 Enterprise as Legal Person

Article 41 An enterprise owned by the whole people or under collective ownership shall be qualified as a legal person when it has sufficient funds as stipulated by the state; has articles of association, an organization and premises; has the ability to independently bear civil liability; and has been approved and registered by the competent authority. A Chinese-foreign equity joint venture, Chinese-foreign contractual joint venture or foreign-capital

enterprise established within the People's Republic of China shall be qualified as a legal person in China if it has the qualifications of a legal person and has been approved and registered by the administrative agency for industry and commerce in accordance with the law.

Article 42 An enterprise as legal person shall conduct operations within the range approved and registered.

Article 43 An enterprise as legal person shall bear civil liability for the operational activities of its legal representatives and other personnel.

Article 44 If an enterprise as legal person is divided or merged or undergoes any other important change, it shall register the change with the registration authority and publicly announce it.

When an enterprise as legal person is divided or merged, its rights and obligations shall be enjoyed and assumed by the new legal person that results from the change.

Article 45 An enterprise as legal person shall terminate for any of the following reasons:

- (1) if it is dissolved by law;
- (2) if it is disbanded;
- (3) if it is declared bankrupt in accordance with the law; or
- (4) for other reasons.

Article 46 When an enterprise as legal person terminates, it shall cancel its registration with the registration authority and publicly announce the termination.

Article 47 When an enterprise as legal person is disbanded, it shall establish a liquidation organization and go into liquidation. When an enterprise as legal person is dissolved or is declared bankrupt, the competent authority or a people's court shall organize the organs and personnel concerned to establish a liquidation organization to liquidate the enterprise.

Article 48 An enterprise owned by the whole people, as legal person, shall bear civil liability with the property that the state authorizes it to manage. An enterprise under collective ownership, as legal person, shall bear civil liability with the property it owns. A Chinese-foreign equity joint venture, Chinese-foreign contractual joint venture or foreign-capital enterprise as legal person shall bear civil liability with the property it owns, except as stipulated otherwise by law.

Article 49 Under any of the following circumstances, an enterprise as legal person shall bear liability, its legal representative may additionally be given administrative sanctions and fined and, if the offence constitutes a crime, criminal responsibility shall be investigated in accordance with the law:

- (1) conducting illegal operations beyond the range approved and registered by the registration authority;
- (2) concealing facts from the registration and tax authorities and practising fraud;
- (3) secretly withdrawing funds or hiding property to evade repayment of debts;

(4) disposing of property without authorization after the enterprise is dissolved, disbanded or declared bankrupt;

(5) failing to apply for registration and make a public announcement promptly when the enterprise undergoes a change or terminates, thus causing interested persons to suffer heavy losses;

(6) engaging in other activities prohibited by law, damaging the interests of the state or the public interest.

Section 3 Official Organ, Institution and Social Organization as Legal Person

Article 50 An independently funded official organ shall be qualified as a legal person on the day it is established.

If according to law an institution or social organization having the qualifications of a legal person needs not go through the procedures for registering as a legal person, it shall be qualified as a legal person on the day it is established; if according to law it does need to go through the registration procedures, it shall be qualified as a legal person after being approved and registered.

Section 4 Economic Association

Article 51 If a new economic entity is formed by enterprises or an enterprise and an institution that engage in economic association and it independently bears civil liability and has the qualifications of a legal person, the new entity shall be qualified as a legal person after being approved and registered by the competent authority.

Article 52 If the enterprises or an enterprise and an institution that engage in economic association conduct joint operation but do not have the qualifications of a legal person, each party to the association shall, in proportion to its respective contribution to the investment or according to the agreement made, bear civil liability with the property each party owns or manages. If joint liability is specified by law or by agreement, the parties shall assume joint liability.

Article 53 If the contract for economic association of enterprises or of an enterprise and an institution specifies that each party shall conduct operations independently, it shall stipulate the rights and obligations of each party, and each party shall bear civil liability separately.

Chapter IV Civil Juristic Acts and Agency

Section 1 Civil Juristic Acts

Article 54 A civil juristic act shall be the lawful act of a citizen or legal person to establish, change or terminate civil rights and obligations.

Article 55 A civil juristic act shall meet the following requirements:

- (1) the actor has relevant capacity for civil conduct;
- (2) the intention expressed is genuine; and
- (3) the act does not violate the law or the public interest.

Article 56 A civil juristic act may be in written, oral or other form. If the law stipulates that a particular form be adopted, such stipulation shall be observed.

Article 57 A civil juristic act shall be legally binding once it is instituted. The actor shall not alter or rescind his act except in accordance with the law or with the other party's consent.

Article 58 Civil acts in the following categories shall be null and void:

- (1) those performed by a person without capacity for civil conduct;
 - (2) those that according to law may not be independently performed by a person with limited capacity for civil conduct;
 - (3) those performed by a person against his true intentions as a result of cheating, coercion or exploitation of his unfavourable position by the other party;
 - (4) those that performed through malicious collusion are detrimental to the interest of the state, a collective or a third party;
 - (5) those that violate the law or the public interest;
 - (6) economic contracts that violate the state's mandatory plans; and
 - (7) those that performed under the guise of legitimate acts conceal illegitimate purposes.
- Civil acts that are null and void shall not be legally binding from the very beginning.

Article 59 A party shall have the right to request a people's court or an arbitration agency to alter or rescind the following civil acts:

- (1) those performed by an actor who seriously misunderstood the contents of the acts;
- (2) those that are obviously unfair.

Rescinded civil acts shall be null and void from the very beginning.

Article 60 If part of a civil act is null and void, it shall not affect the validity of other parts.

Article 61 After a civil act has been determined to be null and void or has been rescinded, the party who acquired property as a result of the act shall return it to the party who suffered a loss. The erring party shall compensate the other party for the losses it suffered as a result of the act; if both sides are in error, they shall each bear their proper share of the responsibility.

If the two sides have conspired maliciously and performed a civil act that is detrimental to the interests of the state, a collective or a third party, the property that they thus obtained shall be recovered and turned over to the state or the collective, or returned to the third party.

Article 62 A civil juristic act may have conditions attached to it. Conditional civil juristic acts shall take effect when the relevant conditions are met.

Section 2 Agency

Article 63 Citizens and legal persons may perform civil juristic acts through agents

An agent shall perform civil juristic acts in the principal's name within the scope of the power of agency. The principal shall bear civil liability for the agent's acts of agency. Civil juristic acts that should be performed by the principal himself, pursuant to legal provisions or the agreement between the two parties, shall not be entrusted to an agent.

Article 64 Agency shall include entrusted agency, statutory agency and appointed 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 law; and an appointed agent shall exercise the power of agency as designated by a people's court or the appointing unit.

Article 65 A civil juristic act may be entrusted to an agent in writing or orally. If legal provisions require the entrustment to be written, it shall be effected in writing. Where the entrustment of agency is in writing, the power of attorney shall clearly state the agent's name, the entrusted tasks and the scope and duration of the power of agency, and it shall be signed or sealed by the principal. If the power of attorney is not clear as to the authority conferred, the principal shall bear civil liability towards the third party, and the agent shall be held jointly liable.

Article 66 The principal shall bear civil liability for an act performed by an actor with no power of agency, beyond the scope of his power of agency or after his power of agency has expired, only if he recognizes the act retroactively. If the act is not so recognized, the performer shall bear civil liability for it. If a principal is aware that a civil act is being executed in his name but fails to repudiate it, his consent shall be deemed to have been given.

An agent shall bear civil liability if he fails to perform his duties and thus causes damage to the principal. If an agent and a third party in collusion harm the principal's interests, the agent and the third party shall be held jointly liable.

If a third party is aware that an actor has no power of agency, is overstepping his power of agency, or his power of agency has expired and yet joins him in a civil act and thus brings damage to other people, the third party and the actor shall be held jointly liable.

Article 67 If an agent is aware that the matters entrusted are illegal but still carries them out, or if a principal is aware that his agent's acts are illegal but fails to object to them, the principal and the agent shall be held jointly liable.

Article 68 If in the principal's interests an entrusted agent needs to transfer the agency to another person, he shall first obtain the principal's consent.

If the principal's consent is not obtained in advance, the matter shall be reported to him promptly after the transfer, and if the principal objects, the agent shall bear civil liability for the acts of the transferee; however, an entrusted agency transferred in emergency circumstances in order to safeguard the principal's interests shall be excepted.

Article 69 An entrusted agency shall end under any of the following circumstances:

- (1) when the period of agency expires or when the tasks entrusted are completed;
- (2) when the principal rescinds the entrustment or the agent declines the entrustment;
- (3) when the agent dies;
- (4) when the principal loses his capacity for civil conduct; or
- (5) when the principal or the agent ceases to be a legal person.

Article 70 A statutory or appointed agency shall end under any of the following circumstances:

- (1) when the principal gains or recovers capacity for civil conduct;
- (2) when the principal or the agent dies;
- (3) when the agent loses capacity for civil conduct;
- (4) when the people's court or the unit that appointed the agent rescinds the appointment;

or

(5) when the guardian relationship between the principal and the agent ends for other reasons.

Chapter V Civil Rights

Section 1 Property Ownership and Related Property Rights

Article 71 "Property ownership" means the owner's rights to lawfully possess, utilize, profit from and dispose of his property.

Article 72 Property ownership shall not be obtained in violation of the law.

Unless the law stipulates otherwise or the parties concerned have agreed on other arrangements, the ownership of property obtained by contract or by other lawful means shall be transferred simultaneously with the property itself.

Article 73 State property shall be owned by the whole people.

State property is sacred and inviolable, and no organization or individual shall be allowed to seize, encroach upon, privately divide, retain or destroy it.

Article 74 Property of collective organizations of the working masses shall be owned collectively by the working masses. This shall include:

- (1) land, forests, mountains, grasslands, unreclaimed land, beaches and other areas that are stipulated by law to be under collective ownership;
- (2) property of collective economic organizations;
- (3) collectively owned buildings, reservoirs, farm irrigation facilities and educational, scientific, cultural, health, sports and other facilities; and

(4) other property that is collectively owned. Collectively owned land shall be owned collectively by the village peasants in accordance with the law and shall be worked and managed by village agricultural production cooperatives, other collective agricultural economic organizations or villages' committees. Land already under the ownership of the township (town) peasants' collective economic organizations may be collectively owned by the peasants of the township (town). Collectively owned property shall be protected by law, and no organization or individual may seize, encroach upon, privately divide, destroy or illegally seal up, distraint, freeze or confiscate it.

Article 75 A citizen's personal property shall include his lawfully earned income, housing, savings, articles for daily use, objects d'art, books, reference materials, trees, livestock, as well as means of production the law permits a citizen to possess and other lawful property. A citizen's lawful property shall be protected by law, and no organization or individual may appropriate, encroach upon, destroy or illegally seal up, distraint, freeze or confiscate it.

Article 76 Citizens shall have the right of inheritance under the law.

Article 77 The lawful property of social organizations, including religious organizations, shall be protected by law.

Article 78 Property may be owned jointly by two or more citizens or legal persons.

There shall be two kinds of joint ownership, namely co-ownership by shares and common ownership. Each of the co-owners by shares shall enjoy the rights and assume the obligations respecting the joint property in proportion to his share. Each of the common owners shall enjoy the rights and assume the obligations respecting the joint property. Each co-owner by shares shall have the right to withdraw his own share of the joint property or transfer its ownership. However, when he offers to sell his share, the other co-owners shall have a right of pre-emption if all other conditions are equal.

Article 79 If the owner of a buried or concealed object is unknown, the object shall belong to the state. The unit that receives the object shall commend or give a material reward to the unit or individual that turns in the object. Lost-and-found objects, flotsam and stray animals shall be returned to their rightful owners, and any costs thus incurred shall be reimbursed by the owners.

Article 80 State-owned land may be used according to law by units under ownership by the whole people; it may also be lawfully assigned for use by units under collective ownership. The state shall protect the usufruct of the land, and the usufructuary shall be obligated to manage, protect and properly use the land.

The right of citizens and collectives to contract for management of land under collective ownership or of state-owned land under collective use shall be protected by law. The rights and obligations of the two contracting parties shall be stipulated in the contract signed in accordance with the law.

Land may not be sold, leased, mortgaged or illegally transferred by any other means.

Article 81 State-owned forests, mountains, grasslands, unreclaimed land, beaches, water

surfaces and other natural resources may be used according to law by units under ownership by the whole people; or they may also be lawfully assigned for use by units under collective ownership. The state shall protect the usufruct of those resources, and the usufructuary shall be obliged to manage, protect and properly use them.

State-owned mineral resources may be mined according to law by units under ownership by the whole people and units under collective ownership; citizens may also lawfully mine such resources. The state shall protect lawful mining rights.

The right of citizens and collectives to lawfully contract for the management of forests, mountains, grasslands, unreclaimed land, beaches and water surfaces that are owned by collectives or owned by the state but used by collectives shall be protected by law. The rights and obligations of the two contracting parties shall be stipulated in the contract in accordance with the law.

State-owned mineral resources and waters as well as forest land, mountains, grasslands, unreclaimed land and beaches owned by the state and those that are lawfully owned by collectives may not be sold, leased, mortgaged or illegally transferred by any other means.

Article 82 Enterprises under ownership by the whole people shall lawfully enjoy the rights of management over property that the state has authorized them to manage and operate, and the rights shall be protected by law.

Article 83 In the spirit of helping production, making things convenient for people's lives, enhancing unity and mutual assistance, and being fair and reasonable, neighbouring users of real estate shall maintain proper neighbourly relations over such matters as water supply, drainage, passageway, ventilation and lighting. Anyone who causes obstruction or damage to his neighbour, shall stop the infringement, eliminate the obstruction and compensate for the damage.

Section 2 Creditors' Rights

Article 84 A debt represents a special relationship of rights and obligations established between the parties concerned, either according to the agreed terms of a contract or legal provisions. The party entitled to the rights shall be the creditor, and the party assuming the obligations shall be the debtor.

The creditor shall have the right to demand that the debtor fulfil his obligations as specified by the contract or according to legal provisions.

Article 85 A contract shall be an agreement whereby the parties establish, change or terminate their civil relationship. Lawfully established contracts shall be protected by law.

Article 86 When there are two or more creditors to a deal, each creditor shall be entitled to rights in proportion to his proper share of the credit. When there are two or more debtors to a deal, each debtor shall assume obligations in proportion to his share of the debt.

Article 87 When there are two or more creditors or debtors to a deal, each of the joint creditors shall be entitled to demand that the debtor fulfil his obligations, in accordance with legal provisions or the agreement between the parties; each of the joint debtors shall be

obliged to perform the entire debt, and the debtor who performs the entire debt shall be entitled to ask the other joint debtors to reimburse him for their shares of the debt.

Article 88 The parties to a contract shall fully fulfil their obligations pursuant to the terms of the contract.

If a contract contains ambiguous terms regarding quality, time limit for performance, place of performance, or price, and the intended meaning cannot be determined from the context of relevant terms in the contract, and if the parties cannot reach an agreement through consultation, the provisions below shall apply:

(1) If quality requirements are unclear, state quality standards shall apply; if there are no state quality standards, generally held standards shall apply.

(2) If the time limit for performance is unclear, the debtor may at his convenience fulfill his obligations towards the creditor; the creditor may also demand at any time that the debtor perform his obligations, but sufficient notice shall be given to the debtor.

(3) If the place of performance is unclear, and the payment is money, the performance shall be effected at the seat or place of residence of the party receiving the payment; if the payment is other than money, the performance shall be effected at the seat or place of residence of the party fulfilling the obligations.

(4) If the price agreed by the parties is unclear, the state-fixed price shall apply. If there is no state-fixed price, the price shall be based on market price or the price of a similar article or remuneration for a similar service.

If the contract does not contain an agreed term regarding rights to patent application, any party who has completed an invention-creation shall have the right to apply for a patent.

If the contract does not contain an agreed term regarding rights to patent application, and technological research achievements, the parties shall all have the right to use such achievements.

Article 89 In accordance with legal provisions the agreement between the parties on the performance of a debt may be guaranteed using the methods below:

(1) A guarantor may guarantee to the creditor that the debtor shall perform his debt. If the debtor defaults, the guarantor shall perform the debt or bear joint liability according to agreement. After performing the debt, the guarantor shall have the right to claim repayment from the debtor.

(2) The debtor or a third party may offer a specific property as a pledge. If the debtor defaults, the creditors shall be entitled to keep the pledge to offset the debt or have priority in satisfying his claim out of the proceeds from the sale of the pledge pursuant to relevant legal provisions.

(3) Within the limits of relevant legal provisions, a party may leave a deposit with the other party. After the debtor has discharged his debt, the deposit shall either be retained as partial payment of the debt or be returned. If the party who leaves the deposit defaults, he shall not be entitled to demand the return of the deposit; if the party who accepts the deposit defaults, he shall repay the deposit in double.

(4) If a party has possession of the other party's property according to contract and the other party violates the contract by failing to pay a required sum of money within the specified time limit, the possessor shall have a lien on the property and may keep the retained property to offset the debt or have priority in satisfying his claim out of the proceeds from the sale of the property pursuant to relevant legal provisions.

Article 90 Legitimate loan relationships shall be protected by law.

Article 91 If a party to a contract transfers all or part of his contractual rights or obligations to a third party, he shall obtain the other party's consent and may not seek profits therefrom. Contracts which according to legal provisions are subject to state approval, such as transfers, must be approved by the authority that originally approved the contract, unless the law or the original contract stipulates otherwise.

Article 92 If profits are acquired improperly and without a lawful basis, resulting in another person's loss, the illegal profits shall be returned to the person who suffered the loss.

Article 93 If a person acts as manager or provides services in order to protect another person's interests when he is not legally or contractually obligated to do so, he shall be entitled to claim from the beneficiary the expenses necessary for such assistance.

Section 3 Intellectual Property Rights

Article 94 Citizens and legal persons shall enjoy rights of authorship (copyrights) and shall be entitled to sign their names as authors, issue and publish their works and obtain remuneration in accordance with the law.

Article 95 The patent rights lawfully obtained by citizens and legal persons shall be protected by law.

Article 96 The rights to exclusive use of trademarks obtained by legal persons, individual businesses and individual partnerships shall be protected by law.

Article 97 Citizens who make discoveries shall be entitled to the rights of discovery. A discoverer shall have the right to apply for and receive certificates of discovery, bonuses or other awards. Citizens who make inventions or other achievements in scientific and technological research shall have the right to apply for and receive certificates of honour, bonuses or other awards.

Section 4 Personal Rights

Article 98 Citizens shall enjoy the rights of life and health.

Article 99 Citizens shall enjoy the right of personal name and shall be entitled to determine, use or change their personal names in accordance with relevant provisions. Interference with, usurpation of and false representation of personal names shall be prohibited. Legal persons, individual businesses and individual partnerships shall enjoy the right of name. Enterprises as legal persons, individual businesses and individual partnerships shall have the right to use and lawfully assign their own names.

Article 100 Citizens shall enjoy the right of portrait. The use of a citizen's portrait for profit without his consent shall be prohibited.

Article 101 Citizens and legal persons shall enjoy the right of reputation. The personality of citizens shall be protected by law, and the use of insults, libel or other means to damage the reputation of citizens or legal persons shall be prohibited.

Article 102 Citizens and legal persons shall enjoy the right of honour. It shall be prohibited to unlawfully divest citizens and legal persons of their honorary titles.

Article 103 Citizens shall enjoy the right of marriage by choice. Mercenary marriages, marriages upon arbitrary decision by any third party and any other acts of interference in the freedom of marriage shall be prohibited.

Article 104 Marriage, the family, old people, mothers and children shall be protected by law. The lawful rights and interests of the handicapped shall be protected by law.

Article 105 Women shall enjoy equal civil rights with men.

Chapter VI Civil Liability

Section 1 General Stipulations

Article 106 Citizens and legal persons who breach a contract or fail to fulfil other obligations shall bear civil liability.

Citizens and legal persons who through their fault encroach upon state or collective property or the property or person of other people shall bear civil liability. Civil liability shall still be borne even in the absence of fault, if the law so stipulates.

Article 107 Civil liability shall not be borne for failure to perform a contract or damage to a third party if it is caused by force majeure, except as otherwise provided by law.

Article 108 Debts shall be cleared. If a debtor is unable to repay his debt immediately, he may repay by instalments with the consent of the creditor or a ruling by a people's court. If a debtor is capable of repaying his debt but refuses to do so, repayment shall be compelled by the decision of a people's court.

Article 109 If a person suffers damages from preventing or stopping encroachment on state or collective property, or the property or person of a third party, the infringer shall bear responsibility for compensation, and the beneficiary may also give appropriate compensation.

Article 110 Citizens or legal persons who bear civil liability shall also be held for administrative responsibility if necessary. If the acts committed by citizens and legal persons constitute crimes, criminal responsibility of their legal representatives shall be investigated in accordance with the law.

Section 2 Civil Liability for Breach of Contract

Article 111 If a party fails to fulfil its contractual obligations or violates the term of a contract while fulfilling the obligations, the other party shall have the right to demand fulfillment or the taking of remedial measures and claim compensation for its losses.

Article 112 The party that breaches a contract shall be liable for compensation equal to the losses consequently suffered by the other party.

The parties may specify in a contract that if one party breaches the contract it shall pay the other party a certain amount of breach of contract damages; they may also specify in the contract the method of assessing the compensation for any losses resulting from a breach of contract.

Article 113 If both parties breach the contract, each party shall bear its respective civil liability.

Article 114 If one party is suffering losses owing to the other party's breach of contract, it shall take prompt measures to prevent the losses from increasing; if it does not promptly do so, it shall not have the right to claim compensation for the additional losses.

Article 115 A party's right to claim compensation for losses shall not be affected by the alteration or termination of a contract.

Article 116 If a party fails to fulfil its contractual obligations on account of a higher authority, it shall first compensate for the losses of the other party or take other remedial measures as contractually agreed and then the higher authority shall be responsible for settling the losses it sustained.

Section 3 Civil Liability for Infringement of Rights

Article 117 Anyone who encroaches on the property of the state, a collective or another person shall return the property; failing that, he shall reimburse its estimated price. Anyone who damages the property of the state, a collective or another person shall restore the property to its original condition or reimburse its estimated price. If the victim suffers other great losses therefrom, the infringer shall compensate for those losses as well.

Article 118 If the rights of authorship (copyrights), patent rights, rights to exclusive use of trademarks, rights of discovery, rights of invention or rights for scientific and technological research achievements of citizens or legal persons are infringed upon by such means as plagiarism, alteration or imitation, they shall have the right to demand that the infringement be stopped, its ill effects be eliminated and the damages be compensated for.

Article 119 Anyone who infringes upon a citizen's person and causes him physical injury shall pay his medical expenses and his loss in income due to missed working time and shall pay him living subsidies if he is disabled; if the victim dies, the infringer shall also pay the funeral expenses, the necessary living expenses of the deceased's dependents and other such expenses.

Article 120 If a citizen's right of personal name, portrait, reputation or honour is infringed upon, he shall have the right to demand that the infringement be stopped, his reputation be rehabilitated, the ill effects be eliminated and an apology be made; he may also demand compensation for losses. The above paragraph shall also apply to infringements upon a legal person's right of name, reputation or honour.

Article 121 If a state organ or its personnel, while executing its duties, encroaches upon the lawful rights and interests of a citizen or legal person and causes damage, it shall bear civil liability.

Article 122 If a substandard product causes property damage or physical injury to others, the manufacturer or seller shall bear civil liability according to law. If the transporter or storekeeper is responsible for the matter, the manufacturer or seller shall have the right to demand compensation for its losses.

Article 123 If any person causes damage to other people by engaging in operations that are greatly hazardous to the surroundings, such as operations conducted high aboveground, or those involving high pressure, high voltage, combustibles, explosives, highly toxic or radioactive substances or high-speed means of transport, he shall bear civil liability; however, if it can be proven that the damage was deliberately caused by the victim, he shall not bear civil liability.

Article 124 Any person who pollutes the environment and causes damage to others in violation of state provisions for environmental protection and the prevention of pollution shall bear civil liability in accordance with the law.

Article 125 Any constructor who engages in excavation, repairs or installation of underground facilities in a public place, on a roadside or in a passageway without setting up clear signs and adopting safety measures and thereby causes damage to others shall bear civil liability.

Article 126 If a building or any other installation or an object placed or hung on a structure collapses, detaches or drops down and causes damage to others, its owner or manager shall bear civil liability, unless he can prove himself not at fault.

Article 127 If a domesticated animal causes harm to any person, its keeper or manager shall bear civil liability. If the harm occurs through the fault of the victim, the keeper or manager shall not bear civil liability; if the harm occurs through the fault of a third party, the third party shall bear civil liability.

Article 128 A person who causes harm in exercising justifiable defence shall not bear civil liability. If justifiable defence exceeds the limits of necessity and undue harm is caused, an appropriate amount of civil liability shall be borne.

Article 129 If harm occurs through emergency actions taken to avoid danger, the person who gave rise to the danger shall bear civil liability. If the danger arose from natural causes, the person who took the emergency actions may either be exempt from civil liability or bear civil liability to an appropriate extent. If the emergency measures taken are improper or exceed the limits of necessity and undue harm is caused, the person who took the emergency action shall bear civil liability to an appropriate extent.

Article 130 If two or more persons jointly infringe upon another person's rights and cause him damage, they shall bear joint liability.

Article 131 If a victim is also at fault for causing the damage, the civil liability of the infringer may be reduced.

Article 132 If none of the parties is at fault in causing damage, they may share civil liability according to the actual circumstances.

Article 133 If a person without or with limited capacity for civil conduct causes damage to others, his guardian shall bear civil liability. If the guardian has done his duty of guardianship, his civil liability may be appropriately reduced.

If a person who has property but is without or with limited capacity for civil conduct causes damage to others, the expenses of compensation shall be paid from his property. Shortfalls in such expenses shall be appropriately compensated for by the guardian unless the guardian is a unit.

Section 4 Methods of Bearing Civil Liability

Article 134 The main methods of bearing civil liability shall be:

- (1) cessation of infringements;
- (2) removal of obstacles;
- (3) elimination of dangers;
- (4) return of property;
- (5) restoration of original condition;
- (6) repair, reworking or replacement;
- (7) compensation for losses;
- (8) payment of breach of contract damages;
- (9) elimination of ill effects and rehabilitation of reputation; and
- (10) extension of apology.

The above methods of bearing civil liability may be applied exclusively or concurrently. When hearing civil cases, a people's court, in addition to applying the above stipulations, may serve admonitions, order the offender to sign a pledge of repentance, and confiscate the property used in carrying out illegal activities and the illegal income obtained therefrom. It may also impose fines or detentions as stipulated by law.

Chapter VII Limitation of Action

Article 135 Except as otherwise stipulated by law, the limitation of action regarding applications to a people's court for protection of civil rights shall be two years.

Article 136 The limitation of action shall be one year in cases concerning the following:

- (1) claims for compensation for bodily injuries;
- (2) sales of substandard goods without proper notice to that effect;
- (3) delays in paying rent or refusal to pay rent; or
- (4) loss of or damage to property left in the care of another person.

Article 137 A limitation of action shall begin when the entitled person knows or should know that his rights have been infringed upon. However, the people's court shall not protect his rights if 20 years have passed since the infringement. Under special circumstances, the people's court may extend the limitation of action.

Article 138 If a party chooses to fulfil obligations voluntarily after the limitation of action has expired, he shall not be subject to the limitation.

Article 139 A limitation of action shall be suspended during the last six months of the limitation if the plaintiff cannot exercise his right of claim because of force majeure or other obstacles. The limitation shall resume on the day when the grounds for the suspension are eliminated.

Article 140 A limitation of action shall be discontinued if suit is brought or if one party makes a claim for or agrees to fulfillment of obligations. A new limitation shall be counted from the time of the discontinuance.

Article 141 If the law has other stipulations concerning limitation of action, those stipulations shall apply.

Chapter VIII Application of Law in Civil Relations with Foreigners

Article 142 The application of law in civil relations with foreigners shall be determined by the provisions in this chapter. If any international treaty concluded or acceded to by the People's Republic of China contains provisions differing from those in the civil laws of the People's Republic of China, the provisions of the international treaty shall apply, unless the provisions are ones on which the People's Republic of China has announced reservations. International practice may be applied to matters for which neither the law of the People's Republic of China nor any international treaty concluded or acceded to by the People's Republic of China has any provisions.

Article 143 If a citizen of the People's Republic of China settles in a foreign country, the law of that country may be applicable as regards his capacity for civil conduct.

Article 144 The ownership of immovable property shall be bound by the law of the place where it is situated.

Article 145 The parties to a contract involving foreign interests may choose the law applicable to settlement of their contractual disputes, except as otherwise stipulated by law. If the parties to a contract involving foreign interests have not made a choice, the law of the country to which the contract is most closely connected shall be applied.

Article 146 The law of the place where an infringing act is committed shall apply in handling compensation claims for any damage caused by the act. If both parties are citizens of

the same country or have established domicile in another country, the law of their own country or the country of domicile may be applied.

An act committed outside the People's Republic of China shall not be treated as an infringing act if under the law of the People's Republic of China it is not considered an infringing act.

Article 147 The marriage of a citizen of the People's Republic of China to a foreigner shall be bound by the law of the place where they get married, while a divorce shall be bound by the law of the place where a court accepts the case.

Article 148 Maintenance of a spouse after divorce shall be bound by the law of the country to which the spouse is most closely connected.

Article 149 In the statutory succession of an estate, movable property shall be bound by the law of the decedent's last place of residence, and immovable property shall be bound by the law of the place where the property is situated.

Article 150 The application of foreign laws or international practice in accordance with the provisions of this chapter shall not violate the public interest of the People's Republic of China.

Chapter IX Supplementary provisions

Article 151 The people's congresses of the national autonomous areas may formulate separate adaptive or supplementary regulations or provisions in accordance with the principles of this Law and in light of the characteristics of the local nationalities. Those formulated by the people's congresses of autonomous regions shall be submitted in accordance with the law to the Standing Committee of the National People's Congress for approval or for the record. Those formulated by the people's congresses of autonomous prefectures or autonomous counties shall be submitted to the standing committee of the people's congress in the relevant province or autonomous region for approval.

Article 152 If an enterprise owned by the whole people has been established with the approval of the competent authority of a province, autonomous region or centrally administered municipality or at a higher level and it has already been registered with the administrative agency for industry and commerce, before this Law comes into force, it shall automatically qualify as a legal person without having to re-register as such.

Article 153 For the purpose of this Law, "force majeure" means unforeseeable, unavoidable and insurmountable objective conditions.

Article 154 Time periods referred to in the Civil Law shall be calculated by the Gregorian calendar in years, months, days and hours.

When a time period is prescribed in hours, calculation of the period shall begin on the prescribed hour. When a time period is prescribed in days, months and years, the day on which the period begins shall not be counted as within the period; calculation shall begin on the next day.

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.

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

Article 155 In this Law, the terms "not less than," "not more than," "within" and "expires" shall include the given figure; the terms "under" and "beyond" shall not include the given figure.

Article 156 This Law shall come into force on January 1, 1987.