

# 中华人民共和国市场主体登记管理条例

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<p>中华人民共和国市场主体登记管理条例</p> <p>中华人民共和国国务院令第七百四十六号</p> <p>《中华人民共和国市场主体登记管理条例》已经2021年4月14日国务院第131次常务会议通过，现予公布，自2022年3月1日起施行。</p> <p>总理李克强</p> <p>2021年7月27日</p> <p>中华人民共和国市场主体登记管理条例</p>	<p><b>Administrative Regulation of the People's Republic of China on the Registration of Market Entities</b></p> <p>Decree No.746 of the State Council of the People's Republic of China</p> <p>The Administrative Regulation of the People's Republic of China on the Registration of Market Entities, adopted at the 131st executive meeting of the State Council on April 14, 2021, is hereby promulgated, effective March 1, 2022.</p> <p>Li Keqiang, Premier</p> <p>July 27, 2021</p> <p><b>Administrative Regulation of the People's Republic of China on the Registration of Market Entities</b></p>
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## 第一章 总则

## Chapter I General Provisions

第一条 为了规范市场主体登

**Article 1 This Regulation is enacted for the purposes of standardising administration of registration of market entities,**

记管理行为，推进法治化市场建设，维护良好市场秩序和市场主体合法权益，优化营商环境，制定本条例。

**promoting development of law-based market, maintaining good market order and the legitimate rights and interests of market entities and optimising business environment.**

**第二条** 本条例所称市场主体，是指在中华人民共和国境内以营利为目的从事经营活动的下列自然人、法人及非法人组织：

**Article 2** For the purpose of this Regulation, the term "market entities" shall refer to the following natural persons, legal persons and unincorporated organisations that engage in profit-oriented business activities in the People's Republic of China: (1) companies and non-corporate enterprise legal persons and their branches;

（一）公司、非公司企业法人及其分支机构；

(2) sole proprietorships, partnerships and their branches;

（二）个人独资企业、合伙企业及其分支机构；

(3) specialized farmers' cooperatives (associations) and their branches;

（三）农民专业合作社（联合社）及其分支机构；

(4) individually-owned businesses;

(5) branches of foreign companies; and

（四）个体工商户；

(6) other market entities as prescribed by laws and administrative regulations.

（五）外国公司分支机构；

（六）法律、行政法规规定的其他市场主体。

**第三条** 市场主体应当依照本条例办理登记。未经登记，不得以市场主体名义从事经营活动。法律

**Article 3** Market entities shall go through registration formalities in accordance with this Regulation. Without registration, no business activities may be carried out in the name of market entities, except where the registration is not

、行政法规规定无需办理登记的除外。

市场主体登记包括设立登记、变更登记和注销登记。

**第四条** 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。

**第五条** 国务院市场监督管理部门主管全国市场主体登记管理工作。

县级以上地方人民政府市场监督管理部门主管本辖区市场主体登记管理工作，加强统筹指导和监督管理。

**第六条** 国务院市场监督管理部门应当加强信息化建设，制定统一的市场主体登记数据和系统建设规范。

县级以上地方人民政府承担市场主体登记工作的部门（以下称登记机关）应当优化市场主体登记办理流程，提高市场主体登记效率，

**required by laws and administrative regulations.** Registration of market entities includes establishment registration, change registration and deregistration.

**Article 4** The administration of registration of market entities shall follow the principles of compliance with laws and regulations, standardisation and unification, openness and transparency, convenience and efficiency.

**Article 5** The market regulatory department of the State Council is in charge of administration of registration of market entities nationwide. The market regulatory departments of local people's governments at or above the county level are in charge of administration of registration of market entities within their jurisdiction and shall strengthen overall planning, guidance, supervision and administration.

**Article 6** The market regulatory department of the State Council shall strengthen information technology development and formulate unified standards for registration data and system development of market entities. The department of a local people's government at or above the county level undertaking the work of registration of market entities (hereinafter referred to as the "registration authority") shall optimize the registration process for market entities, improve the registration efficiency of market entities, promote systems of on-site processing, one-off processing and processing within a stipulated period, and achieve centralised processing, nearby processing, online processing and processing at a different location so as to enhance the facilitation level for registration of market entities.

推行当场办结、一次办结、限时办结等制度，实现集中办理、就近办理、网上办理、异地可办，提升市场主体登记便利化程度。

**第七条** 国务院市场监督管理部门和国务院有关部门应当推动市场主体登记信息与其他政府信息的共享和运用，提升政府服务效能。

**Article 7** The market regulatory department of the State Council and the relevant departments of the State Council shall promote the sharing and application of registration information of market entities with other government information to improve the efficiency of government services.

## 第二章 登记事项

## Chapter II Registration Matters

**第八条** 市场主体的一般登记事项包括：

**Article 8** The general registration matters of a market entity include: (1) name;

(一) 名称；

(2) type of entity;

(二) 主体类型；

(3) business scope;

(三) 经营范围；

(4) domicile or main business premises;

(四) 住所或者主要经营场所

(5) registered capital or capital contribution amount; and

(6) name of the legal representative, managing partner or person in charge.

；

In addition to the provisions of the preceding paragraph, the following matters shall also be registered according to the type of market entity:

(五) 注册资本或者出资额；

(1) names of shareholders of limited liability company, promoters of joint stock company or capital contributors of non-corporate enterprise legal person;

(六) 法定代表人、执行事务合伙人或者负责人姓名。

(2) name and domicile of the investors of sole proprietorship;

除前款规定外，还应当根据市

市场主体类型登记下列事项：

（一）有限责任公司股东、股份有限公司发起人、非公司企业法人出资人的姓名或者名称；

（二）个人独资企业的投资人姓名及居所；

（三）合伙企业的合伙人名称或者姓名、住所、承担责任方式；

（四）个体工商户的经营者姓名、住所、经营场所；

（五）法律、行政法规规定的其他事项。

(3) names, domiciles and methods for bearing liability of the partners of the partnership;

(4) name, domicile and business premises of the operator of the individually owned business; and

(5) other matters stipulated by laws and administrative regulations.

**第九条** 市场主体的下列事项应当向登记机关办理备案：

（一）章程或者合伙协议；

（二）经营期限或者合伙期限；

（三）有限责任公司股东或者股份有限公司发起人认缴的出资额，合伙企业合伙人认缴或者实际

**Article 9 A market entity shall go through record filing formalities with the registration authority for the following matters:** (1) articles of association or partnership agreement;

(2) term of operation or partnership;

(3) amount of capital contribution subscribed by shareholders of a limited liability company or promoters of a joint stock company; amount of capital contribution subscribed or actually paid by the partners of a partnership, payment deadline and capital contribution method;

(4) directors, supervisors and senior managers of the company;

(5) members of a specialized farmers' cooperative (association);

- 缴付的出资数额、缴付期限和出资方式；
- (6) names of family members of an individually owned business participating in business operation;
- (四) 公司董事、监事、高级管理人员；
- (7) market entity registration liaison officer and person designated to receive legal documents for foreign invested enterprise;
- (五) 农民专业合作社（联合社）成员；
- (8) relevant information on beneficial owners of market entities such as company and partnership; and
- (六) 参加经营的个体工商户家庭成员姓名；
- (9) other matters stipulated by laws and administrative regulations.
- (七) 市场主体登记联络员、外商投资企业法律文件送达接受人；
- (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。

**第十条** 市场主体只能登记一个名称，经登记的市场主体名称受法律保护。

市场主体名称由申请人依法自主申报。

**Article 10** A market entity may register only one name, and the registered name of the market entity shall be protected by law. The name of a market entity shall be independently declared by the applicant according to law.

**第十一条** 市场主体只能登记一个住所或者主要经营场所。

电子商务平台内的自然人经营者可以根据国家有关规定，将电子商务平台提供的网络经营场所作为经营场所。

省、自治区、直辖市人民政府可以根据有关法律、行政法规的规定和本地区实际情况，自行或者授权下级人民政府对住所或者主要经营场所作出更加便利市场主体从事经营活动的具体规定。

**Article 11 A market entity may register only one domicile or main business premise.** Natural person operators using the e-commerce platforms may, according to the relevant provisions of the State, take the network business premises provided by the e-commerce platforms as business premises.

The people's governments of provinces, autonomous regions and centrally administered municipalities may, according to the provisions of the relevant laws and administrative regulations and based on the actual conditions of their respective regions, formulate on their own or authorize the people's governments at lower levels to formulate specific provisions on the domicile or main business premise that make it more convenient for market entities to carry out business activities.

**第十二条** 有下列情形之一的，不得担任公司、非公司企业法人的法定代表人：

（一）无民事行为能力或者限制民事行为能力；

（二）因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序被判处刑罚，执行期满未逾5年，或者因犯罪被剥夺政治权利，执行期满未逾5年；

**Article 12 In case of any of the following circumstances, a person shall not serve as the legal representative of a company or non-corporate enterprise legal person:** (1) having no civil capacity or limited civil capacity;

(2) having been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotage of the socialist market economic order, or having been deprived of his/her political rights due to any crime, where less than 5 years have elapsed since the completion date of the execution of such penalty or deprivation;

(3) having served as the legal representative, director, factory director or manager of a company or non-corporate enterprise legal person which was bankrupt and liquidated and being personally responsible for the bankruptcy, where less than 3 years have elapsed since the date of completion of the bankruptcy and

(三) 担任破产清算的公司、非公司企业法人的法定代表人、董事或者厂长、经理，对破产负有个人责任的，自破产清算完结之日起未逾3年；

(四) 担任因违法被吊销营业执照、责令关闭的公司、非公司企业法人的法定代表人，并负有个人责任的，自被吊销营业执照之日起未逾3年；

(五) 个人所负数额较大的债务到期未清偿；

(六) 法律、行政法规规定的其他情形。

liquidation;

(4) having served as the legal representative of a company or non-corporate enterprise legal person whose business license was revoked or which was ordered to close down due to the violation of the law and being personally responsible, where less than 3 years have elapsed since the date of the revocation of the business license;

(5) having a relatively large amount of debt which is due but has not been paid; or

(6) other circumstances prescribed by laws and administrative regulations.

**第十三条** 除法律、行政法规或者国务院决定另有规定外，市场主体的注册资本或者出资额实行认缴登记制，以人民币表示。

出资方式应当符合法律、行政法规的规定。公司股东、非公司企业法人出资人、农民专业合作社（联合社）成员不得以劳务、信用、

**Article 13** Unless otherwise prescribed by laws, administrative regulations or decisions of the State Council, the registered capital or capital contribution of a market entity shall be subject to the subscription registration system and shall be denominated in Renminbi. The ways of contribution shall be in compliance with laws and administrative regulations. Shareholders of a company, contributors of non-corporate enterprise legal person or members of a specialized farmers' cooperative (association) may not make capital contribution with labor services, credit, name of a natural person, goodwill, franchise rights or properties on which any guarantee has been created.

自然人姓名、商誉、特许经营权或者设定担保的财产等作价出资。

**第十四条** 市场主体的经营范围包括一般经营项目和许可经营项目。经营范围中属于在登记前依法须经批准的许可经营项目，市场主体应当在申请登记时提交有关批准文件。

市场主体应当按照登记机关公布的经营项目分类标准办理经营范围登记。

**Article 14** The business scope of a market entity shall include general business items and licensed business items. If the licensed business items in its business scope are subject to approval before registration in accordance with the law, the market entity shall submit relevant approval documents at the time of applying for registration. The market entity shall complete the registration of its business scope according to the classification standards for business items released by the registration authority.

### 第三章 登记规范

### Chapter III Registration Standards

**第十五条** 市场主体实行实名登记。申请人应当配合登记机关核验身份信息。

**Article 15** A market entity shall implement real-name registration. The applicant shall cooperate with the registration authority in verification of its identity information.

**第十六条** 申请办理市场主体登记，应当提交下列材料：

**Article 16** The following materials shall be submitted for an application for registration of a market entity: (1) an application form;

(一) 申请书；

(2) qualification documents of the applicant and identification of the natural person;

(二) 申请人资格文件、自然人身份证明；

(3) relevant documents on its domicile or main business premises;

(三) 住所或者主要经营场所

(4) articles of association of the company, non-corporate enterprise legal person or specialized farmers' cooperative

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；

（五）法律、行政法规和国务院市场监督管理部门规定提交的其他材料。

国务院市场监督管理部门应当根据市场主体类型分别制定登记材料清单和文书格式样本，通过政府网站、登记机关服务窗口等向社会公开。

登记机关能够通过政务信息共享平台获取的市场主体登记相关信息，不得要求申请人重复提供。

**第十七条** 申请人应当对提交材料的真实性、合法性和有效性负责。

**第十八条** 申请人可以委托其他自然人或者中介机构代其办理市场主体登记。受委托的自然人或者中介机构代为办理登记事宜应当遵

(association), or the partnership agreement of the partnership; and

(5) other materials to be submitted as required by laws, administrative regulations and the market regulatory department of the State Council.

The market regulatory department of the State Council shall formulate a list of registration materials and sample document formats according to types of market entities and make the same available to the public through the government website, service windows of registration authorities, etc.

The registration authorities shall not require the applicant to provide repetitively the relevant registration information of market entities that can be obtained through the government information sharing platform.

**Article 17** An applicant shall be responsible for the authenticity, legitimacy and validity of the materials submitted.

**Article 18** An applicant may entrust any other natural person or intermediary to handle market entity registration on its behalf. The entrusted natural person or intermediary shall comply with the relevant provisions to handle the registration matters on behalf of the applicant and may not provide false information and materials.

守有关规定，不得提供虚假信息和材料。

**第十九条** 登记机关应当对申请材料进行形式审查。对申请材料齐全、符合法定形式的予以确认并当场登记。不能当场登记的，应当在3个工作日内予以登记；情形复杂的，经登记机关负责人批准，可以再延长3个工作日。

申请材料不齐全或者不符合法定形式的，登记机关应当一次性告知申请人需要补正的材料。

**第二十条** 登记申请不符合法律、行政法规规定，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说明理由。

**第二十一条** 申请人申请市场主体设立登记，登记机关依法予以登记的，签发营业执照。营业执照签发日期为市场主体的成立日期。

法律、行政法规或者国务院决定规定设立市场主体须经批准的，

**Article 19** The registration authority shall conduct formal examination on the application materials. Where the application materials are complete and meet the statutory form, it shall make confirmation and registration on the spot. If the registration cannot be made on the spot, the registration shall be made within three working days; if the circumstance is complicated, the time limit may be extended by three working days upon approval of the person in charge of the registration authority. If the application materials are incomplete or fail to meet the statutory form, the registration authority shall inform the applicant of the materials to be supplemented and corrected in a one-off manner.

**Article 20** Where any application for registration does not meet the requirements of laws and administrative regulations or may endanger national security or social public interests, the registration authority shall not make the registration and shall give reasons.

**Article 21** Where an applicant applies for registration of establishment of a market entity and the registration authority grants the registration in accordance with the law, a business license shall be issued. The date of issuance of the business license shall be the date of establishment of the market entity. Where the laws, administrative regulations or decisions of the State Council stipulate that the establishment of a market entity shall be subject to approval, an application for registration shall be filed with the registration authority within the validity period of the approval document.

应当在批准文件有效期内向登记机关申请登记。

**第二十二条** 营业执照分为正本和副本，具有同等法律效力。

电子营业执照与纸质营业执照具有同等法律效力。

营业执照样式、电子营业执照标准由国务院市场监督管理部门统一制定。

**第二十三条** 市场主体设立分支机构，应当向分支机构所在地的登记机关申请登记。

**第二十四条** 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日内向登记机关申请变更登记。

市场主体变更登记事项属于依法须经批准的，申请人应当在批准文件有效期内向登记机关申请变更登记。

**第二十五条** 公司、非公司企

**Article 22** A business license includes an original copy and a duplicate copy, which are equally authentic. An electronic business license and a paper business license are equally authentic.

The format of business license and the standard for electronic business license shall be uniformly formulated by the market regulatory department of the State Council.

**Article 23** Where a market entity establishes a branch, it shall apply for registration with the registration authority in the place where the branch is located.

**Article 24** Where a market entity intends to change any registration matter, it shall apply for registration of change with the registration authority within 30 days from the date when the resolution or decision on the change is made or when the statutory change occurs. Where the change of registration matter of the market entity is subject to approval in accordance with the law, the applicant shall apply for registration of change with the registration authority within the validity period of the approval document.

**Article 25** Where the legal representative of a company or non-corporate enterprise legal person is under any of the

业法人的法定代表人在任职期间发生本条例第十二条所列情形之一的，应当向登记机关申请变更登记。

**第二十六条** 市场主体变更经营范围，属于依法须经批准的项目的，应当自批准之日起30日内申请变更登记。许可证或者批准文件被吊销、撤销或者有效期届满的，应当自许可证或者批准文件被吊销、撤销或者有效期届满之日起30日内向登记机关申请变更登记或者办理注销登记。

**第二十七条** 市场主体变更住所或者主要经营场所跨登记机关辖区的，应当在迁入新的住所或者主要经营场所前，向迁入地登记机关申请变更登记。迁出地登记机关无正当理由不得拒绝移交市场主体档案等相关材料。

**第二十八条** 市场主体变更登记涉及营业执照记载事项的，登记机关应当及时为市场主体换发营业执照。

**circumstances as prescribed in Article 12 hereof during his term of office, he shall apply for registration of change with the registration authority.**

**Article 26** Where a market entity changes its business scope, which is subject to approval in accordance with the law, it shall apply for registration of change within 30 days from the date of approval. Where the permit or approval document is cancelled, revoked or expires, the market entity shall, within 30 days from the date when the permit or approval document is cancelled, revoked or expires, apply to the registration authority for registration of change or go through the formalities for deregistration.

**Article 27** Where a market entity changes its domicile or principal business place outside the jurisdiction of the registration authority, it shall, before relocating to the new domicile or main business place, apply for registration of change with the registration authority at the place of destination. The registration authority at the original place shall not refuse to hand over the market entity archives and other relevant materials without justified reasons.

**Article 28** Where the change registration of a market entity involves any matter recorded in the business license, the registration authority shall promptly issue a new business license to the market entity.

**第二十九条** 市场主体变更本条例第九条规定的备案事项的，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日内向登记机关办理备案。农民专业合作社（联合社）成员发生变更的，应当自本会计年度终了之日起90日内向登记机关办理备案。

**Article 29** Where a market entity changes any of the record filing matters as prescribed in Article 9 hereof, it shall conduct record filing with the registration authority within 30 days from the date when the resolution or decision on the change is made or when the statutory change occurs. Where there is any change to the members of a specialized farmers' cooperative (association), it shall, within 90 days from the end of the fiscal year, go through record filing procedures with the registration authority.

**第三十条** 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 30** Where business operation is difficult due to such reasons as natural disaster, accident, public health incident or public security incident, a market entity may decide on its own to suspend business within a certain period of time, unless otherwise stipulated by laws and administrative regulations. The market entity shall, prior to business suspension, negotiate with its employees on the handling of labor relationship and other relevant matters in accordance with the law.

市场主体应当在歇业前与职工依法协商劳动关系处理等有关事项。

The market entity shall conduct record filing with the registration authority prior to business suspension. The registration authority shall make public the period of business suspension, the address for the service of legal documents and other information through the National Enterprise Credit Information Publicity System.

市场主体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。

The period for business suspension of the market entity shall not exceed three years. Where the market entity carries out business activities during the period of business suspension, it shall be deemed as business resumption, and the market entity shall make public the relevant information through the National Enterprise Credit Information Publicity System.

市场主体歇业的期限最长不得

During the period of business suspension, the market entity may use the address for the service of legal documents in lieu of its domicile or principal business place.

超过3年。市场主体在歇业期间开展经营活动的，视为恢复营业，市场主体应当通过国家企业信用信息公示系统向社会公示。

市场主体歇业期间，可以以法律文书送达地址代替住所或者主要经营场所。

**第三十一条** 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。经登记机关注销登记，市场主体终止。

市场主体注销依法须经批准的，应当经批准后向登记机关申请注销登记。

**第三十二条** 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 31** Where a market entity is terminated due to dissolution, declaration of bankruptcy or any other statutory reason, it shall apply to the registration authority for deregistration in accordance with the law. Upon deregistration by the registration authority, the market entity shall be terminated. Where the deregistration of the market entity shall be subject to approval in accordance with the law, an application for deregistration shall be filed with the registration authority upon approval.

**Article 32** Where a market entity shall be subject to liquidation in accordance with the law prior to deregistration, a liquidation group shall, within 10 days as of its formation, announce the list of members and person in charge of the liquidation group through the National Enterprise Credit Information Publicity System. The liquidation group may make announcements to creditors through the National Enterprise Credit Information Publicity System. The liquidation group shall apply to the registration authority for deregistration within 30 days as of the date of completion of the liquidation. Prior to application for deregistration, the market entity shall complete the deregistration of its branches in accordance with the law.

清算组应当自清算结束之日起30日内向登记机关申请注销登记。市场主体申请注销登记前，应当依法办理分支机构注销登记。

**第三十三条** 市场主体未发生债权债务或者已将债权债务清偿完结，未发生或者已结清清偿费用、职工工资、社会保险费用、法定补偿金、应缴纳税款（滞纳金、罚款），并由全体投资人书面承诺对上述情况的真实性承担法律责任的，可以按照简易程序办理注销登记。

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。

个体工商户按照简易程序办理注销登记的，无需公示，由登记机关将个体工商户的注销登记申请推送至税务等有关部门，有关部门在

**Article 33** Where a market entity has no credits or debts or has completely paid off the credits or debts, has no or settled the debt settlement expenses, employee wages, social insurance premiums, statutory compensation, or taxes (overdue fines or fines) payable, and all investors undertake in writing to assume legal liability for the authenticity of the above circumstances, the market entity may handle deregistration under the summary procedure. The market entity shall publicize the letter of undertaking and the application for deregistration through the National Enterprise Credit Information Publicity System for a period of 20 days. Where no relevant authorities, creditors or other interested parties raise any objection during the publicity period, the market entity may apply to the registration authority for deregistration within 20 days as of the date when the publicity period expires.

Where an individually owned business handles deregistration under the summary procedure, publicity is not required; the registration authority shall push the application for deregistration of the individually owned business to the tax authority and other relevant authorities; where the relevant authorities do not raise any objection within 10 days, deregistration may be handled directly.

Where the deregistration of market entity shall be subject to approval in accordance with the law, or where a market entity has its business license revoked, is ordered to close down or to be cancelled, or is included in the list of market entities with abnormal operation, the summary deregistration procedure shall not apply.

10日内没有提出异议的，可以直接办理注销登记。

市场主体注销依法须经批准的，或者市场主体被吊销营业执照、责令关闭、撤销，或者被列入经营异常名录的，不适用简易注销程序。

**第三十四条** 人民法院裁定强制清算或者裁定宣告破产的，有关清算组、破产管理人可以持人民法院终结强制清算程序的裁定或者终结破产程序的裁定，直接向登记机关申请办理注销登记。

**Article 34** Where the People's Court rules on compulsory liquidation or declaration of bankruptcy, the liquidation group or bankruptcy administrator concerned may, with the ruling on termination of compulsory liquidation or bankruptcy procedures rendered by the People's Court, directly apply to the registration authority for deregistration.

#### 第四章 监督管理

#### Chapter IV Supervision and Administration

**第三十五条** 市场主体应当按照国家有关规定公示年度报告和登记相关信息。

**Article 35** A market entity shall publicize its annual reports and registration-related information according to the relevant provisions of the State.

**第三十六条** 市场主体应当将营业执照置于住所或者主要经营场所的醒目位置。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相关链

**Article 36** A market entity shall place its business license in an eye-catching position at its domicile or main business premise. A market entity engaging in e-commerce operation shall constantly publicize its business license information or relevant hyperlink identifier in an eye-catching position of its homepage.

接标识。

**第三十七条** 任何单位和个人不得伪造、涂改、出租、出借、转让营业执照。

营业执照遗失或者毁坏的，市场主体应当通过国家企业信用信息公示系统声明作废，申请补领。

登记机关依法作出变更登记、注销登记和撤销登记决定的，市场主体应当缴回营业执照。拒不缴回或者无法缴回营业执照的，由登记机关通过国家企业信用信息公示系统公告营业执照作废。

**第三十八条** 登记机关应当根据市场主体的信用风险状况实施分级分类监管。

登记机关应当采取随机抽取检查对象、随机选派执法检查人员的方式，对市场主体登记事项进行监督检查，并及时向社会公开监督检查结果。

**第三十九条** 登记机关对市场

**Article 37 No entity or individual may forge, alter, lease, lend or transfer any business license.** Where a business license is lost or destroyed, a market entity shall declare the business license invalid through the National Enterprise Credit Information Publicity System and apply for a replacement.

Where the registration authority lawfully makes a decision on registration of change, deregistration or revocation of registration, the market entity shall surrender its business license. Where the market entity refuses to surrender or fails to surrender its business license, the registration authority shall announce the invalidation of the business license through the National Enterprise Credit Information Publicity System.

**Article 38 The registration authority shall implement hierarchical and classified regulation according to the credit risk status of market entities.** The registration authority shall supervise and inspect the registration items of market entities by means of random selection of both inspection objects and law enforcement inspectors and promptly release the supervision and inspection results to the public.

**Article 39 The registration authority may exercise the**

主体涉嫌违反本条例规定的行为进行查处，可以行使下列职权：

（一）进入市场主体的经营场所实施现场检查；

（二）查阅、复制、收集与市场主体经营活动有关的合同、票据、账簿以及其他资料；

（三）向与市场主体经营活动有关的单位和个人调查了解情况；

（四）依法责令市场主体停止相关经营活动；

（五）依法查询涉嫌违法的市场主体的银行账户；

（六）法律、行政法规规定的其他职权。

登记机关行使前款第四项、第五项规定的职权的，应当经登记机关主要负责人批准。

**following official powers in investigating into and punishing market entities' alleged violations of provisions of this**

**Regulation:** (1) entering the business premise of market entities to conduct on-site inspections;

(2) consulting, copying and collecting contracts, notes, account books and other materials relating to the business activities of market entities;

(3) inquiring of entities and individuals relating to the business activities of market entities about information;

(4) ordering market entities to cease the relevant business activities in accordance with the law;

(5) legally inquiring about the bank accounts of market entities suspected of violating the law; and

(6) other official powers stipulated by laws and administrative regulations.

The registration authority's exercise of official powers stipulated in items (4) and (5) of the preceding paragraph shall be subject to the approval of the person chiefly in charge of the registration authority.

**第四十条** 提交虚假材料或者采取其他欺诈手段隐瞒重要事实取

**Article 40** Where a market entity is registered by submitting false materials or concealing important facts by any other fraudulent means, any natural person, legal person or any other organization affected by the false registration of the

得市场主体登记的，受虚假市场主体登记影响的自然人、法人和其他组织可以向登记机关提出撤销市场主体登记的申请。

登记机关受理申请后，应当及时开展调查。经调查认定存在虚假市场主体登记情形的，登记机关应当撤销市场主体登记。相关市场主体和人员无法联系或者拒不配合的，登记机关可以将相关市场主体的登记时间、登记事项等通过国家企业信用信息公示系统向社会公示，公示期为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。

因虚假市场主体登记被撤销的市场主体，其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。

**market entity may apply to the registration authority for revocation of registration of the market entity.** Upon acceptance of the application, the registration authority shall promptly conduct investigation. Where false registration of a market entity is determined upon investigation, the registration authority shall revoke the registration of the market entity. Where the relevant market entity and personnel are uncontactable or refuse to cooperate, the registration authority may announce the registration time, registration item etc. of the relevant market entity to the public through the National Enterprise Credit Information Publicity System for a period of 45 days. Where the relevant market entity and its interested parties do not raise any objection during the announcement period, the registration authority may revoke the registration of the market entity.

Where any market entity is revoked due to false registration of the market entity, the directly responsible person thereof shall not re-apply for registration of the market entity within three years from the date of revocation of the market entity registration. The registration authority shall make an announcement through the National Enterprise Credit Information Publicity System.

**第四十一条** 有下列情形之一的

**Article 41** Under any of the following circumstances, the registration authority may refuse to revoke the registration of

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。

**a market entity:** (1) where the revocation of the registration of the market entity may cause great damage to social and public interests;

(2) where it is impossible to reinstate the market entity to its pre-registration status after revocation of registration of the market entity; or

(3) other circumstances as prescribed by laws and administrative regulations.

**第四十二条** 登记机关或者其上级机关认定撤销市场主体登记决定错误的，可以撤销该决定，恢复原登记状态，并通过国家企业信用信息公示系统公示。

**Article 42** Where the registration authority or its superior authority determines that a decision on revocation of registration of a market entity is erroneous, it may revoke the decision, resume the original registration status and make an announcement through the National Enterprise Credit Information Publicity System.

## 第五章 法律责任

## Chapter V Legal Liability

**第四十三条** 未经设立登记从事经营活动的，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 43** Where any market entity engages in business activities without registration of establishment, the registration authority shall order it to make corrections and confiscate its illegal gains. In case of refusal to make corrections, it shall be subject to a fine of more than 10,000 yuan but less than 100,000 yuan; in case of serious circumstances, it shall be ordered to close down and suspend operation in accordance with the law and be subject to a fine of more than 100,000 yuan but less than 500,000 yuan.

**第四十四条** 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，由登记机关责令改正，没收违法所得，并处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。

**Article 44** Where any market entity is approved for registration of a market entity by submitting false materials or concealing any important fact by any other fraudulent means, the registration authority shall order it to make corrections, confiscate its illegal gains, and impose a fine of more than 50,000 yuan but less than 200,000 yuan on it; in case of serious circumstances, it shall be subject to a fine of more than 200,000 yuan but less than 1 million yuan, and its business license shall be revoked.

**第四十五条** 实行注册资本实缴登记制的市场主体虚报注册资本取得市场主体登记的，由登记机关责令改正，处虚报注册资本金额5%以上15%以下的罚款；情节严重的，吊销营业执照。

**Article 45** Where any market entity that is subject to the system of registration of paid-up registered capital is approved for registration of market entity by falsely declaring its registered capital, the registration authority shall order it to make corrections and impose a fine of more than 5% but less than 15% of the falsely declared registered capital on it; in case of serious circumstances, its business license shall be revoked. Where any promoter or shareholder of a market entity that is subject to the system of registration of paid-up registered capital makes false capital contribution, fails to deliver or fails to deliver on schedule the monetary or non-monetary property as capital contribution, or withdraws capital contribution after establishment of the market entity, the registration authority shall order it to make corrections and impose on it a fine of more than 5% but less than 15% of the amount of false capital contribution.

实行注册资本实缴登记制的市场主体的发起人、股东虚假出资，未交付或者未按期交付作为出资的货币或者非货币财产的，或者在市场主体成立后抽逃出资的，由登记机关责令改正，处虚假出资金额5%以上15%以下的罚款。

**第四十六条** 市场主体未依照本条例办理变更登记的，由登记机关责令改正；拒不改正的，处1万

**Article 46** Where any market entity fails to go through the formalities for registration of change in accordance with this Regulation, the registration authority shall order it to make corrections; if it refuses to do so, it shall be subject to a fine of more than 10,000 yuan but less than 100,000 yuan; in case

元以上10万元以下的罚款；情节严重的，吊销营业执照。

**of serious circumstances, its business license shall be revoked.**

**第四十七条** 市场主体未依照本条例办理备案的，由登记机关责令改正；拒不改正的，处5万元以下的罚款。

**Article 47** Where any market entity fails to go through the formalities for archival filing in accordance with this Regulation, the registration authority shall order it to make corrections; if it refuses to do so, it shall be subject to a fine of less than 50,000 yuan.

**第四十八条** 市场主体未依照本条例将营业执照置于住所或者主要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。

**Article 48** Where any market entity fails to place its business license in an eye-catching position at its domicile or main business place in accordance with this Regulation, the registration authority shall order it to make corrections; if it refuses to do so, it shall be subject to a fine of less than 30,000 yuan. Where any market entity engaging in e-commerce operation fails to constantly publicize its business license information or relevant hyperlink identifier in an eye-catching position on its homepage, the registration authority shall punish it according to the E-commerce Law of the People's Republic of China.

从事电子商务经营的市场主体未在其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。

Where any market entity forges, alters, leases, lends or transfers its business license, the registration authority shall confiscate its illegal gains and impose a fine of less than 100,000 yuan on it; in case of serious circumstances, a fine of more than 100,000 yuan but less than 500,000 yuan shall be imposed on it, and its business license shall be revoked.

市场主体伪造、涂改、出租、出借、转让营业执照的，由登记机关没收违法所得，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。

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**第四十九条** 违反本条例规定的，登记机关确定罚款金额时，应当综合考虑市场主体的类型、规模、违法情节等因素。

**Article 49** For violation of the provisions of this Regulation, the registration authority shall comprehensively consider factors such as the type and scale of the market entity, circumstances of violation of laws when determining the amount of fine.

**第五十条** 登记机关及其工作人员违反本条例规定未履行职责或者履行职责不当的，对直接负责的主管人员和其他直接责任人员依法给予处分。

**Article 50** Where any registration authority or any of its staff members, in violation of this Regulation, fails to perform its/his duties or performs its/his duties improperly, the person directly in charge and other directly liable persons shall be given sanctions according to law.

**第五十一条** 违反本条例规定，构成犯罪的，依法追究刑事责任。

**Article 51** Where any violation of this Regulation constitutes a crime, criminal liability shall be investigated in accordance with the law.

**第五十二条** 法律、行政法规对市场主体登记管理违法行为处罚另有规定的，从其规定。

**Article 52** Where the laws and administrative regulations stipulate otherwise on the punishment of illegal acts in the administration of registration of market entities, such provisions shall prevail.

## 第六章 附 则

## Chapter VI Supplementary Provisions

**第五十三条** 国务院市场监督管理部门可以依照本条例制定市场主体登记和监督管理的具体办法。

**Article 53** The market regulatory department of the State Council may formulate specific measures for the registration of market entities and supervision and administration thereof in accordance with this Regulation.

**第五十四条** 无固定经营场所摊贩的管理办法，由省、自治区、直辖市人民政府根据当地实际情况

**Article 54** Administrative measures for peddlers without fixed business premises shall be separately formulated by the people's government of a province, autonomous region or municipality directly under the Central Government in light of the local actual situation.

另行规定。

**第五十五条** 本条例自2022年3月1日起施行。《中华人民共和国公司登记管理条例》、《中华人民共和国企业法人登记管理条例》、《中华人民共和国合伙企业登记管理办法》、《农民专业合作社登记管理条例》、《企业法人法定代表人登记管理规定》同时废止。

**Article 55** This Regulation shall come into force as of March 1, 2022, simultaneously repealing the Administrative Regulation of the People's Republic of China on the Registration of Companies, the Administrative Regulation of the People's Republic of China on the Registration of Enterprise Legal Persons, the Administrative Measures of the People's Republic of China on the Registration of Partnerships, the Administrative Regulation on the Registration of Specialized Farmers' Cooperatives and the Administrative Provisions on the Registration of Legal Representatives of Enterprises as Legal Persons.



扫一扫，手机阅读更方便