

# Regional Bylaws

## of Swiss Chinese Chamber of Commerce, Chapter Guangzhou

### **Preamble**

The Chamber has its registered office at 26<sup>th</sup> Floor, West Tower, Han Wei Plaza, 7 Guanghua Road, Beijing 100004, People's Republic of China.

In accordance with Article 7 Section E of its Articles of Association, The Swiss Chinese Chamber of Commerce has decided to create a Guangzhou Regional Organization: "SwissCham Guangzhou". These are the latter's bylaws.

The Articles of Associations and the National Bylaws of the Swiss Chinese Chamber of Commerce supersede these bylaws.

### **Article 0: Definitions for the Bylaws**

*Swiss Chinese Chamber of Commerce ("SwissCham" or "Chamber")* is the legally established chamber of commerce concerned with Sino-Swiss economic and trade relations in the People's Republic of China ("PRC").

*Articles of Association ("Articles")* are the basic rules with regard to the founding and organization of the Chamber as approved on 22 December 2000 by the PRC's Ministry of Civil Affairs. They apply to all Members and Regional Organizations within the Chamber.

*Bylaws* are a set of practical regulations and guidelines written in order to clarify the Articles where necessary and to ensure the smooth operation of the Chamber. They apply to all Members and Regional Organizations within the Chamber.

*Board of Directors ("BoD")* is the executive body of the Chamber.

*National General Assembly ("National GA")* includes all members of the Chamber and is the supreme body of the Chamber.

*Regional Organizations* are locally organized bodies within the Chamber. *SwissCham Guangzhou* is the regional organization of Guangzhou.

*Regional Bylaws* are a set of practical regulations and guidelines based on the Articles and written to ensure the smooth operation of the Regional Organizations.

*Regional Executive Committee ("Regional BoD")* is the executive body of a Regional Organization. "*Guangzhou BoD*" is the BoD of the SwissCham Guangzhou

*Regional General Assembly ("Regional GA")* includes the members of a Regional Organization and is the supreme body of a Regional Organization. "*Guangzhou GA*" is the Regional GA of the SwissCham Guangzhou.

**Article 1: Status, Name, Office, Territory**

The SwissCham Guangzhou shall have its office in Guangzhou

SwissCham Guangzhou will cover Southern China, the provinces of Guangdong, Guangxi, Fujian, Hainan, hereinafter referred to as "the Territory".

**Article 2: Purpose**

The SwissCham Guangzhou shall promote the Chamber's objectives and activities in the Territory, namely according to Art. 2 of the Articles of Associations.

In addition, but within the scope of the Articles of the Chamber:

- a) provide an opportunity for the members of SwissCham Guangzhou to meet, discuss matters of common interest;
- b) liaise and cooperate with the Swiss Chinese Chamber of Commerce in Beijing, Shanghai and Switzerland as well as with the Swiss Community in Guangzhou and its exponents;

**Article 3: Membership (Admission, Right & Obligations, Cessation)**

**Admission**

Membership categories are as per article 3 of the Chamber's Articles.

Additionally, associate membership status (without voting right) is provided to persons whose situation does not match the above membership options.

Honorary members of the SwissCham Guangzhou will be admitted by recommendation from the BoD of the SwissCham Guangzhou and a majority of voting members at the General Assembly.

To become a member, applicants must submit a written application through the office of SwissCham Guangzhou and have to be incorporated or have residence in the territory defined in Article 2.

The membership is effective with the admission and the payment of the annual membership fee. It ends by resignation given with a written one-month's notice, death, dissolution of a company, bankruptcy or exclusion.

An application may be temporary rejected (or offered associate membership) without indication of the reason. The rejection is final upon confirmation by simple majority of the next Guangzhou GA.

**Rights & Obligations**

The members shall observe the Articles of Association and the By-laws of the (national) Chamber as well as the Guangzhou Bylaws, and the decisions of the organs of the SwissCham Guangzhou and the (national) Chamber.

**Cessation**

Membership in the SwissCham Guangzhou shall be canceled, in accordance to Article 3, section C and D of the articles of the (national) Chamber of Commerce.

The Regional Board of Director shall have the right to temporary exclude any member of the SwissCham Guangzhou at any given time and without reason, but particularly in case a member's activities are detrimental to the SwissCham Guangzhou or to the image of the SwissCham.

The temporary exclusion will be valid until the next Guangzhou GA confirms it with a simple majority.

Membership will also cease according to National Bylaws in case of non-payment of membership fees.

#### ***Article 4: Membership fees***

The Members shall pay a membership fee. Its amount will be proposed by the Guangzhou BoD for approval by the Guangzhou GA.

The membership dues shall be paid within one month after receipt of the notification. The SwissCham Guangzhou treasurer shall report the status of unpaid membership fees at every meeting of the board.

#### ***Article 5: Regional General Assembly***

The Regional GA shall be the supreme body of the SwissCham Guangzhou. Its decisions shall be subject only to the decisions, rules and regulations of the Chamber.

The Guangzhou GA shall be called by the President or, in his absence, by the Vice-President by sending a notice including the agenda to the membership at least 20 (twenty) days prior to the meeting.

The annual GA of the SwissCham Guangzhou shall be held in the first quarter of every year and on a date and at a place to be selected by the Guangzhou BoD.

The quorum for any GA or extraordinary GA of the SwissCham Guangzhou shall be not less than one third of the total voting membership.

Honorary and associate members have no voting rights. Only members whose annual fee is paid in full have the right to vote.

Resolutions shall be made by a simple majority vote. If the votes are equally divided the President of the Guangzhou BoD shall have the deciding vote.

The following subjects shall be part of the agenda for the annual General Assembly:

1. Acceptance of the minutes of the last General Assembly
2. Application for changes in the agenda
3. Activity report of the Guangzhou BoD
4. Treasurer's report and Auditor's statement
5. Discharge of the Board
6. Election of Board Members and Auditors
7. Budget and annual program
8. Amendment to the bylaws
9. Other items

Applications of any kind concerning the agenda or/and other items must be lodged in written form with the President of the Regional BoD not later than 5 days before the General Assembly.

***Extraordinary Regional General Assembly***

Extraordinary General Assemblies shall be called by the President of the BoD, or upon the decision of the Regional BoD, or upon a written request addressed to the President and signed by not less than 10% of the members, by sending a notice to the membership at least 20 (twenty) days prior to the meeting indicating the subjects to be decided.

***Article 6: Guangzhou Board of Directors, Staff***

The Regional Board of Directors is in charge of management and representation of the SwissCham Guangzhou. It is composed of:

- President
- Vice-President,
- Treasurer
- Secretary
- Ordinary members to reach a total of 8 members of the Guangzhou BoD.

One BoD member has to be elected as representative to the SwissCham (national Chamber).

Members of the Guangzhou BoD will stand for confirmation at every ordinary General Assembly by a simple majority.

The BoD may appoint a coordinator for taking care of daily matters, as well as other staff. Such staff appointment will be effected within programs and budgets approved by the Guangzhou GA. Coordinator and other staff need not be Members of the Chamber.

***Meetings, Quorum, Attendance & Agenda***

Meetings of the Board of Directors shall be called by the President or Vice-President or jointly by two other Board members, by notice of at least seven days prior to the meeting

The quorum for the BoD meeting is achieved with a majority of the BoD.

The Board shall attend to the following:

- Admission of new members
- Status of unpaid membership
- The fulfilling of the SwissCham - Guangzhou objectives, activities & programs
- Financial matters
- Other matters relating to the administration of the SwissCham Guangzhou.
- The agenda for the Guangzhou GA.
- Any matters adopted by the annual General Assembly.

***Resolutions & Official Signatures***

Resolutions shall be made by a simple majority vote of the Board members present. If the votes are equally divided, the president or in his absence the vice-president shall have the deciding vote.

Based on a resolution passed by the BoD, contracts, documents or any instruments in writing requiring the signature of the SwissCham Guangzhou, shall be signed by any two of the President, Vice-president, Secretary or Treasurer.

All contracts, documents and instruments in writing so signed shall be binding upon the SwissCham Guangzhou.

### ***Elections to the Guangzhou BoD & Committees***

As much as possible, the SwissCham Guangzhou BoD and committees shall reflect the diversity of members of the Regional Organization, both as individual members and company representatives, bearing in mind such attributes as the age, gender, social interests and cultural background of individuals who make up the SwissCham Guangzhou membership.

The Guangzhou BoD is responsible that the following election process is respected:

- a) 60 days prior to elections, all members of the SwissCham will be informed of the election and offered to bring their candidacy, they supply the following information:
  - Name, company, position; business scope (professional coverage), industry coverage and specialties within their professional activities.
  - Intended position in the Board (President, Vice-President, Secretary, Treasurer, Representative to the national Chamber BoD, ordinary member)
- b) Candidates should present their (mentioned under a) information 30 days prior to election to the Guangzhou BoD
- c) With the invitation to the Guangzhou GA, all candidates details (mentioned under a) must be distributed to all the members by the Guangzhou BoD to enable members to cast informed votes.
- d) Candidates should be present at the Guangzhou GA to present themselves verbally and answer members' questions.

### ***Remuneration of the Members of the BoD***

The Board Members shall not receive any stated remuneration for their service, but may, by resolution of the Board, be refunded for expenses, incurred on behalf of the SwissCham Guangzhou.

### ***Resignation, Change of Professional Status, Exclusion, Vacancy***

Any Board Member may resign by sending a written resignation notice to the President of the Board. Such resignation takes effect one month from the date of receipt of the said notice by the Board.

In case of negligence, dereliction of duty, break of the Chinese laws and regulations or any other activities detrimental to the SwissCham Guangzhou, the Guangzhou Board of Directors may temporary exclude such a Member of the Guangzhou BoD with a 75% majority. The temporary exclusion will be valid until the next Guangzhou General Assembly confirms it with a simple majority.

In the case of a vacancy in the BoD, it will inform the members and ask for candidates to come forward according to the election process and internal election rules. The BoD will then appoint a candidate and inform the members accordingly within one month. The member so elected shall nevertheless stand for re-election at the next Guangzhou GA or EGA.

### ***Article 7: Finance***

The SwissCham Guangzhou provides the appropriate bookkeeping and accounting measures for its finances and reports to the (national) SwissCham BoD.

With regard to financial matters the rules outlined in Articles 8 and 11 of the Articles of Association of the Chamber also apply to the SwissCham Guangzhou.

The accounting year shall be from January 1 to December 31. Any surplus money at the end of the fiscal year shall, in accordance with the decision of the Guangzhou BoD, be carried forward to the next fiscal year.

The funds of the SwissCham Guangzhou shall be applied solely to meet its recurrent expenditures and for the furtherance of its objectives set out in Article 2 of these Bylaws.

The debts and liabilities of the SwissCham Guangzhou shall be limited to the SwissCham Guangzhou's assets. Its members shall not be liable personally for such debts and liabilities.

#### ***Article 8: Auditors***

Auditors proposed by the Guangzhou BoD and elected at the Guangzhou GA for a period of one year must audit the SwissCham Guangzhou's accounts once a year.

The Auditors shall inspect the annual financial statements, including cash flow statements and other documents. They have the right to require submission of financial statements and relevant documents, and to inspect the current balance situation. The result of the inspection shall be reported in written forms to the Guangzhou BoD and submitted to the Guangzhou GA.

After approval by the Guangzhou GA, the Auditor's report on the financial statements of the SwissCham Guangzhou shall be forwarded to the SwissCham (national) BoD 14 days before the date of the General Assembly of the (national) Chamber.

#### ***Article 9: National Chamber, Other Regional Organizations***

Members of the Regional Board of Directors elected to represent the Swisscham Guangzhou to the (national) Chamber are bound to only represent the Guangzhou BoD's explicit written resolutions & opinions within the (national) Chamber BoD.

Members of other Regional Organizations shall have the right to attend all activities of the SwissCham Guangzhou at the same preferential conditions granted to any member of the SwissCham Guangzhou.

#### ***Article 10: Financial Contributions to the (national) Chamber***

The SwissCham Guangzhou shall pay a fee to the Chamber in order to cover the latter's expenses.

The Regional Organization's fee will be suggested by the Board of Directors of the Chamber and approved by the General Assembly of the Chamber.

#### ***Article 11: Final Provisions***

These Regional Bylaws of the Swiss Chinese Chamber of Commerce Guangzhou come into effect when approved by the Regional GA of the SwissCham Guangzhou, scheduled on March 31, 2006; pending approval by the SwissCham GA.