

中华人民共和国市场主体登记管理条例实施细则

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中华人民共和国市场主体登记管理条例实施细则

国家市场监督管理总局令第52号

《中华人民共和国市场主体登记管理条例实施细则》已经2022年2月9日市场监管总局第3次局务会议通过，现予公布，自公布之日起施行。

局长张工

2022年3月1日

中华人民共和国市场主体登记管理条例实施细则

（2022年3月1日国家市场监督管理总局令第52号公布）

Implementing Rules for the Administrative Regulation of the People's Republic of China on the Registration of Market Entities

Decree No. 52 of the State Administration for Market Regulation

The Implementing Rules for the Administrative Regulation of the People's Republic of China on the Registration of Market Entities, adopted at the 3rd Executive Meeting of the State Administration for Market Regulation on February 9, 2022, are hereby promulgated, with immediate effect.

Zhang Gong

Director of the State Administration for Market Regulation

March 1, 2022

Implementing Rules for the Administrative Regulation of the People's Republic of China on the Registration of Market Entities

(Promulgated under Decree No. 52 of the State Administration for Market Regulation March 1, 2022, with immediate effect.)

自公布之日起施行)

第一章 总则

第一条 根据《中华人民共和国市场主体登记管理条例》（以下简称《条例》）等有关法律法规，制定本实施细则。

第二条 市场主体登记管理应当遵循依法合规、规范统一、公开透明、便捷高效的原则。

第三条 国家市场监督管理总局主管全国市场主体统一登记管理工作，制定市场主体登记管理的制度措施，推进登记全程电子化，规范登记行为，指导地方登记机关依法有序开展登记管理工作。

县级以上地方市场监督管理部门主管本辖区市场主体登记管理工作，加强对辖区内市场主体登记管理工作的统筹指导和监督管理，提升登记管理水平。

县级市场监督管理部门的派出机构可以依法承担个体工商户等市

Chapter I General Provisions

Article 1 These Rules are enacted pursuant to the Administrative Regulation of the People's Republic of China on the Registration of Market Entities (hereinafter referred to as the "Regulation") and related laws and regulations.

Article 2 Administration of registration of market entities shall adhere to the principles of compliance with laws and regulations, standardisation and unification, openness and transparency, convenience and efficiency.

Article 3 The State Administration for Market Regulation ("SAMR") shall be in charge of unified administration of registration of market entities nationwide, formulate systems and measures for administration of registration of market entities, promote whole-process electronic registration, standardise registration activities and guide local registration authorities to carry out administration of registration in an orderly manner pursuant to the law. Local market regulatory authorities at the county level or above shall be in charge of administration of registration of market entities within their jurisdiction, strengthen coordination, guidance, supervision and administration on registration administration of market entities within their jurisdiction and improve the level of administration of registration.

Local offices of market regulatory authorities at the county level may assume the registration administration duties for market entities such as individually-owned businesses pursuant to the law.

All levels of registration authorities shall perform registration

场主体的登记管理职责。

各级登记机关依法履行登记管理职责，执行全国统一的登记管理政策文件和规范要求，使用统一的登记材料、文书格式，以及省级统一的市场主体登记管理系统，优化登记办理流程，推行网上办理等便捷方式，健全数据安全管理制度，提供规范化、标准化登记管理服务。

administration duties pursuant to the law, implement national unified policy documents and specifications for administration of registration, use unified registration materials, document formats and the provincial unified registration administration system for market entities, optimise registration workflow, promote convenient methods such as online handling, improve upon the data security management system and provide standardised registration administration services.

第四条 省级以上人民政府或者其授权的国有资产监督管理机构履行出资人职责的公司，以及该公司投资设立并持有50%以上股权或者股份的公司的登记管理由省级登记机关负责；股份有限公司的登记管理由地市级以上地方登记机关负责。

除前款规定的情形外，省级市场监督管理部门依法对本辖区登记管辖作出统一规定；上级登记机关在特定情形下，可以依法将部分市场主体登记管理工作交由下级登记

Article 4 The registration authority at the provincial level shall be responsible for the registration administration of companies, for which the people's government at the provincial level or above or its authorized state-owned assets supervision and administration authority performs the duties of a capital contributor and companies established with the investment of the aforesaid companies that hold more than 50% of equities or shares. The local registration authority at the prefecture level or above shall take charge of the registration administration of joint stock companies. Except for the circumstances stipulated in the preceding paragraph, the provincial market regulatory authorities shall formulate unified provisions for registration administration within their jurisdiction pursuant to the law; higher-level registration authorities may, under specific circumstances, delegate part of the administration of registration of market entities to lower-level registration authorities pursuant to the law or undertake part of the administration of registration of lower-level registration authorities.

The SAMR or its authorised local market regulatory authorities shall be responsible for registration administration of

机关承担，或者承担下级登记机关的部分登记管理工作。

外商投资企业登记管理由国家市场监督管理总局或者其授权的地方市场监督管理部门负责。

foreign-invested enterprises.

第五条 国家市场监督管理总局应当加强信息化建设，统一登记管理业务规范、数据标准和平台服务接口，归集全国市场主体登记管理信息。

省级市场监督管理部门主管本辖区登记管理信息化建设，建立统一的市场主体登记管理系统，归集市场主体登记管理信息，规范市场主体登记注册流程，提升政务服务水平，强化部门间信息共享和业务协同，提升市场主体登记管理便利化程度。

Article 5 The SAMR shall strengthen information technology development, unify registration administration business specifications, data standards and platform service interface and collect administration information on registration of market entities nationwide. The provincial market regulatory authorities shall be in charge of the informatization of registration administration within their respective jurisdictions, establish a unified registration administration system for market entities, collect registration administration information of market entities, standardize the registration process for market entities, improve government services, strengthen inter-departmental information sharing and business collaboration and enhance the facilitation of registration administration of market entities.

第二章 登记事项

Chapter II Registration Matters

第六条 市场主体应当按照类型依法登记下列事项：

（一）公司：名称、类型、经

Article 6 A market entity shall register the following matters by type pursuant to the law: (1) company: name, type, scope of business, domicile, registered capital, name of legal representative, and names of the shareholders of a limited liability

营范围、住所、注册资本、法定代表人姓名、有限责任公司股东或者股份有限公司发起人姓名或者名称。

（二）非公司企业法人：名称、类型、经营范围、住所、出资额、法定代表人姓名、出资人（主管部门）名称。

（三）个人独资企业：名称、类型、经营范围、住所、出资额、投资人姓名及居所。

（四）合伙企业：名称、类型、经营范围、主要经营场所、出资额、执行事务合伙人名称或者姓名，合伙人名称或者姓名、住所、承担责任方式。执行事务合伙人是法人或者其他组织的，登记事项还应当包括其委派的代表姓名。

（五）农民专业合作社（联合社）：名称、类型、经营范围、住所、出资额、法定代表人姓名。

（六）分支机构：名称、类型

company or of the promoters of a joint stock company.

(2) unincorporated enterprise legal person: name, type, scope of business, domicile, amount of capital contribution, name of legal representative, name of capital contributor (department in charge).

(3) sole proprietorship: name, type, scope of business, domicile, amount of capital contribution, and name and residence of investors.

(4) partnership: name, type, scope of business, principal place of business, amount of capital contribution, names of the executive partners, name, domicile and mode of liability sharing of the partners. Where the executive partner is a legal person or other organization, the registration items shall include the name of the representative appointed by it as well.

(5) specialized farmers' cooperative (union): name, type, scope of business, domicile, amount of capital contribution and name of legal representative.

(6) branch: name, type, business scope, business premise and name of the person in charge.

(7) individually owned business: form of organization, scope of business, place of business, and name and domicile of the operators. Where an individually owned business uses a name, the registration items shall include the name.

(8) other matters prescribed by laws and administrative regulations.

、经营范围、经营场所、负责人姓名。

（七）个体工商户：组成形式、经营范围、经营场所，经营者姓名、住所。个体工商户使用名称的，登记事项还应当包括名称。

（八）法律、行政法规规定的其他事项。

第七条 市场主体应当按照类型依法备案下列事项：

（一）公司：章程、经营期限、有限责任公司股东或者股份有限公司发起人认缴的出资数额、董事、监事、高级管理人员、登记联络员、外商投资公司法律文件送达接受人。

（二）非公司企业法人：章程、经营期限、登记联络员。

（三）个人独资企业：登记联络员。

（四）合伙企业：合伙协议、

Article 7 A market entity shall file the following matters by type in accordance with the law:

(1) company: articles of association, business duration, amount of the contribution subscribed for by the shareholders of a limited liability company or by the promoters of a joint stock company, directors, supervisors, senior officers, registration contact person, the person designated to receive legal documents for a foreign-invested company.

(2) unincorporated enterprise legal person: articles of association, term of operation, registration contact person.

(3) sole proprietorship: registration contact person.

(4) partnership: partnership agreement, partnership period, amount of capital contribution subscribed or actually paid by partners, payment deadline and capital contribution method, registration contact person, the person designated to receive legal documents for a foreign-invested partnership.

(5) specialized farmers' cooperative (union): articles of association, members, registration contact person.

(6) branch: registration contact person.

合伙期限、合伙人认缴或者实际缴付的出资数额、缴付期限和出资方式、登记联络员、外商投资合伙企业法律文件送达接受人。	(7) individually owned business: names of family members participating in the operation, and registration contact person. (8) relevant information of beneficial owners of market entities such as companies and partnerships. (9) other matters stipulated by laws and administrative regulations.
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（五）农民专业合作社（联合社）：章程、成员、登记联络员。	The registration authorities shall gather information of the aforesaid record filing matters together at the time of registration of establishment.
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（六）分支机构：登记联络员。	The information management system for beneficial owners shall be separately formulated by the People's Bank of China jointly with the SAMR.
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（七）个体工商户：家庭参加经营的家庭成员姓名、登记联络员。

（八）公司、合伙企业等市场主体受益所有人相关信息。

（九）法律、行政法规规定的其他事项。

上述备案事项由登记机关在设立登记时一并进行信息采集。

受益所有人信息管理制度由中国人民银行会同国家市场监督管理总局另行制定。

第八条 市场主体名称由申请人依法自主申报。	Article 8 The name of a market entity shall be declared independently by an applicant pursuant to the law.
第九条 申请人应当依法申请登记下列市场主体类型： （一）有限责任公司、股份有限公司； （二）全民所有制企业、集体所有制企业、联营企业； （三）个人独资企业； （四）普通合伙（含特殊普通合伙）企业、有限合伙企业； （五）农民专业合作社、农民专业合作社联合社； （六）个人经营的个体工商户、家庭经营的个体工商户。 分支机构应当按所属市场主体类型注明分公司或者相应的分支机构。	Article 9 An applicant shall apply for registration of the following market entity types pursuant to the law: (1) limited liability company and joint stock company; (2) enterprise owned by the whole people, collectively-owned enterprise, and joint venture enterprise; (3) sole proprietorship; (4) general partnership (including special general partnership) and limited partnership; (5) specialized farmers' cooperative and specialized farmers' cooperative union; and (6) individually-owned business operated by individual and individually-owned business operated by family. The branch shall state the branch company or the corresponding branch based on its market entity type.
第十条 申请人应当根据市场主体类型依法向其住所（主要经营	Article 10 An applicant shall, based on the market entity type, complete registration formalities with the registration authority with registration jurisdiction at the location of its

场所、经营场所）所在地具有登记管辖权的登记机关办理登记。

domicile (main business premises, business premises) pursuant to the law.

第十一条 申请人申请登记市场主体法定代表人、执行事务合伙人（含委派代表），应当符合章程或者协议约定。

Article 11 An applicant that files the application for registration of legal representative or executive partner (including entrusted representative) of a market entity shall comply with the articles of association or the agreement. Where the partnership agreement does not stipulate or all the partners do not decide on appointment of an executive partner, except for limited partners, the applicant shall register all other partners as executive partners.

合伙协议未约定或者全体合伙人未决定委托执行事务合伙人的，除有限合伙人外，申请人应当将其他合伙人均登记为执行事务合伙人。

第十二条 申请人应当按照国家市场监督管理总局发布的经营围规范目录，根据市场主体主要行业或者经营特征自主选择一般经营项目和许可经营项目，申请办理经营范围登记。

Article 12 An applicant shall, in accordance with the catalogue of business scope specifications promulgated by the SAMR and based on the market entity's key industry or business characteristics, independently select general business items and licensed business items and apply for registration of business scope.

第十三条 申请人申请登记的市场主体注册资本（出资额）应当符合章程或者协议约定。

Article 13 The registered capital (capital contribution amount) of a market entity applied for registration by an applicant shall comply with the articles of association or the agreement. The registered capital (capital contribution amount) of the market entity shall be denominated in Renminbi. The registered capital (capital contribution amount) of a foreign-invested enterprise may be denominated in a freely convertible currency.

市场主体注册资本（出资额）以人民币表示。外商投资企业的注

Where capital contribution is made using the equity or creditor's

册资本（出资额）可以用可自由兑换的货币表示。

rights of a domestic company pursuant to the law, it shall have clear ownership and complete powers and functions, can be evaluated and transferred pursuant to the law and shall comply with the provisions of the company's articles of association.

依法以境内公司股权或者债权出资的，应当权属清楚、权能完整，依法可以评估、转让，符合公司章程规定。

第三章 登记规范

Chapter III Registration Standards

第十四条 申请人可以自行或者指定代表人、委托代理人办理市场主体登记、备案事项。

Article 14 An applicant may handle registration and record filing matters for a market entity on its own or designate a representative or an entrusted agent to handle such matters.

第十五条 申请人应当在申请材料上签名或者盖章。

Article 15 An applicant shall sign or affix seal on the application materials. The applicant may affix electronic signature or electronic seal through the national unified electronic business license system and other electronic signature tools and channels. Reliable electronic signatures and electronic seals which comply with the provisions of the law shall have the same legal validity as handwritten signatures or seals.

申请人可以通过全国统一电子营业执照系统等电子签名工具和途径进行电子签名或者电子签章。符合法律规定的可靠电子签名、电子签章与手写签名或者盖章具有同等法律效力。

第十六条 在办理登记、备案事项时，申请人应当配合登记机关通过实名认证系统，采用人脸识别

Article 16 When handling registration and record filing matters, an applicant shall cooperate with the registration authorities to carry out real name authentication through the real name authentication system with facial recognition method etc. on the following persons: (1) legal representatives, executive partners (including authorized representatives) and

- 等方式对下列人员进行实名验证:
- persons in charge;
- (2) shareholders of limited liability companies, promoters of joint stock companies, company directors, supervisors and senior management personnel;
- (一) 法定代表人、执行事务合伙人(含委派代表)、负责人;
- (3) investors of sole proprietorships, partners of partnerships, members of specialized farmers' cooperatives (unions), and operators of individually owned businesses;
- (二) 有限责任公司股东、股份有限公司发起人、公司董事、监事及高级管理人员;
- (4) registration liaison officers of market entities and recipients of service of legal documents for foreign invested enterprises; and
- (三) 个人独资企业投资人、合伙企业合伙人、农民专业合作社(联合社)成员、个体工商户经营者;
- (5) designated representatives or the authorized agents.
- Where a party concerned is unable to verify identity information through the real name authentication system due to special reasons, he/she may submit a natural person identity document duly notarised or present his/her identity document to complete the formalities onsite.
- (四) 市场主体登记联络员、外商投资企业法律文件送达接受人;
- (五) 指定的代表人或者委托代理人。

因特殊原因,当事人无法通过实名认证系统核验身份信息的,可以提交经依法公证的自然人身份证明文件,或者由本人持身份证件到现场办理。

第十七条 办理市场主体登记

Article 17 When handling registration and record filing matters for a market entity, an applicant may submit an

、备案事项，申请人可以到登记机关现场提交申请，也可以通过市场主体登记注册系统提出申请。

申请人对申请材料的真实性、合法性、有效性负责。

办理市场主体登记、备案事项，应当遵守法律法规，诚实守信，不得利用市场主体登记，牟取非法利益，扰乱市场秩序，危害国家安全、社会公共利益。

application to the registration authorities onsite or file an application through the market entity registration system. The applicant shall be responsible for the veracity, legitimacy and validity of its application materials.

When handling registration and record filing matters for a market entity, the applicant shall comply with laws and regulations and act in good faith and shall not make use of registration of a market entity to seek illegal gains, disrupt market order or harm national security and public interests.

第十八条 申请材料齐全、符合法定形式的，登记机关予以确认，并当场登记，出具登记通知书，及时制发营业执照。

不予当场登记的，登记机关应当向申请人出具接收申请材料凭证，并在3个工作日内对申请材料进行审查；情形复杂的，经登记机关负责人批准，可以延长3个工作日，并书面告知申请人。

申请材料不齐全或者不符合法定形式的，登记机关应当将申请材

Article 18 Where the application materials are complete and comply with the statutory format, the registration authorities shall grant confirmation and process registration on the spot, issue a notice of registration and promptly issue a business license. Where onsite registration is not granted, the registration authorities shall issue a certificate of acceptance of application materials to the applicant and shall examine the application materials within three working days; where the case is complex, upon approval by the person in charge of the registration authorities, an extension of three working days may be granted, and the applicant shall be notified in writing.

Where the application materials are incomplete or do not comply with the statutory format, the registration authorities shall return the application materials to the applicant and notify the applicant in a one-off manner of materials to be supplemented and corrected. Upon supplementation and correction, the applicant shall re-submit application materials.

For matters which do not fall under the scope of registration of a

料退还申请人，并一次性告知申请人需要补正的材料。申请人补正后，应当重新提交申请材料。

不属于市场主体登记范畴或者不属于本登记机关登记管辖范围的事项，登记机关应当告知申请人向有关行政机关申请。

第十九条 市场主体登记申请不符合法律、行政法规或者国务院决定规定，或者可能危害国家安全、社会公共利益的，登记机关不予登记，并出具不予登记通知书。

利害关系人就市场主体申请材料的真实性、合法性、有效性或者其他有关实体权利提起诉讼或者仲裁，对登记机关依法登记造成影响的，申请人应当在诉讼或者仲裁终结后，向登记机关申请办理登记。

第二十条 市场主体法定代表人依法受到任职资格限制的，在申请办理其他变更登记时，应当依法及时申请办理法定代表人变更登记

market entity or do not fall under the scope of jurisdiction of the registration authorities, the registration authorities shall notify the applicant to apply to the relevant administrative authorities.

Article 19 Where an application for registration of a market entity does not comply with the provisions of laws, administrative regulations or decisions of the State Council or may compromise national security or public interests, the registration authorities shall not process registration and shall issue a notice of non□registration. Where an interested party lodges a lawsuit or arbitration regarding the veracity, legitimacy, validity of application materials of a market entity or other relevant substantive rights, which affects the registration by the registration authorities pursuant to the law, the applicant shall apply to the registration authorities for completion of registration formalities upon conclusion of the litigation or arbitration.

Article 20 Where the appointment qualification of the legal representative of a market entity is restricted pursuant to the law, the market entity shall promptly apply for change registration of legal representative pursuant to the law at the time of application for other change registration. Where a market entity is included in the catalogue of entities with abnormal operation as it cannot be contacted at its registered domicile (main

business premises, business premises), it shall promptly apply for change registration of domicile (main business premises, business premises) pursuant to the law at the time of application for other change registration.

市场主体因通过登记的住所（主要经营场所、经营场所）无法取得联系被列入经营异常名录的，在申请办理其他变更登记时，应当依法及时申请办理住所（主要经营场所、经营场所）变更登记。

第二十一条 公司或者农民专业合作社（联合社）合并、分立的，可以通过国家企业信用信息公示系统公告，公告期45日，应当于公告期届满后申请办理登记。

非公司企业法人合并、分立的，应当经出资人（主管部门）批准，自批准之日起30日内申请办理登记。

市场主体设立分支机构的，应当自决定作出之日起30日内向分支机构所在地登记机关申请办理登记。

Article 21 Where a company or specialized farmers' cooperative (union) merges or divides, an announcement may be made through the National Enterprise Credit Information Publicity System for a period of 45 days, and the company or specialized farmers' cooperative (union) shall apply for registration upon expiry of the announcement period. Where an unincorporated enterprise legal person merges or divides, the approval of its capital contributors (the competent authorities) shall be obtained, and an application for registration shall be made within 30 days from the date of approval.

Where a market entity establishes a branch, it shall apply for registration to the registration authorities at the place where the branch is located within 30 days from the date of the decision.

第二十二条 法律、行政法规或者国务院决定规定市场主体申请

Article 22 Where laws, administrative regulations or decisions of the State Council stipulate that approval is required prior to an application for registration or record filing by a market

登记、备案事项前需要审批的，在办理登记、备案时，应当在有效期内提交有关批准文件或者许可证书。有关批准文件或者许可证书未规定有效期限，自批准之日起超过90日的，申请人应当报审批机关确认其效力或者另行报批。

市场主体设立后，前款规定批准文件或者许可证书内容有变化、被吊销、撤销或者有效期届满的，应当自批准文件、许可证书重新批准之日或者被吊销、撤销、有效期届满之日起30日内申请办理变更登记或者注销登记。

entity, the market entity shall submit the relevant approval document or permit within the valid period at the time of registration or record filing. Where no valid period is prescribed in the relevant approval document or permit, and it has been more than 90 days from the date of approval, the applicant shall report to the examination and approval authority to confirm its validity or submit for separate approval. After a market entity is established, if there is any change in the content of the approval document or permit as prescribed in the preceding paragraph, or the approval document or permit is suspended, revoked or expired, an application for change registration or deregistration shall be submitted within 30 days from the date of reapproval of the approval document or permit or the date of suspension, revocation or expiration.

第二十三条 市场主体营业执照应当载明名称、法定代表人（执行事务合伙人、个人独资企业投资人、经营者或者负责人）姓名、类型（组成形式）、注册资本（出资额）、住所（主要经营场所、经营场所）、经营范围、登记机关、成立日期、统一社会信用代码。

电子营业执照与纸质营业执照

Article 23 The business license of a market entity shall state its name, name of legal representative (executive partner, investor, operator or person in charge in the case of a sole proprietorship), type (composition form), registered capital (capital contribution amount), domicile (main business premises, business premises), business scope, registration authority, date of establishment and unified social credit code. Electronic business licenses and paper business licenses shall have the same legal effect, and market entities may carry out business activities on the strength of electronic business licenses.

When applying for change registration or deregistration relating to a matter stated in its business license, a market entity shall surrender the original copy and duplicate copy of its paper business license together with the application. Where the market

具有同等法律效力，市场主体可以凭电子营业执照开展经营活动。

市场主体在办理涉及营业执照记载事项变更登记或者申请注销登记时，需要在提交申请时一并缴回纸质营业执照正、副本。对于市场主体营业执照拒不缴回或者无法缴回的，登记机关在完成变更登记或者注销登记后，通过国家企业信用信息公示系统公告营业执照作废。

entity refuses to surrender or fails to surrender its business license, the registration authority shall, after processing the change registration or deregistration, announce the invalidation of the business license through the National Enterprise Credit Information Publicity System.

第二十四条 外国投资者在中国境内设立外商投资企业，其主体资格文件或者自然人身份证明应当经所在国家公证机关公证并经中国驻该国使（领）馆认证。中国与有关国家缔结或者共同参加的国际条约对认证另有规定的除外。

香港特别行政区、澳门特别行政区和台湾地区投资者的主体资格文件或者自然人身份证明应当按照专项规定或者协议，依法提供当地公证机构的公证文件。按照国家有关规定，无需提供公证文件的除外

Article 24 Where a foreign investor establishes a foreign-invested enterprise within the territory of China, its subject qualification document or natural person identity certificate shall be notarized by a notary organ of the country where the foreign investor is located and certified by the Chinese embassy (consulate) in that country, except where the certification is otherwise provided for in the international treaties concluded or jointly participated by China and the relevant country. For subject qualification document or natural person identity certificate of investors from Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan, the notarized documents of a local notary agency shall be provided in accordance with special provisions or agreements, unless such notarized documents are not required in accordance with the relevant provisions of the State.

第四章 设立登记	Chapter IV Registration of Establishment
第二十五条 申请办理设立登记，应当提交下列材料： （一）申请书； （二）申请人主体资格文件或自然人身份证明； （三）住所（主要经营场所、经营场所）相关文件； （四）公司、非公司企业法人、农民专业合作社（联合社）章程或者合伙企业合伙协议。	Article 25 To apply for registration of establishment, the following materials shall be submitted: (1) application form; (2) subject qualification document or natural person identity certificate of the applicant; (3) relevant documents of the domicile (main business premises, business premises); and (4) articles of association of a company, unincorporated enterprise legal person or specialized farmers' cooperative (union) or partnership agreement of a partnership.
第二十六条 申请办理公司设立登记，还应当提交法定代表人、董事、监事和高级管理人员的任职文件和自然人身份证明。 除前款规定的材料外，募集设立股份有限公司还应当提交依法设立的验资机构出具的验资证明；公开发行业股票的，还应当提交国务院证券监督管理机构的核准或者注册	Article 26 To apply for registration of establishment of a company, the appointment documents of the legal representative, directors, supervisors and senior managers and the identity certificates of natural persons shall, in addition, be submitted. In addition to the materials as prescribed in the preceding paragraph, if a joint stock limited company is established by way of stock floatation, the capital verification certificate issued by a lawfully established capital verification agency shall be submitted in addition. If a public stock offering is carried out, the approval or registration document issued by the securities regulatory authority under the State Council shall also be submitted. If the first capital contribution is made by the promoters through non-monetary property, the documents proving that the formalities for transfer of property rights have been completed shall

文件。涉及发起人首次出资属于非货币财产的，还应当提交已办理财产权转移手续的证明文件。

be submitted as well.

第二十七条 申请设立非公司企业法人，还应当提交法定代表人的任职文件和自然人身份证明。

Article 27 To apply for establishment of an unincorporated enterprise legal person, the appointment document of the legal representative and the identity certificate of natural person shall also be submitted.

第二十八条 申请设立合伙企业，还应当提交下列材料：

Article 28 To apply for the establishment of a partnership, the following materials shall be submitted as well: (1) relevant materials shall be submitted if the professional qualification documents of partners are required to be provided as required by any law or administrative regulation for the establishment of a special general partnership; and

（一）法律、行政法规规定设立特殊的普通合伙企业需要提交合伙人的职业资格文件的，提交相应材料；

(2) if all the partners decide to entrust an executive partner, the power of attorney executed by all the partners and the subject qualification document or natural person identity certificate of the executive partner shall be submitted. Where the executive partner is a legal person or any other organization, the power of attorney for the representative appointed by the legal person or organization and the identity certificate of the natural person shall be submitted as well.

（二）全体合伙人决定委托执行事务合伙人的，应当提交全体合伙人的委托书和执行事务合伙人的主体资格文件或者自然人身份证明。执行事务合伙人是法人或者其他组织的，还应当提交其委派代表的委托书和自然人身份证明。

第二十九条 申请设立农民专业合作社（联合社），还应当提交下列材料：

Article 29 To apply for the establishment of a specialized farmers' cooperative (union), the following materials shall be submitted as well: (1) minutes of the establishment assembly signed or sealed by all of the founders;

- (一) 全体设立人签名或者盖章的设立大会纪要;
- (二) 法定代表人、理事的任职文件和自然人身份证明;
- (三) 成员名册和出资清单, 以及成员主体资格文件或者自然人身份证明。
- (2) appointment documents of the legal representative and the council members and the identity certificates of natural persons; and
- (3) register of members, list of capital contributions, and subject qualification documents or natural person identity certificates of members.

第三十条 申请办理分支机构设立登记, 还应当提交负责人的任职文件和自然人身份证明。

Article 30 To apply for registration of establishment of a branch, the appointment document of the person in charge and the identity certificate of natural person shall be submitted as well.

第五章 变更登记

Chapter V Registration of Change

第三十一条 市场主体变更登记事项, 应当自作出变更决议、决定或者法定变更事项发生之日起30日内申请办理变更登记。

Article 31 To change a registered item, a market entity shall apply for registration of change within 30 days from the date of making the resolution or decision on the change or occurrence of the statutory change matter. Where the change of a registered item of the market entity involves change of a registered item of its branch, the market entity shall apply for registration of change of branch within 30 days from registration of change of the registered item of the market entity.

市场主体登记事项变更涉及分支机构登记事项变更的, 应当自市场主体登记事项变更登记之日起30日内申请办理分支机构变更登记。

第三十二条 申请办理变更登记, 应当提交申请书, 并根据市场

Article 32 To apply for registration of change, an applicant shall submit an application form and the following materials respectively according to the type of the market entity and the specific change matter: (1) If the change matter of the company

主体类型及具体变更事项分别提交下列材料：

（一）公司变更事项涉及章程修改的，应当提交修改后的章程或者章程修正案；需要对修改章程作出决议决定的，还应当提交相关决议决定；

（二）合伙企业应当提交全体合伙人或者合伙协议约定的人员签署的变更决定书；变更事项涉及修改合伙协议的，应当提交由全体合伙人签署或者合伙协议约定的人员签署修改或者补充的合伙协议；

（三）农民专业合作社（联合社）应当提交成员大会或者成员代表大会作出的变更决议；变更事项涉及章程修改的应当提交修改后的章程或者章程修正案。

involves amendment of the articles of association, the amended articles of association or the amendment to the articles of association shall be submitted; if a resolution or decision on amendment of the articles of association is required to be made, the relevant resolution or decision shall also be submitted;

(2) In the case of a partnership, the decision on change signed by all the partners or the personnel stipulated in the partnership agreement shall be submitted; if the change matter involves amendment of the partnership agreement, the amended or supplemented partnership agreement signed by all the partners or the personnel stipulated in the partnership agreement shall be submitted; and

(3) A specialized farmers' cooperative (union) shall submit the resolution on the change which is made by its members' assembly or conference of members' representatives; if the change matter involves amendment of the articles of association, the amended articles of association or the amendment to the articles of association shall be submitted.

第三十三条 市场主体更换法

定代表人、执行事务合伙人（含委派代表）、负责人的变更登记申请由新任法定代表人、执行事务合伙人（含委派代表）、负责人签署。

Article 33 Where a market entity changes its legal representative, executive partner (including authorized representative) or person in charge, the application for registration of change shall be signed by the new legal representative, executive partner (including authorized representative) or person in charge.

第三十四条 市场主体变更名称，可以自主申报名称并在保留期届满前申请变更登记，也可以直接申请变更登记。

Article 34 A market entity changing its name may independently declare its name and apply for registration of change before expiry of the name reservation period or may directly apply for registration of change.

第三十五条 市场主体变更住所（主要经营场所、经营场所），应当在迁入新住所（主要经营场所、经营场所）前向迁入地登记机关申请变更登记，并提交新的住所（主要经营场所、经营场所）使用相关文件。

Article 35 Where a market entity changes its domicile (main business premises or business premises), it shall apply for registration of change with the registration authority at the place of destination and submit the relevant documents for use of the new domicile (main business premises or business premises) before moving to the new domicile (main business premises or business premises).

第三十六条 市场主体变更注册资本或者出资额的，应当办理变更登记。

Article 36 Where a market entity changes its registered capital or capital contribution amount, it shall complete registration of change. When a company increases its registered capital, the capital contributions of the shareholders of a limited liability company for the increased capital and the new shares subscribed by the shareholders of a joint stock limited company shall comply with the provisions on capital contribution and payment for shares at the time of establishment. Where a joint stock limited company increases its registered capital by means of public offering of new shares or a listed company increases its registered capital by means of non-public offering of new shares, the approval or registration document issued by the securities regulatory authority under the State Council shall also be submitted.

公司增加注册资本，有限责任公司股东认缴新增资本的出资和股份有限公司的股东认购新股的，应当按照设立时缴纳出资和缴纳股款的规定执行。股份有限公司以公开发行新股方式或者上市公司以非公开发行新股方式增加注册资本，还应当提交国务院证券监督管理机构的核准或者注册文件。

Where a company reduces its registered capital, it may make an announcement through the National Enterprise Credit Information Publicity System for a period of 45 days and shall apply for registration of change after expiry of the announcement period. Where any law, administrative regulation or decision of the State

公司减少注册资本，可以通过国家企业信用信息公示系统公告，公告期45日，应当于公告期届满后申请变更登记。法律、行政法规或者国务院决定对公司注册资本有最低限额规定的，减少后的注册资本应当不少于最低限额。

Council prescribes a minimum amount for a company's registered capital, the registered capital after reduction shall not be less than the minimum amount.

Where the currency for registered capital (capital contribution amount) of a foreign-funded enterprise changes, it shall apply to the registration authority for registration of change.

外商投资企业注册资本（出资额）币种发生变更，应当向登记机关申请变更登记。

第三十七条 公司变更类型，应当按照拟变更公司类型的设立条件，在规定的期限内申请变更登记，并提交有关材料。

非公司企业法人申请改制为公司，应当按照拟变更的公司类型设立条件，在规定期限内申请变更登记，并提交有关材料。

个体工商户申请转变为企业组织形式，应当按照拟变更的企业类型设立条件申请登记。

Article 37 When a company changes its type, an application for registration of change shall be filed within the prescribed time limit as per the requirements for establishing the type of company to be changed, and the relevant materials shall be submitted. Where an incorporated enterprise legal person applies for restructuring into a company, an application for registration of change shall be filed within the prescribed time limit in accordance with the requirements for establishing the type of company to be changed, and the relevant materials shall be submitted.

Where an individually-owned business applies for transformation into the organizational form of an enterprise, it shall apply for registration as per the requirements for establishing the type of enterprise to be changed.

第三十八条 个体工商户变更

Article 38 Where an individually-owned business changes the operator, the registration formalities shall be completed by

经营者，应当在办理注销登记后，由新的经营者重新申请办理登记。双方经营者同时申请办理的，登记机关可以合并办理。

the new operator after deregistration of the individually owned business. Where both operators apply for registration at the same time, the registration authority may handle the formalities together.

第三十九条 市场主体变更备案事项的，应当按照《条例》第二十九条规定办理备案。

农民专业合作社因成员发生变更，农民成员低于法定比例的，应当自事由发生之日起6个月内采取吸收新的农民成员入社等方式使农民成员达到法定比例。农民专业合作社联合社成员退社，成员数低于联合社设立法定条件的，应当自事由发生之日起6个月内采取吸收新的成员入社等方式使农民专业合作社联合社成员达到法定条件。

Article 39 Where a market entity changes any of the items that have been filed for record, it shall go through the record filing formalities in accordance with Article 29 of the Regulation. Where the number of farmer members of a specialized farmers' cooperative falls below the statutory proportion due to change of membership, it shall, within six months from the date of occurrence of the change, make its number of farmer members reach the statutory proportion by such means as absorption of new farmer members into the cooperative. Where any member of a specialized farmers' cooperative (union) withdraws from the cooperative (union), and the number of its members falls below the statutory requirements for the establishment of the union, it shall, within six months from the date of occurrence of the change, make the members meet the statutory requirements by such means as absorption of new members into the cooperative (union).

第六章 歇业

Chapter VI Suspension of Business

第四十条 因自然灾害、事故灾难、公共卫生事件、社会安全事件等原因造成经营困难的，市场主体可以自主决定在一定时期内歇业。法律、行政法规另有规定的除外。

Article 40 Where a market entity suffers from difficulties in business operation due to natural disasters, accidents, public health incidents, social security incidents and other reasons, it may independently decide to suspend its business within a certain period, unless otherwise provided for by laws or administrative regulations.

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第四十一条 市场主体决定歇业，应当在歇业前向登记机关办理备案。登记机关通过国家企业信用信息公示系统向社会公示歇业期限、法律文书送达地址等信息。

以法律文书送达地址代替住所（主要经营场所、经营场所）的，应当提交法律文书送达地址确认书。

市场主体延长歇业期限，应当于期限届满前30日内按规定办理。

第四十二条 市场主体办理歇业备案后，自主决定开展或者已实际开展经营活动的，应当于30日内在国家企业信用信息公示系统上公示终止歇业。

市场主体恢复营业时，登记、备案事项发生变化的，应当及时办理变更登记或者备案。以法律文书送达地址代替住所（主要经营场所、经营场所）的，应当及时办理住

Article 41 Where a market entity decides to suspend its business, it shall go through the record-filing formalities with the registration authority prior to such suspension. The registration authority shall make public the duration of business suspension, the address for service of legal documents and other information through the National Enterprise Credit Information Publicity System. If the domicile (main business premises, business premises) is replaced by the address for service of legal documents, the confirmation of the address for service of legal documents shall be submitted.

Where the market entity intends to extend the duration of business suspension, it shall go through the formalities within 30 days prior to the expiration of the duration as required.

Article 42 Where a market entity, upon completion of the record-filing of its business suspension, decides to carry out or has carried out business activities on its own, it shall publicize the termination of business suspension on the National Enterprise Credit Information Publicity System within 30 days. Where the market entity changes its registration or record-filing matters upon resumption of business, it shall promptly complete the formalities for change of registration or record-filing. If the domicile (main business premises, business premises) is replaced by the address for service of legal documents, it shall promptly complete the formalities for change of registration of domicile (main business premises, business premises).

Upon expiry of the filed period of business suspension, or for a cumulative period of three years, the market entity shall be

所（主要经营场所、经营场所）变更登记的。

市场主体备案的歇业期限届满，或者累计歇业满3年，视为自动恢复经营，决定不再经营的，应当及时办理注销登记。

deemed to resume business automatically. Where the market entity decides to no longer operate, it shall promptly complete the formalities for deregistration.

第四十三条 歇业期间，市场主体以法律文书送达地址代替原登记的住所（主要经营场所、经营场所）的，不改变歇业市场主体的登记管辖。

Article 43 Where, during the period of business suspension, a market entity replaces the originally registered domicile (main business premises, business premises) with the address for service of legal documents, the registration jurisdiction for the market entity that has suspended its business shall not be changed.

第七章 注销登记

Chapter VII Deregistration

第四十四条 市场主体因解散、被宣告破产或者其他法定事由需要终止的，应当依法向登记机关申请注销登记。依法需要清算的，应当自清算结束之日起30日内申请注销登记。依法不需要清算的，应当自决定作出之日起30日内申请注销登记。市场主体申请注销后，不得从事与注销无关的生产经营活动。自登记机关予以注销登记之日起，市场主体终止。

Article 44 Where a market entity is to be terminated due to dissolution, declaration of bankruptcy or other statutory causes, it shall apply to the registration authority for deregistration in accordance with the law. Where liquidation is required by law, it shall apply for deregistration within 30 days from the date of completion of liquidation. Where liquidation is not required by law, it shall apply for deregistration within 30 days from the date of the decision. After applying for deregistration, the market entity shall not engage in production and operation activities unrelated to the deregistration. From the date on which the registration authority approves deregistration, the market entity shall terminate.

第四十五条 市场主体注销登

记前依法应当清算的，清算组应当自成立之日起10日内将清算组成员、清算组负责人名单通过国家企业信用信息公示系统公告。清算组可以通过国家企业信用信息公示系统发布债权人公告。

Article 45 Where a market entity shall undergo liquidation prior to deregistration pursuant to the law, the liquidation team shall announce the list of members and person in charge of the liquidation team through the National Enterprise Credit Information Publicity System within 10 days from its establishment. The liquidation team may issue announcements of creditors through the National Enterprise Credit Information Publicity System.

第四十六条 申请办理注销登

记，应当提交下列材料：

（一）申请书；

（二）依法作出解散、注销的决议或者决定，或者被行政机关吊销营业执照、责令关闭、撤销的文件；

（三）清算报告、负责清理债权债务的文件或者清理债务完结的证明；

（四）税务部门出具的清税证明。

除前款规定外，人民法院指定清算人、破产管理人进行清算的，应当提交人民法院指定证明；合伙

Article 46 The following materials shall be submitted for an application for deregistration: (1) an application form;

(2) a resolution or decision on dissolution or deregistration according to law, or a document made by an administrative organ in respect of the suspension of its business license, the order for closure or revocation;

(3) a liquidation report, a document on responsibility for settling claims and debts or the proof that the settlement of debts has been completed; and

(4) a tax clearance certificate issued by a tax authority.

In addition to the provisions in the preceding paragraph, where a people's court designates a liquidator or bankruptcy administrator to carry out liquidation, the proof of designation by the people's court shall be submitted; where a partnership's branch applies for deregistration, the decision on deregistration of the branch signed by all the partners shall also be submitted.

An individually owned business is not required to submit the materials specified in Item (2) and Item (3) for an application for deregistration; for an application for deregistration of a market entity due to merger or division, the materials specified in Item (3) are not required.

企业分支机构申请注销登记，还应当提交全体合伙人签署的注销分支机构决定书。

个体工商户申请注销登记的，无需提交第二项、第三项材料；因合并、分立而申请市场主体注销登记的，无需提交第三项材料。

第四十七条 申请办理简易注销登记，应当提交申请书和全体投资人承诺书。

Article 47 To apply for simplified deregistration, an application form and a letter of commitment of all investors shall be submitted.

第四十八条 有下列情形之一的，市场主体不得申请办理简易注销登记：

Article 48 Under any of the following circumstances, a market entity shall not apply for simplified deregistration: (1) it is included in the catalogue of entities with abnormal operations or the list of entities with serious illegal and dishonest acts for market regulation;

（一）在经营异常名录或者市场监督管理严重违法失信名单中的；

(2) its equity (share of property) is frozen or pledged, or its movables are mortgaged, or it invests in any other market entity;

(3) it is placed on file for investigation or is subject to compulsory administrative measures, and is in the process of litigation or arbitration;

（二）存在股权（财产份额）被冻结、出质或者动产抵押，或者其他市场主体存在投资的；

(4) its business license has been suspended, or it has been ordered to close down or to be cancelled;

(5) it has been subject to a fine or any other administrative punishment which is yet to be completed; or

（三）正在被立案调查或者采取行政强制措施，正在诉讼或者仲

(6) it falls under any other circumstances not specified in Article 33 of the Regulation.

裁程序中的；

（四）被吊销营业执照、责令

关闭、撤销的；

（五）受到罚款等行政处罚尚

未执行完毕的；

（六）不符合《条例》第三十

三条规定的其他情形。

第四十九条 申请办理简易注销登记，市场主体应当将承诺书及注销登记申请通过国家企业信用信息公示系统公示，公示期为20日。

在公示期内无相关部门、债权人及其他利害关系人提出异议的，市场主体可以于公示期届满之日起20日内向登记机关申请注销登记。

Article 49 To apply for simplified deregistration, a market entity shall publicize the letter of commitment and the application for deregistration through the National Enterprise Credit Information Publicity System for a period of 20 days. Where no relevant organ, creditor or any other interested party raises an objection during the publicity period, the market entity may apply to the registration authority for deregistration within 20 days after the expiration of the publicity period.

第八章 撤销登记

Chapter VIII Registration of Revocation

第五十条 对涉嫌提交虚假材料或者采取其他欺诈手段隐瞒重要事实取得市场主体登记的行为，登记机关可以根据当事人申请或者依职权主动进行调查。

Article 50 With regard to the suspected acquisition of registration of a market entity through submission of false materials or concealment of important facts by other fraudulent means, the registration authority may actively conduct investigation according to the application of the party concerned or ex officio.

第五十一条 受虚假登记影响的自然人、法人和其他组织，可以向登记机关提出撤销市场主体登记申请。涉嫌冒用自然人身份的虚假登记，被冒用人应当配合登记机关通过线上或者线下途径核验身份信息。

涉嫌虚假登记市场主体的登记机关发生变更的，由现登记机关负责处理撤销登记，原登记机关应当协助进行调查。

第五十二条 登记机关收到申请后，应当在3个工作日内作出是否受理的决定，并书面通知申请人。

有下列情形之一的，登记机关可以不予受理：

（一）涉嫌冒用自然人身份的虚假登记，被冒用人未能通过身份信息核验的；

（二）涉嫌虚假登记的市场主体已注销的，申请撤销注销登记的

Article 51 Natural persons, legal persons and other organizations affected by false registration may apply to the registration authority for revocation of registration application of a market entity. In the case of false registration involving fraudulent use of a natural person's identity, the party whose identity is fraudulently used shall cooperate with the registration authority in verifying identity information online or offline. If the registration authority of a market entity suspected of false registration is changed, the current registration authority shall be responsible to handle the case and revoke the market entity's registration, and the original registration authority shall assist in investigation.

Article 52 Upon receipt of an application, the registration authority shall decide on whether to accept the application or not within three working days and notify the applicant in writing. Under any of the following circumstances, the registration authority may not accept an application:

(1) in the case of false registration involving fraudulent use of a natural person's identity, the party whose identity is fraudulently used fails to pass verification of identity information;

(2) the market entity suspected of false registration has been deregistered, except where the market entity applies for revocation of deregistration; or

(3) any other circumstances under which the application shall not be accepted pursuant to the law.

除外；

（三）其他依法不予受理的情形。

第五十三条 登记机关受理申请后，应当于3个月内完成调查，并及时作出撤销或者不予撤销市场主体登记的决定。情形复杂的，经登记机关负责人批准，可以延长3个月。

在调查期间，相关市场主体和人员无法联系或者拒不配合的，登记机关可以将涉嫌虚假登记市场主体的登记时间、登记事项，以及登记机关联系方式等信息通过国家企业信用信息公示系统向社会公示，公示期45日。相关市场主体及其利害关系人在公示期内没有提出异议的，登记机关可以撤销市场主体登记。

第五十四条 有下列情形之一的，经当事人或者其他利害关系人申请，登记机关可以中止调查：

Article 53 Upon acceptance of an application, the registration authority shall complete investigation within three months and promptly decide on whether or not to revoke the market entity's registration. Where the case is complicated, upon approval by the person in charge of the registration authority, the period may be extended by three months. During the investigation period, where the relevant market entity and personnel are unreachable or refuse to cooperate, the registration authority may announce information such as the time of registration and registration matters of the market entity suspected of false registration, as well as the contact details of the registration authority, etc. to the public through the National Enterprise Credit Information Publicity System for a period of 45 days. Where the relevant market entity and its stakeholders do not raise an objection during the announcement period, the registration authority may revoke the market entity's registration.

Article 54 Under any of the following circumstances, upon application by a party concerned or any other interested party, the registration authority may suspend investigation: (1) there is evidence to prove that there is a dispute over civil rights relating to the alleged false registration;

（一）有证据证明与涉嫌虚假登记相关的民事权利存在争议的；

（二）涉嫌虚假登记的市场主体正在诉讼或者仲裁程序中的；

（三）登记机关收到有关部门出具的书面意见，证明涉嫌虚假登记的市场主体或者其法定代表人、负责人存在违法案件尚未结案，或者尚未履行相关法定义务的。

(2) the market entity suspected of false registration is in the process of litigation or arbitration; or

(3) the registration authority has received a written opinion issued by the relevant authorities to prove that the market entity suspected of false registration, or its legal representative or person in charge has an illegal act, and the case is pending conclusion, or the relevant statutory obligations have not been performed.

第五十五条 有下列情形之一的，登记机关可以不予撤销市场主体登记：

（一）撤销市场主体登记可能对社会公共利益造成重大损害；

（二）撤销市场主体登记后无法恢复到登记前的状态；

（三）法律、行政法规规定的其他情形。

Article 55 Under any of the following circumstances, the registration authority may not revoke registration of a market entity: (1) revocation of registration of the market entity may cause significant harm to public interest;

(2) upon revocation of registration, the market entity cannot be reinstated to the status before registration; or

(3) any other circumstances stipulated by laws and administrative regulations.

第五十六条 登记机关作出撤销登记决定后，应当通过国家企业信用信息公示系统向社会公示。

Article 56 Upon making a decision on revocation of registration, the registration authority shall make an announcement through the National Enterprise Credit Information Publicity System.

第五十七条 同一登记包含多个登记事项，其中部分登记事项被认定为虚假，撤销虚假的登记事项不影响市场主体存续的，登记机关可以仅撤销虚假的登记事项。

Article 57 Where a registration contains multiple registration matters, and part of the registration matters are identified as false, and the revocation of the false registration matters does not have an impact on the market entity's existence, the registration authority may only revoke the false registration matters.

第五十八条 撤销市场主体备案事项的，参照本章规定执行。

Article 58 Revocation of record-filing matters of market entities shall be handled with reference to the provisions of this Chapter.

第九章 档案管理

Chapter IX Administration of Archives

第五十九条 登记机关应当负责建立市场主体登记管理档案，对在登记、备案过程中形成的具有保存价值的文件依法分类，有序收集管理，推动档案电子化、影像化，提供市场主体登记管理档案查询服务。

Article 59 The registration authorities shall be responsible for establishment of archives for administration of registration of market entities, classify documents formed in the registration and record-filing process and worthy of preservation, collect and manage such documents in an orderly manner, promote electronisation and visualisation of archives and provide archives enquiry services for administration of registration of market entities.

第六十条 申请查询市场主体登记管理档案，应当按照下列要求提交材料：

Article 60 An applicant for enquiry about registration administration archives of a market entity shall submit materials pursuant to the following requirements: (1) state organs such as public security organs, national security organs, procuratorial organs, judicial organs, discipline inspection and supervision organs, audit organs etc. making enquiry shall present their official letter and the valid certificate of the enquiry personnel;

（一）公安机关、国家安全机关、检察机关、审判机关、纪检监察机关、审计机关等国家机关进行查询，应当出具本部门公函及查询

(2) market entities enquiring about their own registration administration files shall present a power of attorney and the valid certificate of the enquiry personnel; and

人员的有效证件；

（二）市场主体查询自身登记管理档案，应当出具授权委托书及查询人员的有效证件；

（三）律师查询与承办法律事务有关市场主体登记管理档案，应当出具执业证书、律师事务所证明以及相关承诺书。

(3) lawyers enquiring about registration administration archives of market entities relating to legal matters handled shall present their practising certificate, proof of law firm and the relevant letter of undertaking.

Except for the circumstances stipulated in the preceding paragraph, the market regulatory authorities at or above the provincial level may, taking into account actual work conditions, stipulate on the scope of archive enquiry and materials to be submitted pursuant to the law.

除前款规定情形外，省级以上市场监督管理部门可以结合工作实际，依法对档案查询范围以及提交材料作出规定。

第六十一条 登记管理档案查

询内容涉及国家秘密、商业秘密、个人信息的，应当按照有关法律法规规定办理。

Article 61 Where the contents of enquiry about registration administration archives involve State secrets, commercial secrets or personal information, the enquiry shall be handled pursuant to the provisions of the relevant laws and regulations.

第六十二条 市场主体发生住

所（主要经营场所、经营场所）迁移的，登记机关应当于3个月内将所有登记管理档案移交迁入地登记机关管理。档案迁出、迁入应当记录备案。

Article 62 In the event of relocation of address (main business premises or business premises) of a market entity, the registration authority shall, within three months, transfer all administration files to the registration authority at the new location for administration. The archives moved in and out shall be recorded and filed.

第十章 监督管理

Chapter X Supervision and Administration

第六十三条 市场主体应当于每年1月1日至6月30日，通过国家企业信用信息公示系统报送上一年度年度报告，并向社会公示。

Article 63 Market entities shall submit their annual report for the preceding year through the National Enterprise Credit Information Publicity System during the period from 1 January to 30 June every year and announce to the public. Individually owned businesses may submit their annual reports in hard copy and independently choose whether to announce the contents of their annual reports to the public.

个体工商户可以通过纸质方式报送年度报告，并自主选择年度报告内容是否向社会公示。

Market entities which have suspended their business shall promptly announce their annual reports.

歇业的市场主体应当按时公示年度报告。

第六十四条 市场主体应当将营业执照（含电子营业执照）置于住所（主要经营场所、经营场所）的醒目位置。

Article 64 Market entities shall display their business license (including electronic business license) at a prominent location of their address (main business premises or business premises). Market entities undertaking e-commerce business shall continuously announce their business license information or its hyperlink at a prominent location on their home page.

从事电子商务经营的市场主体应当在其首页显著位置持续公示营业执照信息或者其链接标识。

Where there is a change in the information stated on their business license, the market entities shall complete announcement of the corresponding information update within 15 days. Where the business license of the market entities is revoked, the registration authorities shall state the revocation in the electronic business license.

营业执照记载的信息发生变更时，市场主体应当于15日内完成对应信息的更新公示。市场主体被吊销营业执照的，登记机关应当将吊销情况标注于电子营业执照中。

第六十五条 登记机关应当对登记注册、行政许可、日常监管、行政执法中的相关信息进行归集，根据市场主体的信用风险状况实施分级分类监管，并强化信用风险分类结果的综合应用。

Article 65 The registration authorities shall compile the relevant information in registration, administrative licensing, day□to□day supervision, administrative law enforcement, implement tiered and classified regulation based on the credit risks status of market entities and strengthen integrated application of credit risk classification results.

第六十六条 登记机关应当随机抽取检查对象、随机选派执法检查人员，对市场主体的登记备案事项、公示信息情况等进行抽查，并将抽查检查结果通过国家企业信用信息公示系统向社会公示。必要时可以委托会计师事务所、税务师事务所、律师事务所等专业机构开展审计、验资、咨询等相关工作，依法使用其他政府部门作出的检查、核查结果或者专业机构作出的专业结论。

Article 66 The registration authorities shall randomly select inspection targets and randomly assign law enforcement officers and inspectors, conduct random sampling inspection of registration and record□filing matters, information announced etc. of market entities and announce the random sampling inspection findings to the public through the National Enterprise Credit Information Publicity System. Where necessary, accounting firms, tax agent firms, law firms and other professional organisations may be entrusted to carry out audit, capital verification, consultation and other related tasks, and inspection and verification results of other government departments or professional conclusions of professional organisations shall be used pursuant to the law.

第六十七条 市场主体被撤销设立登记、吊销营业执照、责令关闭，6个月内未办理清算组公告或者未申请注销登记的，登记机关可以在国家企业信用信息公示系统上对其作出特别标注并予以公示。

Article 67 Where a market entity whose establishment registration is revoked, whose business license is revoked, or which is ordered to close down fails to complete the liquidation team's announcement or deregistration formalities within six months, the registration authority may make a special mark on the National Enterprise Credit Information Publicity System and make an announcement thereon.

第十一章 法律责任

Chapter XI Legal Liability

第六十八条 未经设立登记从事一般经营活动的，由登记机关责令改正，没收违法所得；拒不改正的，处1万元以上10万元以下的罚款；情节严重的，依法责令关闭停业，并处10万元以上50万元以下的罚款。

Article 68 Where any market entity engages in general business operation without registration of establishment, the registration authority shall order it to make correction and confiscate the illegal income; where it refuses to make correction, a fine ranging from 10,000 yuan to 100,000 yuan shall be imposed on it; in serious cases, it shall be ordered to close down and suspend operation pursuant to the law and be subject to a fine ranging from 100,000 yuan to 500,000 yuan.

第六十九条 未经设立登记从事许可经营活动或者未依法取得许可从事经营活动的，由法律、法规或者国务院决定规定的部门予以查处；法律、法规或者国务院决定没有规定或者规定不明确的，由省、自治区、直辖市人民政府确定的部门予以查处。

Article 69 Where any market entity engages in licensed business activities without registration of establishment or business activities without obtaining a permit pursuant to the law, the authorities stipulated by the laws, regulations or the State Council's decisions shall investigate and punish it; where there is no provision or clear provision in the laws, regulations or the State Council's decisions, the authorities determined by the people's governments of provinces, autonomous regions and municipalities directly under the Central Government shall investigate and punish it.

第七十条 市场主体未按照法律、行政法规规定的期限公示或者报送年度报告的，由登记机关列入经营异常名录，可以处1万元以下的罚款。

Article 70 Where any market entity fails to make public announcement or submit its annual report within the period stipulated by laws and administrative regulations, the registration authority shall include it in the catalogue of entities with abnormal operations and may impose a fine of less than 10,000 yuan on it.

第七十一条 提交虚假材料或者采取其他欺诈手段隐瞒重要事实

Article 71 Any applicant that obtains registration of a market entity through submission of false materials or adoption of other fraudulent means to conceal important facts shall be

取得市场主体登记的，由登记机关依法责令改正，没收违法所得，并处罚5万元以上20万元以下的罚款；情节严重的，处20万元以上100万元以下的罚款，吊销营业执照。

明知或者应当知道申请人提交虚假材料或者采取其他欺诈手段隐瞒重要事实进行市场主体登记，仍接受委托代为办理，或者协助其进行虚假登记的，由登记机关没收违法所得，处10万元以下的罚款。

虚假市场主体登记的直接责任人自市场主体登记被撤销之日起3年内不得再次申请市场主体登记。登记机关应当通过国家企业信用信息公示系统予以公示。

第七十二条 市场主体未按规定办理变更登记的，由登记机关责令改正；拒不改正的，处1万元以上10万元以下的罚款；情节严重的，吊销营业执照。

第七十三条 市场主体未按规定办理备案的，由登记机关责令改

ordered by the registration authority to make correction pursuant to the law, illegal income shall be confiscated, and a fine ranging from 50,000 yuan to 200,000 yuan shall be imposed on it; in serious cases, a fine ranging from 200,000 yuan to 1 million yuan shall be imposed on it, and its business license shall be revoked. Persons who are or should be aware that an applicant has submitted false materials or adopted other fraudulent means to conceal important facts to carry out registration of a market entity but still accept entrustment to complete the formalities on behalf of the applicant, or assist it in completing false registration, the registration authority shall confiscate the illegal income and impose a fine of less than 100,000 yuan on them.

Persons directly accountable for false registration of market entities shall not re-apply for registration of market entities within three years from revocation of registration of market entities. The registration authority shall make public such information through the National Enterprise Credit Information Publicity System.

Article 72 Any market entity which fails to complete change registration formalities pursuant to the provisions shall be ordered by the registration authority to make correction; where correction is refused, a fine ranging from 10,000 yuan to 100,000 yuan shall be imposed on it; in serious cases, its business license shall be revoked.

Article 73 Any market entity which fails to complete record-filing formalities pursuant to the provisions shall be ordered by the registration authority to make correction;

正；拒不改正的，处5万元以下的罚款。

依法应当办理受益所有人信息备案的市场主体，未办理备案的，按照前款规定处理。

where correction is refused, a fine of less than 50,000 yuan shall be imposed on it. Where the market entity which is required by law to complete record filing formalities for beneficial owners fails to do so, the case shall be dealt with pursuant to the provisions of the preceding paragraph.

第七十四条 市场主体未按照本实施细则第四十二条规定公示终止歇业的，由登记机关责令改正；拒不改正的，处3万元以下的罚款。

Article 74 Any market entity which fails to announce termination of business pursuant to the provisions of Article 42 hereof shall be ordered by the registration authority to make correction; where correction is refused, a fine of less than 30,000 yuan shall be imposed on it.

第七十五条 市场主体未按规定将营业执照置于住所（主要经营场所、经营场所）醒目位置的，由登记机关责令改正；拒不改正的，处3万元以下的罚款。

电子商务经营者未在首页显著位置持续公示营业执照信息或者相关链接标识的，由登记机关依照《中华人民共和国电子商务法》处罚。

市场主体伪造、涂改、出租、出借、转让营业执照的，由登记机

Article 75 Any market entity which fails to display its business license at a prominent location of the address (main business premises, business premises) pursuant to the provisions shall be ordered by the registration authority to make correction; where correction is refused, a fine of less than 30,000 yuan shall be imposed on it. Any e-commerce operator which fails to continuously display its business license information or the relevant link identifier in a prominent position on the home page shall be punished by the registration authority pursuant to the E-commerce Law of the People's Republic of China.

The market entity guilty of forgery, alteration, leasing, lending or transfer of business license shall be subject to confiscation of illegal income by the registration authority and a fine of less than 100,000 yuan; in serious cases, a fine ranging from 100,000 yuan to 500,000 yuan shall be imposed on it, and its business license shall be revoked.

关没收违法所得，处10万元以下的罚款；情节严重的，处10万元以上50万元以下的罚款，吊销营业执照。

第七十六条 利用市场主体登记，牟取非法利益，扰乱市场秩序，危害国家安全、社会公共利益的，法律、行政法规有规定的，依照其规定；法律、行政法规没有规定的，由登记机关处10万元以下的罚款。

第七十七条 违反本实施细则规定，登记机关确定罚款幅度时，应当综合考虑市场主体的类型、规模、违法情节等因素。

情节轻微并及时改正，没有造成危害后果的，依法不予行政处罚。初次违法且危害后果轻微并及时改正的，可以不予行政处罚。当事人有证据足以证明没有主观过错的，不予行政处罚。

Article 76 In the event that any party makes use of registration of a market entity to seek illegal interests, disrupt the market order, or harm the national security or public interest, and the laws and administrative regulations have the relevant provisions, such provisions shall prevail; where the laws and administrative regulations have no such provisions, the registration authority shall impose a fine of less than 100,000 yuan on it.

Article 77 In determining the range of fine for violation of the provisions of these Rules, the registration authorities shall take into account the type, scale, illegal circumstances and other factors of the market entity. Where the case is minor and promptly corrected, and does not cause harmful consequences, administrative punishment shall not be imposed pursuant to the law. Persons who commit illegal acts for the first time which cause minor harmful consequences and are promptly corrected shall be exempted from administrative punishment. Where the party concerned has sufficient evidence to prove that it has no subjective fault, no administrative punishment may be imposed on it.

第十二章 附则

Chapter XII Supplementary Provisions

第七十八条 本实施细则所指申请人，包括设立登记时的申请人、依法设立后的市场主体。

Article 78 Applicants referred to in these Rules shall include applicants at the time of registration for establishment and market entities established pursuant to the law.

第七十九条 人民法院办理案件需要登记机关协助执行的，登记机关应当按照人民法院的生效法律文书和协助执行通知书，在法定职责范围内办理协助执行事项。

Article 79 Where a people's court handling a case requires the registration authorities to assist in enforcement, the registration authorities shall handle enforcement assistance matters within the scope of statutory duties pursuant to the effective legal document and the notice on assistance in enforcement of the people's court.

第八十条 国家市场监督管理总局根据法律、行政法规、国务院决定及本实施细则，制定登记注册前置审批目录、登记材料和文书格式。

Article 80 The SAMR shall formulate, pursuant to laws, administrative regulations, State Council's decisions and these Rules, the pre-approval catalogue for registration, registration materials and document formats.

第八十一条 法律、行政法规或者国务院决定对登记管理另有规定的，从其规定。

Article 81 Where the laws, administrative regulations or State Council's decisions stipulate otherwise on administration of registration, such provisions shall prevail.

第八十二条 本实施细则自公布之日起施行。1988年11月3日原国家工商行政管理局令第1号公布的《中华人民共和国企业法人登记管理条例施行细则》，2000年1月13日原国家工商行政管理局令第94号公布的《个人独资企业登记管理

Article 82 These Rules shall come into effect as of the date of promulgation, simultaneously repealing the Implementation Rules for the Administrative Regulation of the People's Republic of China on Registration of Enterprise Legal Persons promulgated on 3 November 1988 via Decree No. 1 of the former State Administration for Industry and Commerce ("SAIC"), the Administrative Measures on Registration of Sole Proprietorships promulgated on 13 January 2000 via Decree No. 94 of the former SAIC, the Administrative Measures on Registration of Individually-owned Businesses promulgated

办法》，2011年9月30日原国家工商行政管理总局令第56号公布的《个体工商户登记管理办法》，2014年2月20日原国家工商行政管理总局令第64号公布的《公司注册资本登记管理规定》，2015年8月27日原国家工商行政管理总局令第76号公布的《企业经营范围登记管理规定》同时废止。

on 30 September 2011 via Decree No. 56 of the former SAIC, the Administrative Provisions on Registration of Registered Capital of Companies promulgated on 20 February 2014 via Decree No. 64 of the former SAIC, and the Administrative Provisions on Registration of Scope of Business of Enterprises promulgated on 27 August 2015 via Decree No. 76 of the former SAIC.



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