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5		2006	117		
6				2010	121 – 122
7		2011	96		
8		2016	550		
9		2007	430		
10	2013	1102			
11		2015	00016		
12		2013	188		
13		2016	950		



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bylaws sometimes

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24 Airgas

25 Chevron

flexible 26

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22 2015 112

23 Robert W. Hamilton, Richard D. Freer, *THE LAW OF CORPORATIONS*, 6th ed., West, 2011, p.57.

24 Larrence A. Hamermesh, *Consent in Corporate Law*, 70 B. L. 163(2014).

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28 Helen Hershkoff, Marcel Kahan, *Forum-Selection Provision in Corporate “Contract”*, 93 WASH. L. REV. 268–269 (2018).

29 2010 297

30 2010 301

31 2005 405



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real contract

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25 81

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## On the Nature of Articles of Incorporating: Contracts or Autonomy Rules

CHEN Yanjing

About the nature of articles of incorporating, there is a controversy of contract and autonomy rules. However, both of these two theories base on the macroscopic approach, and neither focuses on the specific provisions of corporate articles. Judging the nature of articles by a unique perspective and getting a conclusion of contract or autonomy rules are not perfect. Instead, we should take a perspective of microscope, considering the different provisions of articles. In a common articles of incorporating, contribution of capital, institutions' setting and generating, voting arrangement and profit distribution should be treated as legal contracts, and others should be considered as autonomy rules which can be modified by the shareholders meeting. In some particular situation, the autonomy rules can be treated as contracts, also the contracts provision can transfer to autonomy rules.

Articles of Incorporating; Contract; Autonomy Rules; Dual Natures