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**Prepared By:** Christopher Bielecki

**Approved By:** Mark Ford

**Report Highlights:**

The purpose of this report is to provide U.S. agricultural trade associations with information on the “Law of the People’s Republic of China on Administration of Activities of Overseas Nongovernmental Organizations in the Mainland of China” (FNGO Law). The report includes information on registration options, registration renewal and compliance, tax considerations, and answers to frequently asked questions. The appendices provide several helpful templates and forms to initiate registration procedures.

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## Disclaimer

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## Purpose and Scope

The purpose of this report is to provide U.S. agricultural trade associations with information on the “Law of the People’s Republic of China on Administration of Activities of Overseas Nongovernmental Organizations in the Mainland of China” (FNGO Law), with a particular focus on registration and compliance. The latter half of the report provides answers to frequently asked questions.

This report was compiled with the assistance of [Mr. Zhang Lei](#), Ms. Christine Miles, and Ms. Wang Lu of [Beijing DHH Law Firm](#), in accordance with the U.S. Embassy in Beijing’s procurement contract #19CH5019P3003.

This report is intended for readers who are already familiar with the FNGO Law. For readers who are not familiar with the Law, it is suggested that you review:

1. FNGO Law ([English and Chinese](#))
2. The Ministry of Public Security’s “Guide for the Registration of Representative Offices and Submitting Documents for the Record Temporary Activities of Foreign Nongovernmental Organizations” ([English and Chinese](#))
3. Registration steps via the Ministry of Public Security’s “Online Operations Manual for Registering Foreign NGOs (V 1.0)” ([English and Chinese](#))
4. Filing Temporary Activity Permit steps via the Ministry of Public Security’s “Online Operations Manual for Filing Temporary Activities of Foreign NGOs (V 1.0)” ([English and Chinese](#))
5. Ministry of Public Security’s Overseas NGOs Service Platform, Catalogue of Activity Fields and Projects of Overseas Non-Governmental Organizations in China and Directory of Professional

Supervisory Units (March 2019) (official list in [Chinese](#)). Unofficial translation ([English and Chinese](#))

## Background

According to official statements, the Chinese government considers the FNGO Law as one part of a suite of national security legislation. The [National People's Congress Standing Committee's 2017 Work Report](#)<sup>1</sup> (in English) described the FNGO Law as being part of the “system of national security laws.” According to this work report, the FNGO Law was passed to protect the rights and interests of FNGOs, promote exchange and cooperation, and “strengthen China's law-based oversight and regulation and safeguard China's national security and public interests.”

On April 28, 2016, the FNGO Law was adopted by the National People's Congress Standing Committee. Before this law, there was limited guidance from authorities as to how foreign NGOs could or should legally operate in China. In 1989, the Provisional Regulations for Foreign Chambers of Commerce allowed chambers of commerce to register with the Ministry of Foreign Economic Relations and Trade. In 2004, China promulgated the Regulations for the Management of Foundations, which was primarily intended to guide the development of Chinese foundations. However, it included language on the registration of representative offices for “foreign foundations.” Foreign foundations and NGOs were allowed to register a representative office in China under a “dual management system” in which an NGO first obtained approval from a Professional Supervisory Unit (PSU), or government sponsoring agency in a similar field, before registering with the Ministry of Civil Affairs.

In 2010, the Ministry of Civil Affairs launched a pilot program to register FNGOs in Yunnan Province. This program has been seen by many legal experts as a model for the national FNGO Law. The “Yunnan Province Provisional Regulations Standardizing the Activities of Foreign Nongovernmental Organizations” required FNGOs to file documentation about their partners, funding, and activities with the Yunnan provincial Civil Affairs and Foreign Affairs departments. In December 2014, the National People's Congress Standing Committee announced it was deliberating the first draft of the FNGO Law. The first draft was never officially released for comment, although unofficial copies of the drafts circulated in public. In May 2015, the second draft was released for public comment and after being adopted in 2016, the FNGO Law officially went into effect on January 1, 2017.

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<sup>1</sup>Report on the Work of the Standing Committee of the National People's Congress (NPC), delivered by Chairman Zhang Dejiang of the NPC Standing Committee on March 8, 2017 for deliberation at the Fifth Session of the Twelfth National People's Congress and adopted on March 15, 2017.

## Registering as a FNGO

According to Article 9, “a FNGO engaging in activities in the mainland of China shall, in accordance with the law, register an established representative office. Where a FNGO has not registered an established representative office but needs to carry out temporary activities in the mainland of China, it shall submit documents for the record to this effect in accordance with the law.” While the law does not explicitly exempt organizations or activities from registering, many legal experts believe that Article 53 allows certain organizations who carry out exchange programs to be exempt from registering. Article 53 states, “Overseas schools, hospitals, natural sciences and engineering technology research institutes, or academic organizations wishing to engage in exchanges and cooperation with schools, hospitals, natural science and engineering technology research institutes, or academic organizations in the mainland of China shall do so in accordance with relevant regulations of the State.”

## Definition of a Foreign NGO

Legal experts generally agree that the law does not sufficiently define a FNGO considering the breadth and diversity of FNGOs operating in, or potentially operating in, China. Article 2 and 3 of the Law define FNGOs as “non-profit, non-governmental social organizations such as foundations, social groups and think tanks that have been lawfully established outside of Mainland China.” Furthermore, the Law states, “Overseas NGOs may work in fields such as the economy, education, science and technology, culture, health, sports, environmental protection and in areas such as poverty alleviation and disaster relief and may carry out activities that legally aid the development of public welfare.” The Catalogue of Activity Fields and Projects of Overseas Non-Governmental Organizations in China and Directory of Professional Supervisory Units (2019)<sup>2</sup> details the types of activities and sectors in which FNGOs would operate under this Law. FNGOs must also be not-for-profit. Article 5 states, “Overseas NGOs shall not engage in or fund for-profit activities”, and Article 45 further provides that in case a FNGO “engages in or funds for-profit activities” the FNGO and/or its sponsor can be held liable and face administrative sanctions.

NGOs, or parts of a NGOs, in the United States may be incorporated as a [trust](#) or a [corporation](#), according to U.S. Internal Revenue Service regulations. In some cases, one or more organizations may also form an association which is not incorporated and does not have separate legal existence apart from their members’ legal existence. Chinese legal experts caution that for the purposes of meeting FNGO Law requirements, some associations, trusts, and corporations without independent explicit legal existence may not be able to register a representational office (RO) or carry out temporary activities.

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<sup>2</sup> Ministry of Public Security Overseas NGOs Service Platform, *Catalogue of Activity Fields and Projects of Overseas Non-Governmental Organizations in China and Directory of Professional Supervisory Units* (March 2019) In Chinese: [http://ngo.mps.gov.cn/ngo/portal/view.do?p\\_articleId=192153&p\\_topmenu=2&p\\_leftmenu=5](http://ngo.mps.gov.cn/ngo/portal/view.do?p_articleId=192153&p_topmenu=2&p_leftmenu=5)

According to Articles 9 and 32 of the Law, FNGOs are prohibited from “covertly” entrusting or financing any organization, individual, or agent from carrying out activities on its behalf if the FNGO itself is not registered or has not filed a temporary activity permit.

According to the law’s text, legal opinions, and statements made by the Ministry of Public Security and Public Security Bureaus, organizations should register as FNGOs if:

1. They are non-governmental<sup>3</sup>;
2. They are not-for-profit;
3. They are legally established overseas<sup>4</sup>;
4. They undertake activities in Mainland China;
5. They engage in one or more public benefit activities, including the economy, trade, agriculture, and others, as outlined in the Ministry of Public Security’s Catalogue of Activity Fields and Projects of Overseas Non-Governmental Organizations in China and Directory of Professional Supervisory Units

## Registration Types

According to the Law, there are two paths for FNGOs to legally operate in Mainland China. FNGOs may register a RO in China with the Ministry of Public Security (MPS), or partner with a Chinese Partner Unit (CPU), or sponsor, to carry out temporary activities once approved for a temporary activity permit.

While there are no explicit rules governing whether a FNGO should register a RO or file for a temporary activity permit, in practice there are several key considerations. FNGOs who are not particularly active in China, but intend to carry out activities, should consider the advantages and disadvantages of both options. Generally, registering a RO will enable the FNGO to have a more permanent and independent footprint in China while temporary activity permits are meant for FNGOs to carry out short-term projects. A FNGO that is not active in China may also first choose to file a temporary activity permit in order to confirm whether their activities are allowed in China. The choice between registering a RO or

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<sup>3</sup> The MPS has not publicized a formal method for determining whether an organization is governmental or non-governmental. In practice, Public Security Bureau officials will take into account multiple factors when deciding whether a foreign organization in question is governmental or non-governmental, such as funding sources, employee statuses, employee use of passports and visas (e.g., official/diplomatic or personal/business), tax status, and legal establishment documentation in the foreign country.

<sup>4</sup> While western sources generally use the term “foreign” in place of “overseas” to describe the FNGO Law, “overseas” is used in Chinese law to include all areas outside of Mainland China. In this case, “overseas” includes Hong Kong, Macau, and Taiwan. Organizations legally established in these locations are considered foreign for the purposes of this Law and must register if undertaking activities within Mainland China.

the filing of temporary activities should be carefully decided according to the FNGO's needs and plan of activities.

## Discussion on Advantages and Disadvantages of Registration Types

### *Advantages of Filing a Temporary Activity Permit*

Filing for a temporary activity permit constitutes a simpler administrative process than registering a RO, although in practice this may not always be the case. The FNGO's CPU (rather than the FNGO itself) files the required paperwork with the PSB for the FNGO to carry out temporary activities. The FNGO provides documentation to the CPU, however in this sense, the administrative process for the FNGO is simpler as it has only one interlocutor (e.g., the CPU). In addition, compared to registering a RO, submitting documents for temporary activities are easier to prepare, since only the documents showing that the FNGO is legally established overseas must be notarized and authenticated. Documents related to the domiciliation and the chief representative which are required for a RO, are not required for filing a temporary activity permit.

According to the Law only State Council ministries, provincial departments, and other governmental organizations are eligible to serve as PSUs, whereas CPUs can be any governmental or non-governmental Mainland Chinese non-profit organization, including ministries, provincial departments, public institutions, and social organizations. As such, whereas CPUs perform the same oversight function for FNGOs carrying out temporary activities that PSUs do for ROs, there are fewer restrictions as to which organizations can serve as CPUs. For FNGOs who have had difficulty finding a PSU with which to register a RO, securing a CPU from a potentially wider pool of organizations may prove easier.

A FNGO that has registered their RO must still file for temporary activities, amend their annual activity plan, and/or pre-notify and receive approval from the Public Security Bureau (PSB) of any changes to their approved annual activity plan. Some FNGOs have filed multiple temporary activities with different CPUs, which allows them greater flexibility to meet many valuable partners within their activity fields from different geographical areas. A temporary activity permit can also be valid for up to one year. There are also examples of FNGOs appearing to renew activity permits after the prior one expired.

### *Disadvantages of Filing a Temporary Activity Permit*

In practice, many FNGOs report that filing a temporary activity permit is just as administratively challenging as registering a RO. FNGOs must sometimes satisfy administrative and documentation requirements with their chosen CPU which exceed those required by the Law. Many CPUs are hesitant to partner with FNGOs given the additional administrative burden and some are also cautious of partnering with a FNGO due to potential political sensitivities. While a RO grants the FNGO an "organizational legal identity" in China, filing a temporary activity permit through a CPU may provide



the FNGO with more limited legal protections regarding intellectual property rights, tax treatment, employee/human resources, and other factors.

According to Article 22, FNGOs must deposit funds for their approved temporary activities in the CPUs bank account, “Overseas NGOs carrying out temporary activities in the mainland of China shall manage the funds for use in the mainland of China through their Chinese partners’ bank accounts, implement separate accounting and earmark funds for specific purposes.” This may prove troublesome for FNGOs who must satisfy banking and accounting requirements in their home country.

According to contacts and data from the [MPS website](#) (Chinese), it appears that FNGOs who initially encountered difficulties registering a RO turned to temporary activities as a solution to achieve legality for their projects. Analysis of the data shows that a certain number of these temporary activities were scheduled to last one year and have since been renewed for subsequent years. Filing temporary activity permits cannot solve the issue of the FNGOs long-term legal identity. Consequently, where an FNGO has plans to conduct activities in China on a long-term basis, authorities and/or the CPU may question why a FNGO continuously files for temporary activity permits while their engagement appears to be ongoing. Data also show that ROs can also file for temporary activity permits. Given the requirement to file annual activity plans (sometimes limited to a province or municipality), some FNGOs have chosen to file temporary activity permits through CPUs for operations outside of its immediate scope of activities and/or regions.

#### *Advantages of Registering a RO*

Registering a RO provides the FNGO with more independence. Unlike filing for a temporary activity permit, Article 22 allows ROs to manage their own funds, “FNGOs that have representative offices shall manage the funds for use in the mainland of China through the representative offices’ bank accounts put on the records of registration authorities.” The RO can more freely conduct its activities, provided that its annual activity plan was approved by the PSB and PSU. In addition, Article 36 states that “ROs of FNGOs may benefit from tax incentives and other preferential policies in accordance with the law.”

The FNGO Law allows the RO to have staff permanently based in China, which provides the organization a more substantive ability to conduct activities, business outreach, and understand changing market trends. According to Article 29, “ROs shall appoint a chief representative and between one and three other representatives based on their operational requirements.” While there is no evidence that FNGO registration has been tied to Chinese visa applications, this may become a factor in the future. Employees of a FNGO who wish to visit a duly registered RO may face less questions than those who intend to travel to China on behalf of a FNGO that is not registered or has filed temporary activity permits.

For FNGOs who conduct a small number of activities in China, but generally expect to be active each year, it may make more sense to register a RO rather than file for temporary activity permits each year.

While the administrative burden for FNGOs filing for temporary activity permits appears less than registering a RO, many FNGOs report the processes to be equally burdensome. Registering a RO may ultimately provide the FNGO with greater flexibility and independence than filing for temporary activity permits. The law appears to provide more legal protections and benefits to ROs compared to those working through CPUs to file temporary activity permits.

### *Disadvantages of Registering a RO*

Unlike filing for a temporary activity permit, the RO will bear all administrative costs associated with registration, including tax filing, accounting, financial audits, and annual reporting. In addition, a RO must employ at least one person (i.e., chief representative) at least part-time and must have an office space from which they can derive a postal address. According to contacts, there are no specific office space requirements. For smaller FNGOs, these requirements might constitute undue administrative and financial burdens.

## Registration Steps

Registration occurs through PSBs at the provincial level and can also be completed within the five autonomous regions (Inner Mongolia, Guangxi, Tibet, Ningxia, and Xinjiang) and four municipalities (Beijing, Tianjin, Shanghai, and Chongqing). Each province/region has established a FNGO management office where FNGOs or their CPUs submit documents.

While the documents are listed according to the MPS' "Guide for the Registration of Representative Offices and Submitting Documents for the Record Temporary Activities of Foreign Nongovernmental Organizations," requirements may differ depending on the PSB FNGO management office.

### Registering a RO

Pursuant to Article 1 of the "Guide for the Registration of Representative Offices and Submitting Documents for the Record Temporary Activities of Foreign Nongovernmental Organizations," ([English and Chinese](#)) FNGOs intending to register a RO should meet the following basic requirements:

1. Be lawfully established outside of Mainland China;
2. Be independently able to assume civil liability, which means that the FNGO must be a duly established legal entity and must provide the relevant registration documents to prove its legal status;
3. Its objectives and scope of activities as stipulated in its organizational charter must be beneficial to the development of the public welfare;
4. It should have existed and conducted substantial activities for a continuous period of at least two years outside of Mainland China;
5. Other conditions/requirements provided for in other laws and regulations.

The FNGO should check compare the activities it wishes to conduct in China with the Catalogue of Activity Fields and Projects of Overseas Non-Governmental Organizations in China and Directory of Professional Supervisory Units (official list in [Chinese](#)). A translation of the categories most likely relevant to U.S. agricultural trade associations is provided below (Table 1):

**Table 1. Agricultural Trade-Related Activities**

Field	Sub-Field	Main Projects	PSUs
Economy	Economic and Trade Exchanges and Investment Cooperation	Business contacts, product introduction, market research, policy consulting, personnel training, and technical exchange	Ministry of Commerce, China Council for the Promotion of International Trade, as well as relevant departments of provincial-level governments or organizations
Economy*	Economic and Trade Exchanges and Investment Cooperation	Bilateral and multi-lateral mechanisms for industrial and commercial cooperation, international trade organization activities and training; cooperation, exchange, and training related to the exhibition industry	Ministry of Commerce, China Council for the Promotion of International Trade, as well as relevant departments of provincial-level governments or organizations
Economy*	Agriculture	Foodstuffs policy, information, technology, market development, trade, training, exchange, and cooperation	National Food and Strategic Reserves Administration, as well as relevant departments of provincial-level people's governments

#### **Agricultural Research and Policy-Related Activities**

Field	Sub-Field	Main Projects	PSUs
Economy	Agriculture	Cooperation on rural public interest projects	Ministry of Agriculture and Rural Affairs, as well as relevant departments of provincial-level people's governments
Economy*	Agriculture	Guidance on experiments in spreading agricultural technology and skills training	Ministry of Agriculture and Rural Affairs, as well as relevant departments of provincial-level people's governments

\* New additions to the 2019 list

[The 2019 Catalogue](#) modifies the list of categories and main projects, which now amount to 65 categories and 237 major projects. The expansion of the Catalogue may indicate that China is amenable to having FNGOs operate in more sectors than what was outlined in the 2017 Catalogue. Of particular

interest to U.S. agricultural trade associations are the three new additions to the 2019 Catalogue pertaining to agricultural research, trade shows (i.e., “exhibitions”), and market development.

Depending on the scope of activities, the geographic area where most activities will be conducted, and the FNGO’s goals, the FNGO should identify several potential PSUs. The 2019 Catalogue also modifies the list of PSUs, the number of which has increased compared to the 2017 Catalogue. For example, the China Council for the Promotion of International Trade has been added to the list of PSUs in the 2019 Catalogue. The 2019 Catalogue maintains one key rule, namely that if a FNGO sets up a RO that falls within more than one activity field (e.g., economy and poverty alleviation), the FNGO shall have only one PSU. The PSU shall be based on the FNGO’s primary activity field. For any activities beyond the scope of the PSU, opinions may be solicited from other competent authorities, and shall be coordinated to enable joint supervision and administration.

The FNGO shall apply to the corresponding competent PSU, requesting it to formally act as the PSU of the RO (suggestions about how to select PSUs and CPUs will be discussed in a subsequent section). Having acquired approval from the PSU, the FNGO shall then file an application to register a RO with the PSB where the proposed office is to be located. Apart from three (the Ministry of Civil Affairs, the State Council Leading Group Office of Poverty Alleviation and Development, and the General Administration of Sport of China), PSUs do not publicly provide the FNGO with a standard application. FNGOs need to discuss with prospective PSUs about their specific application procedures. This is usually handled through the PSU’s international affairs office, however the FNGO may choose to discuss this partnership with established contacts as well.

The FNGO’s full application and supporting documents will be reviewed by the PSB’s FNGO management office. Sources indicate that the PSB typically take 30 to 60 days to review and make the decision to approve a RO application, however this does not account for the time to secure a PSU, gather documents, notarize and authenticate documents, research Chinese banking options, and meet other administrative requirements. Contacts report the complete process can take nine months or more from the time they initially decided to register a RO to being formally approved by the PSB. When the RO is approved, the PSB will issue a registration certificate and make a public announcement. The registration will include the FNGO’s name, address, scope of operations, main geographic areas of operation, the chief representative’s name and contact information, and the PSU. This information is available on the MPS’ [public website](#) (in Chinese).

Within 30 days of receiving the registration certificate, the RO shall then proceed with registering with the appropriate tax bureaus, getting an organizational “seal” or ink stamp (customarily used in China for official purposes to authenticate documents), opening a bank account within Mainland China, and providing the identification documents and resumes of staff to the PSB.

*Documentation Summary for Registering a RO*

According to Article 12 of the Law and the “Guide for the Registration of Representative Offices and Submitting Documents for the Record Temporary Activities of Foreign Nongovernmental Organizations” ([English and Chinese](#)) FNGO’s should provide the following documentation:

1. Application for establishment of a RO;
2. Registration form for the RO;
3. The Registration form of the chief representative;
4. Certification materials or declaration of no criminal record of the FNGO’s proposed chief representative<sup>5</sup>;
5. Registration of representatives (i.e., staff)
6. The power of attorney of the FNGO who will manage the RO registration process (this power of attorney must be obtained from the FNGO’s headquarters, and include authorization to establish the RO and appoint the chief representative);
7. Documents and materials to prove the FNGO’s legal establishment<sup>6</sup> (requires notarization and legalization);
8. The charter, bylaws and/or articles of association of the FNGO (The full copy of charter, bylaws and/or articles of association are required, requires notarization and legalization);
9. Proof of the FNGO’s substantive activities for two or more continuous years (requires notarization and legalization. In practice, usually requires two documents, include audit reports and activities reports executed by the legal representative of the FNGO);
10. Proof of identity (requires notarization and legalization) and resume of the chief representative;
11. Proof of domicile for the RO to be formed;
12. Proof of sources of capital;
13. Documents issued by the PSU on its consent to act as the PSU [The PSU will customarily provide an officially sealed/stamped document indicating that the organization agrees to serve as the PSU for the RO, and generally shall include the name, telephone number, and primary contact].

## Filing A Temporary Activity Permit

The process for filing a temporary activity permit is different than registering a RO, although some of the documentation requirements are identical. For this process, the CPU, on behalf of the FNGO, interacts directly with the PSB’s FNGO management office to secure the permit. The CPU is responsible

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<sup>5</sup> A suggested template is provided in Appendix 2.

<sup>6</sup> While the guidelines provide no specific information as to which documents prove legal establishment, for U.S. NGOs, IRS documents, such as proof of a 501(c)(3) status, documents showing the U.S. state of incorporation, U.S. state tax documentation, and/or registration with a U.S. state agency showing the NGO’s status may be used. The documents should, at the very least, **show both the FNGO’s legal establishment and not-for-profit nature.**

for filing for the temporary activity permit no less than 15 days prior to the start of the proposed activities.

According to the “Guide for the Registration of Representative Offices and Submitting Documents for the Record Temporary Activities of Foreign Nongovernmental Organizations,” ([English and Chinese](#)) FNGOs intending to file for a temporary activity permit should provide the CPU with the following documents:

1. Documents and materials proving the FNGO’s legal establishment (requires notarization and legalization; see number 7 above);
2. Written agreement between the FNGO and the CPU. The agreement should include provisions outlining the timeline, activity scope, and funding arrangement; (Appendix 4 provides a suggested a template<sup>7</sup>)
3. The names, purposes, geographical areas, and duration of the temporary activities and other relevant materials. The CPU will put this information in an online form and will affix its seal on it;
4. Certification of project funds and fund sources and the bank account information of the CPU. If funds are provided by the FNGO and the CPU, evidence of these contributions should be provided by both organizations. The CPU bank account information is required even if the CPU does not provide funding;
5. Approval documentation from the CPU’s supervisory authority.
6. Other documents and materials as prescribed by laws and administrative regulations.

## Additional Notes on Documentation

### *How must documents be authenticated and/or notarized?*

As a general requirement, all documents submitted to Chinese authorities will be accepted only in the Chinese (Mandarin) language. Documents issued by foreign governments, tax authorities, or other official entities must be notarized and legalized in order to be submitted to Chinese authorities.

In the United States, this general process of notarization and legalization is as follows:

1. Notarization of the documents by a licensed notary public;
2. Verification of the notary’s registration by the city or county clerk’s office;
3. Authentication of the notarization by the U.S. Department of State;
4. Authentication (or “legalization”) by the Chinese embassy or a consulate.

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<sup>7</sup> Published by the Guangdong Provincial PSB: [http://www.gdga.gov.cn/ngos/bszn/201809/t20180928\\_861151.html](http://www.gdga.gov.cn/ngos/bszn/201809/t20180928_861151.html)

In United States, the Chinese consulate may sometimes directly accept and legalize documents in English (without first being translated into Chinese). In this case, the legalized documents will then need to be translated into Chinese by a licensed translator. In other cases, documents submitted to Chinese embassy or consulate authorities must first be translated into Chinese. Legalised documents which include a Chinese version, may be submitted to PSB directly.

Each document must be notarized and legalized individually. A notary cannot notarize a set of documents with one signature. Authentication certificates should not be issued for more than one document at a time.

Chinese embassy or consulate officials may reject documents that have staples removed, pages torn off, include blank pages (intentional or otherwise), or could otherwise be suspected of having been tampered with in some way. Documents legalized by the embassy or consulate have an expiration date of three months from the date of legalization. Apostilled documents will be not be accepted. China is not a party to the Convention Abolishing the Requirement of Legalisation for Foreign Public Documents (1961).

## Registration Renewal and Changes

Prior to December 31, the RO should submit the annual activity plan to the PSU for the following year. Within 10 days of obtaining approval from the PSU, the RO shall submit the activity plan to the PSB. No later than January 31, ROs are required to submit annual work reports of the previous calendar year to the PSU which according to Article 31 shall include an “audited financial report, details of activities and personnel or organizational changes.” After being reviewed by the PSU, the RO shall then submit the annual work report to the PSB no later than March 31. For FNGOs and CPUs who are carrying out temporary activities, a final report shall be submitted to authorities within 30 days of the conclusion of the activities.

According to contacts, PSB staff compare the preliminary annual activity plans with the annual activity final report, noting any discrepancies between the numbers of activities. FNGOs are urged to notify their PSU and/or the PSB of deviations from the annual activity plans. Some PSB’s have requested that FNGOs “pre-notify” them of deviations from the annual activity plan. While some PSB FNGO management offices have voiced their understanding that FNGOs will deviate from their annual activity plans, the FNGOs may be sanctioned if they failed to pre-notify the PSB and/or PSU of these changes. According to Article 40, “organizations in charge of operations” shall be responsible for changing registered details and compiling annual activity reports. According to Article 45, authorities may issue a warning, order the RO to cease activities within a certain deadline, or revoke a registration if the RO fails to “carry out activities under the name or within the operational scope or area of activities.”



## Discussion on Drafting Activity Plans

According to PSB FNGO management office contacts, it is suggested that large projects be divided into smaller projects so that the management office can understand and accept the annual activity plan. It is also suggested that the RO consult in advance with FNGO management office staff and/or consult with legal advisers about the how to organize the annual activity plan. The RO should submit the annual activity plan for approval from PSU in as far in advance as feasible, so early calendar year activities can be carried out without disruption. While waiting for approval from the PSU and recordation in the PSB, FNGOs shall not conduct activities.

## Changes to Registration Documents

1. To change the name of the FNGO, the RO shall submit:
  - a. Approval document from the PSU;
  - b. Copy of the registration certificate of the RO;
  - c. Application form for the modification of registration of the RO;
  - d. Certification documents on the change of the name of the FNGO (to be notarized and legalized);

Once approved by the PSB, the RO shall modify the tax registration certificate, the seal, and the banking information.

2. In case of chief representative change:
  - a. Approval document from the PSU;
  - b. Copy of the registration certificate of the RO;
  - c. Application form for the modification of registration of the RO;
  - d. Letter of appointment of the chief representative issued by the FNGO (to be notarized and legalized),
  - e. Registration form of chief representative of the RO, including the identity certificate if the chief representative is a foreigner (to be notarized and legalized), and declaration that FNGO's chief representative has no criminal record;
3. In case of domicile change:
  - a. Approval document from the PSU;
  - b. Copy of the registration certificate of the RO;
  - c. Application form for the modification of registration of the RO
  - d. Certification documents on the new domicile;
4. In case of business scope and/or activity area change:
  - a. Approval document from the PSU;
  - b. Copy of the registration certificate of the RO;



- c. Application form for the modification of registration of the RO

## Discussion on Selecting an Appropriate PSU/CPU

FNGOs operating across all sectors in China report that one of the most challenging parts of registering a RO or filing temporary activities permits is securing a willing PSU or CPU. According to the Law, these Chinese organizations act as “partners” and as the first line of oversight for FNGOs. Accordingly, there is apprehension by these organizations to take on additional administrative burdens, potential political sensitivity, and allowing the PSB to examine operational aspects of their organization. Chinese organizations also report a lack of awareness about how to act as partners.

The PSU (for registering a RO) should be headquartered in the jurisdiction (province, municipality or region) in which the FNGO is domiciled. It should also be where the FNGO anticipates carrying out most of their activities. Assuming their annual activity plan is approved by the PSU, the FNGO may conduct activities outside of this jurisdiction. Similarly, CPUs (who apply on behalf of FNGOs for temporary activity permits) should be headquartered in the jurisdiction in which the FNGO anticipates carrying out most of its activities. Temporary activities may be carried out in other jurisdictions. In consultation with the MPS and/or PSBs, a FNGO may register more than one RO in Mainland China if the FNGO determines that more than one RO is needed to carry out activities in different regions. Each RO must be headquartered in a different jurisdiction and each must have one PSU.

The list of approved PSUs issued by the MPS is arranged by field of specialization ([Official list in Chinese](#); Unofficial translation in [English](#)). The PSU list has expanded since 2017. Some Chinese organizations have also acted as PSUs even though they are not on the list. MPS provides some contact information for PSUs on their website. Most PSB offices have also released PSU lists which operate in their jurisdictions. FNGOs facing difficulties in acquiring sponsorship have sometimes requested and received assistance from the PSB in securing a PSU/CPU. However, the authorities cannot compel Chinese organizations to serve as CPU or PSUs.

MPS has not provided guidance about how PSUs/CPUs should decide to partner with FNGOs. Nor have they outlined procedures about how to document a partnership if both parties agree, or a timeframe that Chinese partners must abide by when deciding upon a FNGO’s request. Only three PSUs have publicly published application requirements, and contacts expect that most PSUs have no established procedures.

### *Advice about Securing a PSU/CPU*

1. Approach organizations with which the FNGO has a relationship. Work through an existing professional contact within that organization.
2. Communicate “win-win” scenarios – be prepared to explain why the partnership will make sense and how it can contribute to PSU/CPU’s mission.

3. Acknowledge the potentially extra administrative burdens it takes to act as a PSU. Communicate with the organization about ways to mitigate these.
4. Be patient – most governmental and civil society organizations must first seek approval from its own supervisory authority before deciding on the FNGO's request.
5. Approach several organizations at once, if possible – it may reduce lead time to register once an organization finally agrees to serve as a PSU/CPU.
6. Seek advice from a law firm, the American of Commerce in China, the U.S. Embassy, and other China-based advisers.
7. If encountering difficulties, expand possibilities by considering both well-resourced partners in large cities, and smaller partners in provinces.
  - a. Review the [list of ROs](#) and [temporary activity permit filings](#) to see which PSUs/CPUs have sponsored multiple FNGOs. They may have a streamlined application process and be more willing to sponsor a FNGO than Chinese organizations without similar experiences. On the other hand, contacts report some popular PSUs/CPUs as unable to meet the demand of FNGOs requesting sponsorship. FNGOs should also consider smaller Chinese organizations who might find sponsoring a FNGO as beneficial to their mission.

## Frequently Asked Questions

### Who can act as a legal representative?

A RO shall have one chief representative and may have up to three representatives as activities require. According to Article 29, a person that meets any one of the following circumstances cannot serve as a chief representative:

1. The person has no civil conduct capacity or has limited civil conduct capacity;
2. The person has any criminal record;
3. The person is the chief representative or representative of a representative office which has been deregistered or of which the registration certificate has been revoked in accordance with the law, and it has been not more than five years since the date of deregistration or revocation;
4. Other circumstances as prescribed by laws and administrative regulations.

Some FNGOs have sought to replace their chief representatives soon after their registration is approved. While there are established procedures for changing the chief representative, this process takes time and may cause difficulties apart from FNGO registration, such as changing banking, tax registration, and other administrative issues. It is suggested that the FNGOs maintain the chief representative for at least one year.

## What is the timeline to become registered/receive a temporary activity permit?

### *Registering a RO*

While circumstances will vary greatly, registering a RO should be expected to take between six months to one year. The timeline is described as follows:

1. Drafting, preparing, collecting, notarizing, and legalizing documents in the United States is expected to take two to three months.
2. Seeking and receiving approval from a Chinese partner to act as a PSU is expected to take up to three months<sup>8</sup>. It is suggested that informal discussions with potential PSUs begin as soon as feasible. The formal request can be submitted concurrently with the document preparation step.
  - a. FNGOs report this process taking much longer due to the difficulty in finding a willing PSU. Some FNGOs may find this takes at least 6 months.
3. Within 30 days of receiving approval from the PSU, the FNGO shall submit all documents to the PSB.
4. The PSB is expected to decide within 60 days from the date of acceptance of the application.
  - a. The PSB may ask the FNGO to resubmit documents, especially if the notarization and legalization process was not properly followed.

### *Filing a Temporary Activity Permit*

While the Temporary Activity Permit process was designed to allow FNGOs to quickly conduct activities in Mainland China, in practice the process is expected to take between six months to one year to complete. Renewing temporary activity permits with the same CPU is expected to only take between one to three months.

1. Drafting, preparing, collecting, notarizing, and legalizing documents in the United States is expected to take two to three months.
2. Seeking and receiving approval from a Chinese partner to act as a CPU is expected to take up to three months. It is suggested that informal discussions with potential CPUs begin as soon as feasible.
  - a. FNGOs report this process taking much longer due to the difficulty in finding a willing CPU. Some FNGOs may find this process takes at least 6 months.
3. Transferring funds from the FNGO to the CPU is expected to take up to 30 days.
4. The CPU is expected to take up to 30 days to submit documentation to the PSB. According to Article 17, the CPU must submit documents to the PSB no later than 15 days before temporary activities commence.

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<sup>8</sup> The Ministry of Civil Affairs has been the only PSU to publish an application and approval timeline for them to act as a PSU for a FNGO, stating they would decide within 60 days (with a 30-day extension in some cases).

The duration of temporary activities shall not exceed one year. If it is necessary to extend this duration, the CPU must refile documents.

## What are the banking regulations and requirements for FNGOs?

### *Registering a RO*

If a FNGO has registered a RO in China, it shall manage the funds through the RO's bank accounts recorded by the registration authorities. When transacting RMB dominated bank account business at a Chinese financial institution, ROs shall provide the following supporting documents:

1. FNGO registration certificate carrying its unified social credit code as issued by the PSB;
2. Tax registration certificate issued by the taxation department;
3. Valid identification of the chief representative;
4. Certificate of the chief representative and/or other representatives (i.e., staff)

In cases where a FNGO has opened an RMB dominated bank account in anticipation of registering a RO, but has not yet obtained a registration certificate from the PSB, the bank shall restrict its account to receipts until the FNGO provides the bank with the registration certificate.

### *Filing a Temporary Activity Permit*

According to Article 22, FNGOs carrying out temporary activities shall manage activity funds through their CPU's bank accounts, who shall implement separate accounting procedures for carrying out the FNGO's temporary activities. The FNGO is expected to transfer funds to the CPU during the filing process, and funds shall be in place prior to carrying out activities.

For ROs and filing temporary activity permits, the State Administration of Foreign Exchange will instruct the banks to control the destinations of funds and verify the reasons of transfers.

## What are the considerations for conducting activities in more than one region?

ROs and FNGOs with a temporary activity permit can conduct activities in more than one region, so long as these activities have been registered. [Data from the MPS](#) show that FNGOs have registered one single RO covering one region, multiple ROs located in different regions, and ROs that appear to carry out activities throughout China. [Data also show](#) that FNGOs filing temporary activity permits can operate in more than one region with a single permit.

The PSB and/or the PSU/CPU may be reluctant to authorize one RO or temporary activity permit to carry out activities in more than one region. According to the Law, the regions of activities of the ROs shall be determined in its registration, and these activities may be carried out within a local provincial administrative division or across two or more provincial administrative divisions, however the selected regions shall be consistent with the activity fields of the ROs and the activities actually conducted. If a

FNGO has more than one RO, the activities for each RO shall not overlap. Staff from one RO should not carry out activities in a region for which another RO is deemed responsible according to the registration documents. Furthermore, the PSB is expected to closely review RO applications and temporary activity permits that plan to carry out activities throughout all regions of China.

### How does the Law define an “activity”?

The Law is silent on the precise definition of an “activity,” only stating in Article 3 that “overseas NGOs may work in fields such as the economy, education, science and technology, culture, health, sports, environmental protection and in areas such as poverty alleviation and disaster relief and may carry out activities that legally aid the development of public welfare.” According to Article 5, FNGOs shall not engage in or provide financial aid for any profit-making activity, engage in or provide financial aid for political activities, nor engage in or provide financial aid for religious activities.

The Catalogue of the Activity Fields and Projects of Overseas Non-Governmental Organizations and Directory of the Professional Supervisory Units details activity fields, however it does not explicitly describe the types of activities. There has been consternation across the FNGO sector about how to decide how visits, meetings, presentations and other activities could potentially become an “activity” according to the FNGO Law. U.S. agricultural trade associations engaged in economic activities described in Table 1 of this report, should carefully consult with legal advisors as to whether a meeting, visit, or other activity might constitute an “activity” under the FNGO Law. Several factors should be considered when deciding whether an activity might be considered an “activity”:

1. Purpose of an activity;
2. Number of attendees;
3. The extent to which the FNGO representative(s) are engaging in an activity on behalf of the FNGO;
4. Activity is closed or open to the public;
5. Who is funding the activity;
6. The presence and nature of co-sponsors/co-organizers

Furthermore, officials involved in the implementation of the FNGO Law have indicated that the three following factors should be considered:

1. Is the FNGO providing funding for the activity?
2. Will the FNGO publicize the event and/or the outcomes?
3. Are any foreign participants acting in the name of a FNGO (instead of acting on their own personal behalf)?

According to sources, if the answers to any of these questions is in the affirmative, the FNGO should consider the activity an “activity” under jurisdiction of the FNGO Law.

## Which trade activities could possibly fall outside the FNGO Law's jurisdiction?

FNGOs are advised to consult with legal advisors due to complex nature of defining an “activity” under the Law. They are further cautioned to take note of Articles 9 and 32 of the Law, which state that FNGOs are prohibited from “covertly” entrusting or financing any organization, individual, or agent, from carrying out activities on its behalf if the FNGO itself is not registered or has not filed a temporary activity permit. Trade and commercial activities that are for-profit do not fall under scope of the FNGO Law. To carry out for-profit activities in China, such activities will have to follow other applicable regulations and be carried out by an entity which does not qualify as a FNGO.

In general, trade and commercial activities, when conducted by a wholly foreign-owned enterprise (WFOE) or a joint-venture, do not need to be registered under the FNGO Law<sup>9</sup>. A FNGO cannot incorporate into a WFOE or a joint venture in China, since the FNGO Law expressly forbids FNGOs to carry out for-profit activities. FNGOs registered in their country of origin as a corporation which has a for-profit purpose could in principle carry out such for-profit activities within the scope of Chinese law, other than the FNGO Law. This could be done by incorporating a company in China under the conditions allowed by other regulations or by carrying on commercial/business relationships without corporate presence in China. However, in this case, such activities would not benefit from the tax exemptions available to FNGOs and these entities will not be considered FNGOs.

## Can FNGOs engage in activities while awaiting registration?

FNGOs that fail to undergo registration formalities, or the filing of temporary activities, shall not: (a) conduct activities directly or in any disguised forms within the territory of China; or (b) authorize or fund any other entities or individuals directly or in any other disguised forms within the territory of China.

Many FNGOs wonder whether they can conduct activities while they are waiting for the approval of registration or renewal of their annual activity plan. According to the Beijing PSB NGO Management Office<sup>10</sup>, no activities shall be carried out without the annual activity plan being reported to the PSB. It is suggested that FNGOs submit the annual activity plan to conduct activities as soon as possible and plan to conduct activities after recordation with the PSB. Even though conducting “activities” are not

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<sup>9</sup> For information, pursuant to the Foreign Investment Law issued on March 15<sup>th</sup>, 2019, as from the 1<sup>st</sup> of January 2020, the specific laws governing WFOEs and joint-venture will be repealed and companies incorporated by foreign companies will be governed by the Company Law of People's Republic of China and by a negative list regarding the activities that can be carried out by foreigners.

<sup>10</sup> <http://www.chinadevelopmentbrief.org.cn/news-22307.html>

allowed, preparation work undertaken by a FNGO in Mainland China to register a RO or file for temporary activity permits is allowed.

According to an exchange between the Centre for Charity Law at Beijing Normal University's [China Philanthropy Research Institute](#)<sup>11</sup>:

“Question: Can a [FNGO] continue implementing activities that it had already begun before the law came into effect?”

“Answer: Many [FNGOs] have ongoing activities that were carried out prior to the law coming into effect [in 2017]. For example, [FNGOs] may have signed a contract in 2015 and are carrying out activities between 2015 and 2017, or they might be carrying out activities and have signed related contracts before the implementation of this Law and having to perform relevant parts of the contract. Since [FNGOs] might not have set up ROs, public security departments would usually take these circumstances into consideration and be flexible. However, [FNGOs] must conduct recordation of their temporary activities as soon as possible. Public security departments will examine every case closely and will pay special attention to contracts signed that might be suspected of intending to evade regulation under the [NGO] law.”

“Question: Is the preparation work for registration of a [FNGO] legal if the [FNGO] does not have a RO in China yet?”

“Answer: Activities of [FNGOs] related to the establishment of its RO are legal. But the [FNGO] must not carry out other irrelevant activities in the name of such preparation work. The establishment of a RO needs to be processed as soon as possible. The preparation process should not be indefinite.”

## How are online activities (e.g., social media promotions) considered under the FNGO Law?

Activities conducted through a website or mobile application (app) from servers located within Chinese territory are governed by Chinese telecommunication laws and regulations. The technical conditions for carrying out such activities and the type of online activities will determine whether such activities fall under the above-mentioned regulations and what legal restrictions they may face. When a foreign entity carries out online activities in China through a website which is hosted on a server located outside of Chinese territory, the above-mentioned regulations do not apply. However, access of websites or mobile

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<sup>11</sup> Practical Guide to the ONGO Law (Registration and Filing) Numbers 3 and 4 of Section 3 Other Questions:  
[https://mp.weixin.qq.com/s/0vYZc1EkfViKfM3xn7W9\\_g?](https://mp.weixin.qq.com/s/0vYZc1EkfViKfM3xn7W9_g?)



phone applications within Mainland China that are hosted by servers located outside of Chinese territory may be revoked at any time.

The establishment of a website or an app for an economic or trade related FNGO, but not of a commercial character (i.e., sales platform), should require a “non-commercial ICP license.” An ICP license requires that the application be made by a company based in China. Given that FNGOs can only carry out activities through a RO which is not a corporation, the possibility for securing telecommunication licenses should be analysed on a case-by-case basis. Online activities that generate revenues or social media activities conducted through a website or app hosted on a server located within Chinese territory, require a “commercial ICP license,” which, in practice, is never attributed to foreign-invested entities.

### How should FNGOs respond if PSUs/CPUs seek control in exchange for sponsorship?

According to the FNGO Law, government departments shall not charge FNGOs fees, including in the process of registering ROs or filing temporary activities. Fees charged by the Chinese government are listed at <http://www.gov.cn/zhuant/shoufeiqingdan/shoufeiqd.html> (in Chinese) and must follow Chinese law and regulations. Any fees charged by government departments not included in the lists are illegal. As a general principle, government fees shall be public, are authorized by laws and/or regulations, and apply to all persons or entities equally. According to Article 37, “No charge shall be levied for the annual inspections of representative offices of FNGOs.”

Some FNGOs have reported that Chinese sponsoring organizations have asked them to change programming to meet the Chinese organization’s strategic priorities. Others FNGOs have reported that Chinese NGOs ask for funding to defray the costs of acting as a PSU/CPU. The FNGO Law provides PSUs/CPUs with wide latitude to oversee activities. Chapter V of the FNGO Law outlines how “public security organs, relevant departments and organizations in charge of operations” may supervise and oversee FNGOs. FNGOs are urged to select a PSU/CPU that has a positive reputation and has a history of professional conduct. If FNGO’s encounter unwelcome influence on their activities, it is suggested that they:

1. Not provide any sum of money or its equivalent for non-operational purposes (i.e., gratuities), as it might result in a violation of Chinese law;
2. Discontinue contact with the Chinese organization;
3. Report the situation to relevant regulators or authorities, if deemed necessary; and
4. Consult with a legal advisor



## What are the estimated costs to register a RO or file a temporary activity permit?

By law, all FNGO Law registration filings are free of charge. Preparation costs will vary considerably depending on the FNGO's administrative capabilities, activity scope, and the jurisdiction in which they register/locate their RO.

Filing for a temporary activity permit may cost between \$8,000 and \$12,000, which would include:

- Administrative costs associated with preparing documents
- Document notarization and legalization in the United States. Document translation in China costs approximately \$28 to \$140/1000 words
- Travel costs associated with meeting potential Chinese sponsoring organizations.
- Legal/consultant fees to facilitate meetings with Chinese organizations

Registering a RO will incur similar administrative filing costs than filing for a temporary activity permit (\$8,000 and \$12,000). In addition, FNGOs must also consider:

- Office leasing fees (which can become quite significant in large cities)
- Salary, social insurance, and other expenses of the chief representative, and other representatives and employees
- Costs and fees associated with maintaining a Chinese bank account
- Auditing fees for a Chinese licenced accounting firm (required by Article 24)

## Will there be changes to the FNGO Law?

According to sources, the MPS is considering changes to the implementation guidelines to streamline registration and oversight. Proposed changes have so far been closely guarded and have not been made public. The MPS has indicated that the [activity and PSU list](#) will be updated to include other relevant organizations. If an appropriate organization is not on the approved PSU list, a FNGO should consider informing the MPS and requesting its inclusion. PSUs not included in the original 2017 list, but later approved by MPS, have been incorporated in the most recent 2019 list.

## What is the tax status of FNGOs? What tax benefits do they receive?

According to Article 36, “the representative offices of FNGOs shall enjoy tax preferences and other policies in accordance with the law.” However, sources indicate that provincial, municipal, and regional tax authorities have been slow to implement the central government's tax policies for domestic non-profit organizations, charities, and FNGOs. It was not until May 2018, that local tax authorities from

Sichuan Province confirmed at a conference that FNGOs could apply for a tax exemption.<sup>12</sup> Considering the complexity of the Chinese tax system, it will remain difficult for FNGOs to obtain tax exemptions. Furthermore, even less is known about how FNGOs can apply for tax exemptions related to salaries, stamp taxes, value added taxes, and construction, education, and other local surtaxes.

On January 19, 2017, the State Administration of Taxation issued the [Notice of the State Administration of Taxation on the Tax Registration of the Representative Offices of Overseas Non-Governmental Organizations](#) (in Chinese). The Notice of the Ministry of Finance and the State Administration of Taxation on Issues Concerning the Determination of the Eligibility of Non-Profit Organizations for Tax Exemption (2018)<sup>13</sup> provides non-profit organizations (domestic and foreign) procedures to apply for tax exemptions. Applicable preferences and tax incentives shall equally apply to domestic NGOs and FNGOs.

Pursuant to Article 3 of the Notice of the Ministry of Finance and the State Administration of Taxation on Issues Concerning the Determination of the Eligibility of Non-Profit Organizations for Tax Exemption (2018), application for tax-exemption should be made by submitting the following documents to the provincial, prefecture, or county taxation authority within the jurisdiction of where the RO is domiciled:

- (a) An application form;
- (b) The articles of association of the FNGO;
- (c) Copy of the RO registration certificate;
- (d) Information on the RO's sources and use of funds in the previous year, and detailed information on the organization's public welfare activities and non-profit activities;
- (e) A report specifically on wages and salaries in the previous year, including the salary system, the overall average wages and salaries of employees, the proportion of wages and fringe benefits to total expenditures, and the information on wages and salaries of important personnel (including at a minimum the top 10 personnel ranked by wages and salaries);
- (f) Financial statements and audit reports from the previous year, as authenticated by an eligible intermediary;
- (g) Materials furnished by registration authorities about the RO's activities in the previous year as in accordance with the relevant laws and regulations and national policies;
- (h) Other materials as required by public finance and tax authorities.

*Source: Unofficial translation provided by [ChinaFile's the China NGO Project](#)*

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<sup>12</sup> <https://sichuan.scol.com.cn/ggxw/201805/56217300.html>

<sup>13</sup>For more information about this notice and tax benefits for charitable organizations, see: <https://www.ngosource.org/blog/china-charity-law-guidebook-%E2%80%93-chapter-11-tax-benefits-chapter-12-supervision-and-administration-pt-9> and

Materials mentioned in items (f) and (g) do not have to be provided if the FNGO registered in the last year. For items (d) and (e), the materials should be for the year in which the FNGO is making the application. The tax exemption is valid for five years. The FNGO may reapply for tax exemption within 6 months of expiration of its tax exemption status.<sup>14</sup>

In accordance with the “[Notice of the Ministry of Finance and the State Administration of Taxation on the Issues Concerning Tax-exempt Income in Enterprise Income Tax of Non-profit Organizations](#) (2008),” several types of income are tax-exempt<sup>15</sup>, however, these types of incomes are mostly not consistent with the allowed source of the funds stipulated in Article 21 of the FNGO Law.

### For the purposes of the FNGO Law, what relationship does the MPS have with the PSB?

As a ministry, the MPS is responsible for providing oversight to PSB offices<sup>16</sup>. Article 6 provides for the responsibilities of the PSB offices as “the public security department of the State Council and the public security departments of provincial People's Governments shall be the registration administrative authorities governing overseas non-government organizations conducting activities in China.” A PSB office, not MPS, is responsible for FNGO registration and filing of temporary activity permits. The main responsibilities of the PSB will be to supervise, oversee, and provide services to FNGOs. In cases of suspected violations of the FNGO Law, the PSB will issue sanctions.

### What are the qualified domicile documents?

The Law requires that the address of the RO be recorded in the registration certificate of the RO and be published on the MPS registration website. The address will be deemed as the domicile of a RO. For purpose of registering the RO's domicile, the following documents will be required:

1. Property ownership certificate (if owned);
2. Leasing documents;
3. If the FNGO plans to share offices with other entities, a statement from the other entities to confirm the office could be used by the RO;
4. A copy of property ownership certificate from the landlord

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<sup>14</sup> Article 4 of Tax Exemption Notice.

<sup>15</sup> Article 1 of Notice of the Ministry of Finance and the State Administration of Taxation on the Issues Concerning Tax-exempt Income in Enterprise Income Tax of Non-profit Organizations (2008).

<sup>16</sup> The MPS is the principal police and security authority of the People's Republic of China and the government ministry that exercises oversight over and is ultimately responsible for day-to-day law enforcement. The Ministry operates the system of provincial, municipal, and other regional PSB offices, which are broadly the equivalent to local, regional, and state police forces in other countries.

The FNGO headquarters can sign the leasing agreement and assign the agreement to the RO after the RO is registered. It is expected by the authorities that the RO shall have a physical office in China, and that the chief representative, representatives, and other staff should conduct work in that office. Any changes to the address of the RO is subject to submission and approval by the PSB.

## How should source of funding proofs be prepared?

When it is necessary to provide proof of funds/capital during registration, the acceptable documents will generally include a statement of the source of funds issued by the FNGO's headquarters and a credit certificate or balance statement issued by the FNGO's foreign bank. The statement and the credit certificate shall be notarized and legalized separately. When it is necessary to provide proof of funds/capital when filing of temporary activities, a written statement should be prepared. Appendix 3 provides a suggested template showing proof of funds for temporary activities<sup>17</sup>.

## Appendices

### Appendix 1: Reviewed Documents

1. Notice of the State Council on Authorizing the Department of Civil Affairs under the State Council to Be Responsible for the Registration and Administration of Activities Conducted by Overseas Non-Governmental Organizations within China  
国务院关于授权国务院民政部门负责境外非政府组织在中国境内活动登记管理工作的通知
2. Notice of the State Administration of Taxation on the Tax Registration of the Representative Offices of Overseas Non-Governmental Organizations  
国家税务总局关于做好境外非政府组织代表机构税务登记办理有关工作的通知
3. Notice of the State Administration of Foreign Experts Affairs and the Ministry of Public Security on the Handling of Work Permits for Foreign Staffers of Overseas Non-Governmental Organizations and Other Relevant Issues  
国家外国专家局、公安部关于为境外非政府组织外籍工作人员办理工作许可等有关问题的通知
4. Notice of the Peoples Bank of China and the Ministry of Public Security on Effectively Conducting Work Relating to the Administration of RMB Bank Accounts of the Representative

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<sup>17</sup> Published by the Guangdong Provincial PSB: [http://www.gdga.gov.cn/ngos/bszn/201808/t20180802\\_859260.html](http://www.gdga.gov.cn/ngos/bszn/201808/t20180802_859260.html)

## Offices of Overseas Non-Government Organizations

中国人民银行、公安部关于做好境外非政府组织代表机构人民币银行账户管理有关工作的通知

5. Notice of the Ministry of Civil Affairs on Issuing the Measures of the Ministry of Civil Affairs for the Acceptance of Applications from Overseas Non-governmental Organizations for Requesting the Ministry of Civil Affairs to Act as the Competent Business Authority of Their Representative Offices (For Trial Implementation)  
民政部关于印发《民政部受理境外非政府组织设立代表机构业务主管单位申请工作办法(试行)》的通知
6. Notice of the General Administration of Sport on Issuing the Measures for the Administration of Sports Activities Carried out by Overseas Non-governmental Organizations within the Territory of China  
体育总局关于印发《境外非政府组织在境内开展体育活动管理办法》的通知
7. Law of the Peoples Republic of China on the Administration of Activities of Overseas Non - Governmental Organizations within the Territory of China (2017 Amendment)  
中华人民共和国境外非政府组织境内活动管理法(2017修正)
8. Catalogue of the Activity Fields and Projects of Overseas Non-Governmental Organizations and Directory of the Competent Business Authorities (2017)  
境外非政府组织在中国境内活动领域和项目目录、业务主管单位名录
9. Catalogue of the Activity Fields and Projects of Overseas Non-Governmental Organizations and Directory of the Competent Business Authorities (2019)  
境外非政府组织在中国境内活动领域和项目目录、业务主管单位名录 (2019)
10. Anti-Money Laundering Law of the Peoples Republic of China [Effective]  
中华人民共和国反洗钱法
11. Notice of the Peoples Bank of China on Issuing the Detailed Rules for the Implementation of the Measures for the Administration of RMB Bank Settlement Accounts  
中国人民银行关于印发《人民币银行结算账户管理办法实施细则》的通知
12. Measures on the Administration of Client Identity Identification and Materials and Transaction Recording of Financial Institutions  
金融机构客户身份识别和客户身份资料及交易记录保存管理办法

13. Measures for the Administration of RMB Bank Settlement Accounts  
人民币银行结算账户管理办法
14. Order No. 1 [2019] of the Peoples Bank of China —Decision to Cancel the Bank Account  
Licensing of Enterprises  
中国人民银行令[2019]第1号——关于取消企业银行账户许可的决定
15. China Development Brief's Description of the Beijing FNGO Management Office Answers to  
FNGO Community Questions at Conference  
北京市公安局非政府组织管理办公室警官为国际NGO现场答疑解惑  
<http://www.chinadevelopmentbrief.org.cn/news-22307.html>
16. MPS Service Platform for FNGOs  
境外非政府组织办事服务平台  
<http://ngo.mps.gov.cn/ngo/portal/toInfogs.do>
17. JIA Xijin: Registration Condition and Future Prospects of international Organizations in China  
简报论坛| 贾西津：在华国际组织注册状况及未来展望  
<http://www.chinadevelopmentbrief.org.cn/news-22247.html>
18. Notice on Issues Relating to Recognition and Administration of Tax-exempt Status of Non-profit  
Organizations (2018)  
关于非营利组织免税资格认定管理有关问题的通知（2018）
19. Notice of the Ministry of Finance and the State Administration of Taxation on the Issues  
Concerning Tax-exempt Income in Enterprise Income Tax of Non-profit Organizations  
财政部、国家税务总局关于非营利组织企业所得税免税收入问题的通知 (2008)
20. Beijing Municipal Commerce Bureau's Approval Procedures on the Establishment of a Foreign  
Non-Company Entity Office  
[http://sw.beijing.gov.cn/bsfw/xzsk/201506/t20150625\\_80372.html](http://sw.beijing.gov.cn/bsfw/xzsk/201506/t20150625_80372.html)  
Phone: +86-010-55579300
21. Shanghai Municipal Commission of Commerce's Guideline on FNGO's Representative Office  
[http://sw.sh.gov.cn/wsbs/itemWeb\\_getContent.do?bean.id=1A6BA218-80A2-45A5-A6A9-34F3ED2442FF&bean.mark=1&bean.oldPkid=](http://sw.sh.gov.cn/wsbs/itemWeb_getContent.do?bean.id=1A6BA218-80A2-45A5-A6A9-34F3ED2442FF&bean.mark=1&bean.oldPkid=)  
Phone: +86-021-23110628

## Appendix 2: Declaration that FNGO Chief Representative Has No Criminal Record

### Declaration of No Criminal Record (English Translation Version)

I, \_\_\_\_\_, (sex), born \_\_\_\_\_ (YYYY/MM/DD), of the nationality of \_\_\_\_\_ holding \_\_\_\_\_ of \_\_\_\_\_, (document type; issuing country) with identification number \_\_\_\_\_, hereby declare that I have never committed crime(s) or had criminal record(s) within or outside the territory of the People's Republic of China; am willing to comply with all Chinese laws, rules and regulations; and certify that the above declaration is true and valid.

Declarant:

(YYYY)(MM)(DD)

## Appendix 3: Template of Proof of Source of Funds

### 资金来源证明 Template of Proof of Source of Funds

兹证明本次活动（活动名称），涉及金额\*\*\*\*元人民币，其中(境外非政府组织)出资数为\*\*\*\*,(中方合作单位)出资数为\*\*\*\*,所有活动资金来自于：（请根据实际情况填写，如机构或个人捐赠）。活动资金通过中方合作单位的银行账户进行管理, 专款专用。This is to certify that total amount the capital of this activity [name of the activities] is composed of [amount of capital] from the FNGO and [amount of capital] from CPU. All the capital of this activity is source of [\*\*\*such as donation of institution or person]. The capital of this activity shall be managed through the bank account of CPU and shall be used only for the purpose of this activity.

中方合作单位银行信息Banking Information of CPU

开户银行：Bank name:

账户名称：Name of the Account

银行账号：Bank account No.

Seal (盖章)

Year年 Month月 Day日

#### Appendix 4: Cooperation Agreement between CPU and FNGO Template

##### 中方合作单位与境外非政府组织合作协议参考模版 Template of Cooperate Agreement between CPU and FNGO

甲方 : Party A

注册地址 : Address:

联系人及联系电话 : Contact Person and Telephone

乙方 : Party B

注册地址 : Address:

联系人及联系电话 : Contact Person and Telephone

甲乙双方经过认真协商，就甲方委托乙方在（活动领域）组织实施“活动名称”项目达成协议。

The parties, through carefully negotiation, reach this agreement on party A entrusting party B to organize and implement the [name of activity] project in (activity field).

一、 活动主题、时间、地点Objective, time and place of this Activity



1. 活动主题为：Objective of this Activity

2. 活动日期为：Time of this Activity

3. 活动地点：Place of this Activity

二、 活动目的Purpose of this Activity

三、 活动内容 Contents of this Activity

四、 双方责任和义务 the responsibilities and obligation of the Parties

甲乙双方在安排本次活动中，应遵守中国的法律、境外非政府组织在中国境内活动的有关规定，

甲乙双方各自的责任和义务为：Party A and party B shall, when arranging this activity, comply with the laws of China and the relevant provisions of overseas NGOs' activities in China. The respective responsibilities and obligations of party A and party B are as follows:

(一) 甲方责任和义务：Responsibilities and Obligations of Party A

1.

2.

3.

(二) 乙方责任和义务：Responsibilities and Obligations of Party B

1.

2.

3.

五、 费用及付款方式 Fees and Payments

□

六、 其他事项 Miscellaneous

1.本协议经甲、乙两方代表签字之日起生效。This agreement shall come into force upon being signed by the representatives of party A and party B.

2.本协议未尽事宜由两方友好协商后，以\*\*（方式）解决。Any matters not covered herein after friendly consultation between the two parties, shall be settled by \*\* ( ).

3.本协议一式叁份，甲方壹份，乙方壹份，第三份交广东省公安厅境外非政府组织管理办公室用于办理境外非政府组织临时活动备案事宜，以上叁份具有同等法律效力。This agreement is made in triplicate, party A and party B hold one copy separately, and the third copy shall be submitted to the overseas NGO management office of Guangdong provincial public security department for the purpose of recordation of temporary activities of overseas NGOs.

甲方（盖章）Seal of Party A :

乙方（盖章）Seal of Party B :

签字代表Authorized Representative :

签字代表Authorized Representative :

签字日期Date of Signature :

签字日期Date of Signature:

注意事项：Note:

上述协议模版仅供参考，请根据实际情况签署协议。The template agreement is for the purpose of reference only, please execute the agreement based on the actual situation.

## Appendix 5: Initial RO Registration Forms:

The following standard forms are required to begin RO registration formalities with the PSB. For more information about the use of these forms, visit [Step 3: Preparing Materials](#). Notes: Form requirements may change without notice. Unofficial English translation provided.

Form 1: Written Application for the Formation of the Representative Office of an Overseas Non-Governmental Organization

境外非政府组织代表机构设立申请书

Written Application for the Formation of the Representative Office of an Overseas Non-Governmental Organization

填写说明：本申请书务必填写真实情况，所填内容应打印。  
“签名”处，应由本人签名，选

Instructions: this application must be filled in with the true condition, print and sign.

受理条形码粘贴处

Bar Code paste section

\_\_\_\_\_省（自治区、直辖市）公安厅（局）境外非政府组织管理办公室：  
Public security department (bureau) of \_\_\_\_\_province (autonomous region, direct-controlled municipality):

本组织（中外文名称）  
\_\_\_\_\_,  
The FNGO’s Name (in both Chinese and foreign language)  
\_\_\_\_\_,  
拟设立\_\_\_\_\_,  
intend to set up\_\_\_\_\_,  
开展活动的业务范围为：

\_\_\_\_\_。

The scope of business of activities are :

\_\_\_\_\_.

我们已取得\_\_\_\_\_ (业务主管单位) 的同意。

We have already obtained approval from \_\_\_\_\_(Competent Business Authority).

本组织承诺，该代表机构设立后，将严格遵守中华人民共和国宪法、法律、法规、规章和国家政策，依照《中华人民共和国境外非政府组织境内活动管理法》的规定和登记管理机关确定的业务范围、活动地域开展有利于公益事业发展的活动；不从事危害中国的国家统一、安全和民族团结，损害中国国家利益、社会公共利益和公民、法人以及其他组织的合法权益的活动；不从事或者资助营利性活动、政治活动，不得非法从事或者资助宗教活动；不对中方合作单位、受益人附加违反中国法律法规的条件。

特此申请。

This FNGO, after the RO sets up, we will strictly abide by the constitution law, rules, regulations and state policies of the People's Republic of China, we will carry out activities conducive to the development of public welfare undertakings in accordance with the Law of the People's Republic of China on the Administration of Activities of Overseas Non-Governmental Organizations within the Territory of China. We will not engage in activities that endanger Chinese national unity, security or ethnic unity, or impair Chinese interests, public interests and the legitimate rights and interests of citizens, legal persons or other organizations. We will not engage in or fund for-profit or political activities, or illegally engage in or fund religious activities. We will not add conditions in violation of Chinese laws and regulations shall be imposed on Chinese partners and beneficiaries.

We hereby apply.

(境外非政府组织盖章/负责人签名)

(seal of FNGO/signature of responsible person)

\_\_\_\_年\_\_月\_\_日

Year/Month/Date

Form 2: Form of registration matters of the FNGO’s RO

境外非政府组织代表机构登记事项表

Form of registration matters of the RO of a FNGO

境外非政府组织  外文全称及简称  Full name and abbreviation in foreign language of FNGO			
中文名称  Chinese Name			
注册国家		注册时间	

The registered country		Time of registration	
总部地址 Headquarters address			
负责人姓名 Name of person in charge			
业务范围及 活动宗旨 Business scope and purpose of activity			
拟设代表机构名称 Name of RO to be established			
拟任首席代表姓名 Name of the proposed chief representative			
联系人 Contact person		联系电话 Contact phone number	
电子邮箱 Email			

资金来源 Source of Funding	
业务范围 Scope of business	
活动地域 Regions of activities	
住所地址 Address of the RO	
活动领域： Field of activities <input type="checkbox"/> 经济/Economics <input type="checkbox"/> 教育/Education <input type="checkbox"/> 科技/Technology <input type="checkbox"/> 文化/Culture <input type="checkbox"/> 卫生/Health <input type="checkbox"/> 体育 / Sports <input type="checkbox"/> 环保/ Environmental Protection <input type="checkbox"/> 济困救灾 / Poverty Alleviation and Disaster Relief <input type="checkbox"/> 其他/Others	

<p>代表机构拟任首席代表</p> <p>签名</p> <p>Signature of the RO's proposed chief representative</p>	<p>日期： 年 月 日</p> <p>Date: Year/Month/Day</p>
<p>业务主管单位意见</p> <p>Opinions of competent business authority</p> <p>(盖章)</p> <p>(Seal)</p>	<p>日期： 年 月 日</p> <p>Date: Year/Month/Day</p>

**Form 3: Registration Form of the Chief Representative of the FNGO's RO**

境外非政府组织代表机构首席代表登记表

The Registration Form of the Chief Representative of the FNGO's RO



外文姓名 Name in foreign language			(2寸照片) 2-inch Picture
中文姓名 Chinese Name			
国 籍 Nationality			
出生日期 Date of Birth	年 月 日 Year/Month/Day		
性 别 Gender		证件类别 Type of ID	
证件号码 ID No.			
联系电话/ 电子邮箱 Contact Phone Email Address			
户籍地址 (限中国籍) Permanent residence address (For Chinese			

nationality only)	
在境内居住地/实际居住地:  Residence address in PRC/Actual residence address:	
工作性质  Nature of work	<input type="checkbox"/> 专职 / Full-time <input type="checkbox"/> 兼职/Part-time
兼职填写  Fill in if <b>part-time</b>  工作单位/Name of the Company:  单位地址/Address of the Company:  单位电话/Phone number of the Company:  职 务/Position:	
拟任期限/Term of service	年 月 日至 年 月 日止  From [Year/Month/Day] until [Year/Month/Day]

拟任首席代表简历/CV/Resume of the proposed chief representative:

本人承诺上述信息真实有效，如有不符,将承担相应法律责任。

**I promise that the above information is true and effective. If there is any inconsistency, I will bear the corresponding legal liability.**

签名/Signature:

日期: 年 月 日

Date: Year/Month/Day

**Attachments:**

No Attachments.