

Administrative Measures for the Registration of Legal Representatives of Enterprises of the PRC

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Chapter I — General Provisions

Article 1 — These Measures are formulated in accordance with the relevant laws and regulations for the purposes of regulating the registration of legal representatives of enterprises, strengthening the administration of enterprises, and protecting the lawful rights and interests of the enterprise and the public.

Article 2 — These Measures shall apply to the registration and administration of the legal representatives (hereinafter referred to as “legal representatives”) of enterprises registered with the administrative departments for industry and commerce.

The legal representative of an enterprise shall be the responsible person who exercises authority and performs duties on behalf of the enterprise legal person in accordance with the provisions of the law, administrative regulations, and the articles of association of the enterprise legal person.

Article 3 — The legal representative of an enterprise shall be registered with the administrative department for industry and commerce. No person may serve as the legal representative of an enterprise without registration.

Chapter II — Qualifications of Legal Representatives

Article 4 — A person serving as the legal representative of an enterprise shall meet the following conditions:

- (1) Having full civil capacity;
- (2) Having a domicile within the territory of China;
- (3) Having the professional knowledge and management ability commensurate with the enterprise's business operations;
- (4) Having no record of involvement in illegal business operations that resulted in the revocation of the business license of an enterprise for which the person served as the legal representative within the preceding three years; and
- (5) Other conditions as provided for by laws and regulations.

Article 5 — None of the following persons may serve as the legal representative of an enterprise:

- (1) A person without civil capacity or with limited civil capacity;
- (2) A person who is currently serving a criminal sentence, or whose personal freedom has been deprived due to criminal, economic, or other offenses, where the sentence has not been fully served;
- (3) A person who is currently wanted by the public security authorities or the state security authorities;
- (4) A person whose business license was revoked for engaging in illegal business operations, and less than three years have elapsed since the date of revocation, where the person served as the legal representative or responsible person of the relevant enterprise;
- (5) A person who has been released from serving a sentence of imprisonment or higher for embezzlement, bribery, misappropriation of property, embezzlement of public property, or disruption of socialist market economic order, and less than five years have elapsed since the date of release; or
- (6) Other circumstances as provided for by laws and regulations.

Chapter III — Registration of Legal Representatives

Article 6 — The registration of the legal representative of an enterprise shall include the name, position, identification number, and domicile of the legal representative.

Article 7 — When applying for the registration of the establishment of an enterprise legal person, the applicant shall submit the following documents relating to the legal representative:

- (1) The identity certification of the legal representative;
- (2) The certificate of domicile of the legal representative;
- (3) The resolution or decision on the appointment of the legal representative; and
- (4) Other documents required by the registration authority.

Article 8 — Where the legal representative of an enterprise changes, the enterprise shall, within 30 days from the date of the resolution or decision on the change, apply to the original registration authority for the registration of the change of the legal representative.

Article 9 — The administrative department for industry and commerce shall, within 10 days from the date of receipt of the complete application materials, approve the registration of the legal representative who meets the conditions and issue a new business license or a certificate of change of registration.

Chapter IV — Supervision and Administration

Article 10 — The legal representative shall exercise authority and perform duties within the scope prescribed by laws, regulations, and the articles of association of the enterprise, and shall bear the corresponding legal

liability.

Article 11 — Where the legal representative of an enterprise commits any illegal act, the administrative department for industry and commerce and other relevant departments shall impose penalties in accordance with the law. Where the case constitutes a crime, criminal liability shall be pursued in accordance with the law.

Article 12 — Where an enterprise fails to apply for the registration of the change of the legal representative in accordance with the provisions of these Measures, the administrative department for industry and commerce shall order it to make corrections and may impose a fine.

Chapter V — Supplementary Provisions

Article 13 — The registration and administration of the legal representatives of foreign-invested enterprises shall be governed by these Measures, unless otherwise provided for in the relevant laws and regulations on foreign-invested enterprises.

Article 14 — The State Administration for Industry and Commerce shall be responsible for the interpretation of these Measures.

Article 15 — These Measures shall enter into force on April 7, 1998.

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