

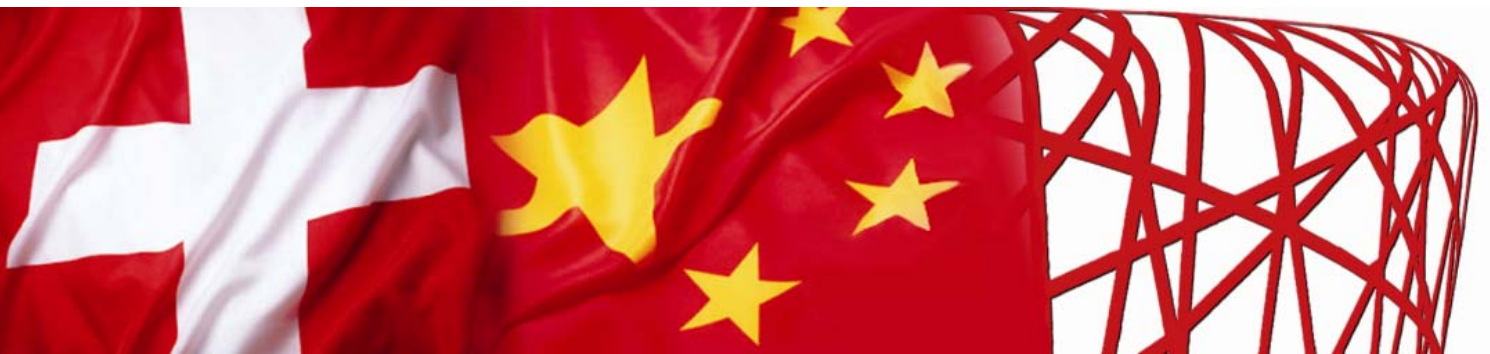
**swisscham.org**

# **RAGA 2009/10**

annual regional general assembly  
swisscham beijing

the swiss chinese chamber of  
commerce in beijing

12 March 2010



connect > exchange > lobby > promote > service



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## **Welcome Address and Introduction by the President of SwissCham Beijing**

Dear Members:

I am inviting you to participate to the 2009/10 Regional Annual General Assembly of SwissCham Beijing (RAGA). Please find an invitation attached (Appendix "A").

The Assembly will take place on **Friday 12 March 2010 at 6:00pm sharp** at [Swissôtel](#) in Beijing (registration from 5:30pm).

The Rules of SwissCham China foresee that each Regional Organization, such as SwissCham Beijing, shall convene a General Assembly at least once a year for discussing and deciding on regional affairs.<sup>1</sup>

For this purpose, the Board of Directors must send an invitation to the members together with documents related to the Assembly and in advance of this meeting.<sup>2</sup> Here it is. Please consult the table of contents on the preceding page.

As in the past few years, we think that it is most practical to e-mail it to you because e-mail is safer and the .pdf version of the Package user-friendly. However a paperback edition can be provided upon request.

During the Assembly, we will:

- report on the activity of SwissCham Beijing in 2009/10
- present and approve the tentative program for 2010/11
- review and approve the 2009 accounts
- present and approve the 2010 budget
- discharge the current 2009/10 Regional Board of Directors

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<sup>1</sup> National Bylaws, Art. VII(1). The Rules are reproduced as annex to this bundle.

<sup>2</sup> Beijing Bylaws, Art. 6.

## SWISSCHAM BEIJING RAGA 2009/10

- elect the new Board for 2010/11
- elect the new President of SwissCham Beijing for 2010/11
- elect up to three National Board Representatives for 2010/11 among the newly elected Directors of the Board of SwissCham Beijing

Your participation is strongly encouraged. Please fill in and e-mail or fax us the **participation form** attached. If you cannot attend or are not sure to, you are urged to return the **proxy form** attached in order to enable us to reach the quorum (Appendix "B"). If you want to apply for the BOD elections, please e-mail or fax us your resume.

Upon arrival, do not forget to validate your votes and get your **vote validation form** at the Voting Bureau desk (Appendix "L"). You will also be remitted two **election ballots** for the election of the SwissCham Beijing BOD, then of the SwissCham Beijing President and National Representatives (Appendix "M", Appendix "N").

Thank you for supporting SwissCham Beijing. We are looking forward to seeing you on 12 March 2010.

I take this opportunity to wish you a happy Chinese new year of the Tiger.

Peter Troesch  
President, SwissCham Beijing

## Agenda<sup>3</sup>

5:30-6:00pm	RAGA proxies validation at the Voting Bureau	All/GM <sup>*)</sup>
6:00pm	RAGA	
	Closing of the Voting Bureau ( <b>late arrivals will not be considered in the vote count</b> )	SG
	Opening of the RAGA	
	Review of quorum, including proxies	SG
	Welcome address by the President of SwissCham Beijing	P
	Administrative matters	
	Approval of Vote Counting Officer(s) and Minutes Taking Officer	SG
	Approval of the agenda	P
	Approval of the Minutes of the 2008/2009 RAGA	P
	Reports	
	Report of the President	P
	2009/10 activity report	
	2010/11 tentative program	
	Report of the Treasurer	T
	2009 accounts	
	2010 budget	
	Report of the Auditor	A
	Elections	

<sup>3</sup> Art. 6(b)(i) Beijing Bylaws.

<sup>\*)</sup> BOD = Board of Directors; P = President; SG = Secretary-General; T = Treasurer; A = Auditor; GM = General Manager.

SWISSCHAM BEIJING RAGA 2009/10

BOD candidates presentations	Candidates/P
Election of the 2010/11 BOD	Voting Members/SG
Election of the 2010/11	
SwissCham Beijing President	Voting Members/SG
Election of three 2010/11	
SwissCham Beijing National BOD	
Representatives	Voting Members/SG

Closing

Appreciation of Directors	P/Directors
Appreciation of sponsors	P
Forthcoming events	ED
Miscellaneous	P
Closing of the RAGA	P

7:30pm Cocktail party

8:00pm Swiss Traditional Dinner

**Late arrivals after the closing of the Voting Bureau will not be considered in the vote count.**

Any member of the Chamber may submit a written request to the Board for additional item to the agenda provided such request are made at least forty eight (48) hours prior to the GA.<sup>4</sup> Please send such request by e-mail to [batiste.pilet@bei.swisscham.org](mailto:batiste.pilet@bei.swisscham.org) or by fax to +86 10 6432 3030 with the reference "2009/10 RAGA: ADDITIONAL AGENDA ITEM".

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<sup>4</sup> National Articles, Art. 5(C)(3).

## Organization and Rules

**SwissCham China** is the only Swiss chamber of commerce officially registered in China with the Ministry of Civil Affairs under the Provisional Regulations for the Administration of Foreign Chambers of Commerce in China.<sup>5</sup> It is a federative organization. Local branches such as **SwissCham Beijing** are statutory known as **Regional Organizations**. Other Regional Organizations include SwissCham Shanghai and, since 2006, SwissCham Guangzhou. SwissCham Hong Kong<sup>6</sup> is legally independent but maintains close ties with SwissCham China with which it shares common projects and organizational structures.

SwissCham China has no operational activities and fulfills a mostly representative and coordination role. Regional Organizations are represented by a **Board of Directors** which may delegate the Chamber's management to an **Executive Director** or **General Manager** in charge of the Chamber's office, as is the case in Beijing. SwissCham Beijing's organization chart is attached (Appendix G").

SwissCham is governed by three sets of **Rules**: two at the national level and one at the regional level. National rules include the **National Articles of Association** and the **National Bylaws**. The latter detail the former. Regional rules include the Regional Bylaws, in Beijing, the **Beijing Bylaws**. It is accepted that in case of silence of the Regional Rules, the National Rules apply.<sup>7</sup> Finally, the decisions by which the Regional BOD implement the Rules are recorded in Minutes of the BOD Meetings. They also form part of the Rules

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<sup>5</sup> Of 14 June 1989.

<sup>6</sup> Formerly known as the **Swiss Chamber of Commerce in Hong Kong (SCHK)**. SCHK retains "**Swiss Chamber of Commerce in Hong Kong**" as its legal name but agreed with SwissCham China to use "SwissCham Hong Kong" as its trade name at SwissCham China National Board Meeting of 17 November 2008.

<sup>7</sup> See National Bylaws Art. 1(8) and III(3). For the relationship between the National Articles of Association and the National Bylaws, see National Articles, Art. 14 and National Bylaws, Art. 1(3).

at large. The National Articles, the National Bylaws and the Beijing Bylaws are attached (Appendices "D", "E", "F").

In order to sit, SwissCham Beijing's RAGA needs a quorum of 50% of SwissCham Beijing's members with voting rights.<sup>8</sup> Members enjoy such rights upon approval of the BOD following the Rules. In any case, a member shall not enjoy voting rights if he has not paid his membership fees.<sup>9</sup>

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<sup>8</sup> Beijing Bylaws, Art. 6(c).

<sup>9</sup> Beijing Bylaws, Art. 6(d).

## **2009/10 Activity Report of the Board<sup>10</sup>**

### **Introduction**

Since the RAGA 2008/09 many changes have happened in the economical and financial world. We have seen many challenges in the whole world and nobody can say precisely when the recovery will be completed and if the situation will ever be the same as before.

Despite these challenges, I am happy to present you positive results and balanced accounts for this year. This was only possible with the efforts and focus of the current Board and Management Team with the continuous support from our members and other stakeholders. Thanks to all of you.

SwissCham Beijing has taken an important step forward in being a respected organization towards companies, organizations and authorities in China and in Switzerland. The launch of the Swiss Platform and the efforts spent on further developing the cooperation and contacts between all stakeholders in Switzerland and China is giving our members access to a more unified network of organizations. Such efforts will continue on all levels during the next term.

We have extended our members' benefits as promised last year. Events have been further adapted to our members' needs, the committees offer a professional platform to our members where they can interact within their respective industries, the membership card's benefits have been increased substantially and our Management Team has been developed to be a trusted and professional counterpart for our members.

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<sup>10</sup> Beijing Bylaws, Art. 6(b)(ii).

## Membership

### *Census*

There are currently 111 members.<sup>11,12</sup> This figure is 13% less compared to last year. It is assumed that the financial crisis had a strong influence on companies and generated a loss of 35 corporate members. On the other hand, 17 new Corporate members joined the Chamber in 2009/10, mainly during the end of year 2009 and in the first months of 2010. With the economic recovery, we are confident to further grow the membership in 2010/11 in order to strengthen the Chamber's profile and finances.

<b>Membership Status</b>	<b>25-Feb-09</b>	<b>Leave</b>	<b>New</b>	<b>5-Feb-10</b>
Large Corporate	39	14	4	29
Small/Medium Corporate	62	21	13	54
Other categories	27	12	16	28
<b>Total</b>	128	47	33	111
Turnover		37%	26%	

### *Strategy*

In 2009/10, the Chamber focused on its relationship with the members. Many members and potential members have been visited and have been updated on the Chamber's values and activities.

### *Categories*

As ratified during the last RAGA, **Corporate Members** have been split into two groups: Large Corporate Members (companies with 100 or more employees in Mainland China) and Small/Medium Corporate Members (1<99 employees in

<sup>11</sup> As of 5 February 2010. There were 128 members at the last RAGA, see 2008/09 RAGA Package, p. 11.

<sup>12</sup> Active membership for 2009/10 includes former 2008/09 members who have timely paid their 2009/10 membership dues and new applicants approved in 2009/10 who have paid their membership dues. Former 2008/09 members lost their membership status if they did not pay their dues within six months after the 2008/09 RAGA (27 March 2009). Approved applicants become member only after they have paid their dues. National Articles, Art. 3(B)(3); National Bylaws, Art. V(7); Beijing Bylaws, Art. 5(2).

Mainland China). Accordingly, and in order to support the SMEs, two levels of membership fees had been created. This change has been received positively despite the financial crisis.

Secondly, we have developed our pool of **Young Professionals** by offering them an Associate membership. Around 10 new members joined.

Finally, the BOD has kept its strategy to accept individual members only as an exception and after careful analysis. The Chamber's mission is to represent companies; as a result the BOD will keep this policy.

**Industries**

The composition of our members is well balanced and covers most industries. The table below shows the relative importance of each category:<sup>13</sup>

Consulting / Research	14	7.2%
Manufacturing	13	6.7%
Food / Beverages	9	4.6%
Travel / Tourism Services	8	4.1%
Services	7	3.6%
Banking / Financial Services		
Engineering		
Hotels / Hotel Equipment / Supplies		
Insurance Services	6	3.1%
Measurement / Precision / Optical Instruments		
Legal Services		
Management	5	2.6%
Government Organizations		
Construction		
Business Management Consultants		
Transportation / Logistics	4	2.1%
Broadcast Media / TV		

<sup>13</sup> The first column indicates the industry following a preset list (one industry per line). The second column indicates the number of members for each industry listed in the box. The third column indicates the percentage of each category compared to the total of the members listed for all industries. Since members are listed in up to three industries, the total of the members per industry exceeds the total of the members.

SWISSCHAM BEIJING RAGA 2009/10

Catering / Food Provision / Processing		
Human Resources		
Education / Training		
Power Generation		
Accountants / CPAs / Auditors		
Trading		
Machining / Machinery Parts		
Computer / Software	3	1.5%
Business Support Organizations		
Pharmaceuticals		
Metals / Metal Products		
Information Technology		
Electronic Components / Linkage Industries		

Petroleum / Natural Gas	2	1.0%
Retailing		
Arts / Cultural Services		
Chemicals		
Automation		
Jewelry / Watch		
Sales / Marketing Services		
Business Centers		
Telecommunication Services / Equipment		
Consumer Products		
Environmental Pollution / Sanitation Controls	1	0.5%
Fibers / Textiles		
Quality Control / Standards / Testing		
Advertising Services		
Airlines / Airlines Services / Supplies		
Architects / Building Design Consultants		
Medical and Diagnostic Equipment / Supplies		
Automobile Manufacturing / Auto Products		
Printing / Publishing		
Public Relations / Public Affairs		

### **Benefits**

This year we re-issued a membership card enhancing the Chamber's branding and entitling our members to selected benefits indicated in the Membership Benefits Program, which was for the first year completely co-edited with SwissCham Shanghai and extending the members' benefits to the other city. We also joined a benefit program in partnership with foneVillage. This program presents the advantage to offer many venues in Beijing and allows not only the main representative of a member company but also the employees to enjoy the benefits.

### **Events**

This statutory year SwissCham Beijing has been (co-)organizing not less than 50 events in 12 months.

These events included:

23 Business Seminars (SwissCham participants: 395; Total participants: 800)

8 Roundtables

14 Networking Events (SwissCham Participants: 409; Total participants: 3135)

Special events:

- Swiss Traditional Dinner (90 participants)
- Swiss Ball (305 participants)
- 3 Young Professionals' Forum (244 participants)

### **Strategy**

Based on the strategy presented during the last RAGA, the Chamber has worked hard to propose events that are better targeted at our members.

After the RAGA and in order to better implement the strategy, the Board created three categories to classify the Chamber's events. These categories are: Platform, Profile, Lobbying.

The "Platform" events bring together events such as Business Events, Joint Events and Networking Events. This is the core of the Chamber's events.

"Profile" events have been improved considerably by inviting more high-level and famous speakers such as, to quote but a few, the traditional "Ambassador's Briefing", events with delegations coming from Switzerland and the "Young Professionals Forum".

The "Lobbying" category is a new range of activities which mainly regroups the committees roundtables and other meetings with Swiss or Chinese officials.

### **Committees**

In continuation of last year's strategy, the Chamber has profiled itself as an information platform. The newly hired Communication Manager makes daily

updates of the website with news clipping and created a newsletter delivered to the members only.

Furthermore, the Committees have successfully been implemented with the organization of roundtables.

There are now five Committees reflecting and grouping our members' various industries:

- Bank/Finance/Insurance
- Legal/Tax/Consulting
- Engineering/Manufacturing
- Hospitality/Food/Beverage
- Trade/Retail/Services

The BOD believes that Committees are adding a unique added-value by enabling through the Chamber a permanent interaction between members and external stakeholders. It also strongly encourages members to express their interest and participate actively.

A list of the Committees Panels is attached as Appendix "Q".

### **Merchandizing**

As in the previous years, the Chamber has promoted some members' goods on special occasions such as Chinese New Year, Mid-Autumn Festival and Christmas.

The aim is to propose Swiss products to other member companies for corporate purchase of gifts for their clients.

### **Publications**

#### ***SwissCham China – Swiss Chinese Business Directory***

This edition of the Directory took into consideration the new needs of our members and aimed at making it more user-friendly.

As a result, SwissCham is the first foreign chamber to have developed and presented a software for its 2010 e-directory to its members.

This software gathers all the contact information of SwissCham members in Beijing, Shanghai, Guangzhou and Hong Kong, the addresses of the Swiss Business Hub and the corporate members of the Swiss-Chinese Chamber of Commerce in Switzerland (SCCC).

### ***The Bridge Magazine***

Issued quarterly, official periodical publication of SwissCham China, The Bridge Magazine keeps being successfully published under the leadership of SwissCham Shanghai with our participation. Launched on 1 August 2004, it has a quarterly circulation of 5'000 to 6'000 copies. It is also 100% financed by SwissCham China.

It is freely distributed namely to all members of SwissCham and SCCC, at the Swiss embassy and consulates in China, as well as on the Swiss International Air Lines flights to and from China.

Its financing, mostly done via advertisements, was a challenge during 2009 due to the financial crisis, thus questioning its viability in the long run.

### **Lobbying**

Since the last RAGA the Chamber has been regularly representing its members on the occasion of several official events as well as further informal opportunities.

It is worth to note, and to thank for, that the Embassy has displayed sustained efforts in offering many opportunities to the Chamber not only to be associated to those events it hosted but also by actively backing its credibility and giving it a voice.

Selected representations of SwissCham Beijing president and other representatives of SwissCham Beijing:

- Sounding board meetings regarding the Swiss Pavilion at the World Expo in Shanghai – part of the China image campaign of Presence Switzerland
- Free Trade Agreement (FTA) workshop participation as part of the official Swiss delegation of SwissCham president in Bern, Switzerland
- Meetings and discussions with federal councilor and other high level Swiss government representative delegations
- Meetings and discussions with SECO, Economie Suisse and other associations in Switzerland
- Meetings and discussions with the president and other board members of SCCC in Switzerland
- Regular meetings with OSEC and Generis Management in Beijing and in Switzerland
- Regular meetings with heads of the Embassy of Switzerland and the Swiss Business Hub in Beijing
- Regular exchange with Chairman of SwissCham China in Shanghai
- Exchange with presidents and board members of other chambers of commerce in Beijing

These exchanges, together with the increased interaction of all stakeholders of the Swiss platform, have lead to a much better integration of SwissCham Beijing. These efforts will continue in 2010/11 as well.

Cooperation and exchange has improved on all levels. The introduction of regular luncheons organized by SwissCham Beijing among staff of all Swiss organizations in Beijing has been well received.

## **Management**

### ***Staff***

Batiste Pilet, was promoted General Manager and Executive Director a.i in March 2009. This position reflects the new management structure vowed by the BOD in the end of the 2008/09 term. Batiste joined on 1 April 2007 as Project Manager. He performed entirely to the Board's satisfaction and gradually embraced increasing responsibilities. The BOD regards Batiste as the key driver for the consolidation of the Chamber's organization and for its future developments.

To ensure the Chamber's mission and objectives, the Management's structure has been consolidated with the creation of new positions.

Two interns have been promoted to manager's positions as Associate Manager, *Events & Membership* (Yvan Sprünglin), and Communication Manager *Committees & Publications* (Jeyanthi Geymeier).

Yvan Sprünglin was further promoted during the year, as deputy GM to Batiste Pilet, providing much support for many key successful events, such as the Swiss Ball, the Young Professionals' Forum, the Swiss Traditional Dinner at last year's RAGA and sponsorship.

Jeyanthi Geymeier was the main support and coordinator of the newly established committees, the daily updates of the website and the driver of the much appreciated Newsletter. She was also in charge of publications management including project lead and marketing of the Directory and the Beijing part of "The Bridge".

The Office Manager - MENG Lei – has been responsible for the second year of the administrative tasks of the Chamber, providing outstanding work resulting in accurate and timely accounts' reporting, and supporting the Chamber's office on many administrative and government tax related issues.

Two interns positions were also created: Office & Membership Assistant and Events & Publication Assistant. These positions aim at relieving the managers from administrative work.

The Management organization chart is attached (Appendix "G").  
So far the Chamber affords 4 staff on the payroll, the 2 Interns being volunteers. While the BOD is grateful for the whole staff support, it extends its special gratitude to its volunteers.

The new staff **Performances Measurement System**, first introduced in 2006 and updated early 2009, allowed for much focused and results orientated activities, in term of additional values for member and revenue generation.

Thanks to Batiste, Yvan, Jeyanthi and Leilei, the Chamber has outperformed in 2009, in term of valued activities, support and services to members, communication within the Swiss platform in China and Switzerland, and moreover, bringing a small profit in the difficult and economically challenged year 2009.

### ***Office Room***

Since 7 September 2006 SwissCham Beijing enjoys simple office facilities at the Canadian International School (CIS) at Liangmaqiao Road (east of Kempinski Hotel/21st Century Hotel). The room is graciously made available for free by the school, to which we express our deep appreciation. The Chamber would be financially challenged if it had to pay a rent.

Our staff hardly fits in our current offices however. Therefore any offer to use any larger premises free-of-charge will be gratefully considered.

### **Partners**

#### ***SwissCham Hong Kong***

Although legally independent since it is subject to Hong Kong, not Mainland Chinese law, the Swiss Chamber of Commerce Hong Kong (SCHK) as it used to be known under its legal name maintains close ties with SwissCham China.

SCHK now uses "SwissCham Hong Kong" as its trade name, thus reflecting the intention of SwissCham China to be perceived as one organization.

### **SCCC**

SwissCham and SCCC are legally independent organizations with no common structure and have unevenly partnered in the past. A close cooperation between the two organizations is a key focus for the future. Several meetings and discussions have taken place and common initiatives have been identified.

Unification in the near future, a close cooperation for now, will be very much beneficial to our members. Indeed whereas SwissCham is on the China frontline, SCCC maintains close connections with Swiss companies HQs, business organizations and the Swiss government.

### ***Embassy***

The Embassy, namely Ambassador Godet, has given strong support to the Chamber throughout the whole past statutory year including invitations to business lunches at the Embassy, various consultations and participation to official visits.<sup>14</sup>

Namely, the Chamber had been invited by the Ambassador to be part of the Sounding Board of Switzerland's Image Campaign lead by Presence Switzerland under a mandate from the Department of Foreign Affairs. The Board is an advisory body to the Steering Committee and is chaired by the Ambassador. The Campaign's current focus is the Swiss pavilion for the 2010 Shanghai World Expo.

The Chamber was invited to participate in the FTA workshops in Beijing and Bern as part of the Swiss delegation.

Krystyna Marty has been representing the Embassy on the BOD throughout the previous statutory year and in the beginning of this term.<sup>15</sup> Following Krystyna's promotion as Minister, she handed over her BOD position to Yannick Roulin, the new Head of Economic and Commercial Section in August 2009.

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<sup>14</sup> See above p. 4, "Events".

<sup>15</sup> The Embassy of Switzerland in Beijing is a Standing Honorary Member of SwissCham Beijing, Beijing Bylaws, Art. 6(2)(a). It is invited from time to time to sit on the BOD of SwissCham Beijing as Honorary Director, see Beijing Bylaws, Art. 7(3)(b).

This year marks the 60 years of Switzerland – China diplomatic relations: 1950-2010. SwissCham is actively supporting the activities of the embassy in this regard.

### ***Osec and Swiss Business Hub***

The relationship with Osec<sup>16</sup> and its representative offices in China, the Swiss Business Hub (SBH), has been improved and exchanges have been intensified on all levels.

Since the contract with Generis regarding the location Switzerland mandate has been terminated end of 2009, SwissCham is discussing with the Swiss Hub concrete opportunities of cooperation to assist Swiss Hub in the fulfillment of their new mandate. The Swiss Hub has taken over the mandate of attracting Chinese companies and investors to invest into Switzerland. SwissCham has many advantages on offer and all efforts are done to reach an agreement of cooperation.

### ***CCPIT***

The China Council for the Promotion of International Trade (CCPIT) is an Honorary Member of SwissCham Beijing and is consistently supportive. It is currently represented by Yu Jianlong, Vice-Chairman of CCPIT and Secretary General of the China International Economic & Trade Arbitration Commission (CIETAC).

### ***Foreign Chambers in Beijing***

The cooperation with all the major chambers of commerce in Beijing has been further intensified. Many events have been organized in cooperation with other chambers. SwissCham Beijing is recognized as a driving force among the chambers for its valuable business events. The invitation to participate in joint events among chambers is reciprocal and we were approached by various chambers, eg. the European chamber and other leading chambers, to hold events together.

Events with clear Swiss focus will be handled by SwissCham internally. Business topics of general interest are often co-organized with other chambers

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<sup>16</sup> Osec (Office suisse d'expansion commerciale) is the largest agency of the Swiss government in charge of trade promotion, see [www.osec.ch](http://www.osec.ch).

for the benefit of our members especially. We can often present an international view, including a Swiss perspective, with speakers from Switzerland and the other participating chamber/s. For many members it is an important added benefit to meet members of other chambers, as well.

## **Website**

The website is now updated daily by one permanent staff and features extensive news-clipping of Swiss Business in China, information about the Chamber's activities.

There still is ample room for improvement. Namely, the database would need to be completely revised. Therefore, any offer of technical support will be gratefully considered.

Nevertheless we believe that our website can reasonably pretend to offer the richest online source of information about Sino-Swiss economic and trade relations.

## **Sichuan Earthquake**

Following the Sichuan earthquake last year, the Swiss business community in China, under the initiative of SwissCham Shanghai, cosponsored by SwissCham Beijing and in cooperation with the Swiss Embassy, the Consulates General in Shanghai and Guangzhou, the Swiss Club in Shanghai and the Swiss Society in Beijing, launched the **Swiss Community Project** for contributing to the relief efforts. It raised in excess of seven million renminbi<sup>17</sup> thus sponsoring a **Kindergarten Sponsorship Project in Longxing**. The construction started in Summer 2009 and the inauguration is planned for late April 2010.

The project ground breaking ceremony took place in Longxing in May 2009.

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<sup>17</sup> Paid cash: CNY4,016,809.22. Promised cash: CNY6,842,947.40. Promised goods: CNY1,253,885.91. All amounts as of 8 February 2010.

## Assessment

The strategic goals which we set for 2009/10 included the following:<sup>18</sup>

- Continuity in strategic re-orientation
- Swiss Platform
- Connect
- Exchange
  - Committees
  - Event strategy
- Lobby
- Promote
- Service
- Management

The goals set for 2009/10 have been reached or are in the process of being reached. Goals like the close cooperation between the stakeholders of the Swiss platform has improved a lot but efforts will be ongoing in 2010/11.

The cooperation between SwissCham and the Swiss associations like SCCC has improved but the ultimate goal of a possible unification will still be in the goals for 2010/11 as well.

The developments in membership were strongly influenced by the financial crisis and a focus on membership development will be a main goal for 2010/11.

## Conclusion

Under the current economical situation, I am satisfied to be able to present you with balanced accounts for this year. The results of the Chamber are in line with the presented budget at the RAGA in 2009. While 2009 has been a year of damage control, I have a more positive outlook for 2010/11.

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<sup>18</sup> 2008/9 RAGA Package, p. 27.

In 2009/10 we focused on establishing a closer cooperation between the stakeholders of the Swiss platform and offering more value to our members. The feedback from our members confirms that we are going in the right direction.

Our management team has been stable throughout the year, working well together and knowing our members and their expectations. The focus of the BOD was to make the management team more independent and to make it interact more with our members and stakeholders.

The financial challenge of reaching a balanced P&L at the end of the year has been mentioned before and only a good team work between the BOD and the management team made this achievement possible. The management team took ownership of this challenge and delivered as promised.

Considering the above I feel compelled to say on behalf of our BOD and Management Team that, over the past statutory year, whereas there is always room for improvement and considering the limited support at its disposal, the Chamber has done his best for fulfilling its mission.

Therefore I am recommending you to approve my report and the discharge of the 2009/10 BOD.

Peter Troesch  
President  
SwissCham Beijing

**2010/11 Tentative Program<sup>19</sup>**  
**by the President of SwissCham Beijing**

After an economically challenging year, the board looks slightly more positive into 2010/11. The board suggests a balanced budget and has the commitment of the management team to achieve the set targets.

***Swiss Platform***

The platform was launched successfully and exchanges between the stakeholders with Swiss interests, eg. SwissCham China (Beijing, Shanghai and Guangzhou), SCCC (Swiss Chinese Chamber of Commerce in Switzerland), SwissCham Hong Kong, the Embassy of Switzerland in Beijing, the Swiss Business Hub China, Osec, Switzerland Tourism, will be further fostered and concrete co-operations will be developed. SwissCham Beijing is the entrance point to the Swiss platform.

The 60 year anniversary of diplomatic relations 1950 – 2010 is a corner stone for the Embassy and SwissCham Beijing this year. While the World Expo is happening in Shanghai, our focus will be around the 60 year anniversary, while keeping you abreast the developments at the World Expo, as well. SwissCham Beijing is in close contact with the Embassy for the organization of related functions and events. SwissCham Beijing is taking the lead to organize a Sino-Swiss Economic Forum in the later part of 2010 as main economic event during the 60 year anniversary. Depending on the final schedule of the expected presidential delegation from Switzerland in 2010, we will coordinate the date and organization closely together with the Embassy and the Swiss Hub.

The 60 year anniversary gives us a good chance to further deepen the relations with other foreign chambers and Chinese government bodies and associations, as well.

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<sup>19</sup> Beijing Bylaws, Art. 6(b)(iv).

### ***Membership***

A main focus of 2010/11 will be put on membership development. We plan to reinstate members who left the Chamber last year because of financial situation, develop new Swiss members and look at developing qualified Chinese members with business links to Switzerland.

We continue our efforts to further develop members' benefits. Annual sponsorship packages, taking into account the current economical situation of our members, have been created for 2010/11 to maximize exposure and overall involvement of companies throughout the year. The BOD and Management Team are convinced that this is a good opportunity for many of our members. The management is eager to give you all details.

### ***Services***

The current event strategy of focusing on three groups of events – platform, profile, lobbying – will be maintained and further adapted to the developing needs of our members. The planned Sino-Swiss Economic Forum will be the highlight of this year's events whereas the Swiss Ball will be a second event to watch out for. We are looking forward to the Ambassador's briefings, as well, and extend the BOD and management team's warmest thanks to His Excellency, Ambassador Blaise Godet, for his dedication to SwissCham Beijing.

The committees have been set-up by now and we will focus on giving appropriate roles and involvement to the different committees and committee chairs. We believe in the important role of the committees in bringing the Chamber more business driven inputs.

Lobbying efforts towards Swiss and Chinese authorities and associations in Switzerland and China will be another focus of the 2010/11 term.

SwissCham Beijing is a platform which is only as good as the participation and active inputs of the different stakeholders and members. We, as BOD and management team, see our main role in creating this platform and fostering an interesting and healthy business environment to facilitate various exchanges on our - on your - platform. Hence our mission statement which was created last year and still summarizes our guiding principles:

***connect > exchange > lobby > promote > service***

These points represent the opinion and vision of the 2009/10 board, all points will be elaborated upon by the to-elect board or 2010/11.

I believe that this program corresponds to the Chamber's mission and to the needs of our members. Therefore, I recommend that you approve the proposed 2010/11 tentative program.

Peter Troesch  
President, SwissCham Beijing



## **2009 Accounts<sup>20</sup>**

### **Introduction**

The accounts are subject to a two-layers control. The Treasurer shall report at the RAGA.<sup>21</sup> The accounts have to be audited by the statutory Auditor, which shall also issue a report.<sup>22</sup>

The Auditor<sup>23</sup> is appointed at the RAGA for the next statutory year. The Auditor which performed the 2009 audit is SJ Grand.

The audited accounts, the Auditor's notes and the Auditor's statement are reproduced in the appendices (Appendices "H", "I", "J").

Even though the statutory year runs from the last RAGA to the next, whereby the RAGA must be held in the first quarter of the year, the accounting year closes on 31st December. As a result the 2009 accounts cover the time period from 1 January 2009 through 31 December 2009 whereas the statutory year runs from 27 March 2009, date of the last RAGA, till 12 March 2010, date of this RAGA. The gap from 1 January 2009 till 27 March 2009 is covered by the 2009 audit whereas the gap between 1 January 2010 and 12 March 2010 will be covered at the next 2010/11 RAGA with the 2010 audit.

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<sup>20</sup> Beijing Bylaws, Art. 6(b)(iii).

<sup>21</sup> National Articles, Art. 6(C)(4)(b).

<sup>22</sup> Beijing Bylaws, Art. 9(1) and (2).

<sup>23</sup> Beijing Bylaws, Art. 9(1).



## **2009 Accounts**

### **Report by the Treasurer of SwissCham Beijing**

#### **Profit & Loss**

2009 was a year which ended with a positive surprise – despite a challenging economic environment, we could achieve a small profit of RMB 46,974, even more than the budgeted net profit of RMB 21,893.

This result has its foundation in the very hard working, stable management team which carried SwissCham through this difficult year. The team, now working together in its second year, knowing our members, was able to get the necessary sponsorships and advertisement from our members.

On the membership front, however, we lost a significant number of members, several of whom we hope to be able to get back this year. The reason stated for these departures was generally not the increased membership fee as approved by the RAGA in 2009, but general cost saving measures. Recruiting new members will be key task for 2010.

#### **Cash Flow**

Our cash balance at the beginning of the year was RMB 434,443 and by the end of the year RMB 597,547.

The main reasons for this increase, more than the net profit, are mainly accounts payables for the Swiss Ball held in November 2009 and inter-chamber payables, due to closer cooperation with SwissCham Shanghai.

#### **Balance Sheet**

Liquidity increased as mentioned above. The Chamber has no long term debt, but an equity position of RMB 575,681.

## **Revenues Positions**

### ***Membership Fees***

The membership fees generated an income of RMB 441,726 which is significantly below the budgeted membership revenue of RMB 513,522.

### ***Events***

SwissCham Beijing made the bulk of its event profits from the Swiss Ball, the now firmly established Young Professional's forum and a Swiss Traditional Dinner. As we are a non-profit organization, only small profits were generated from business seminars and networking events.

### ***Products & Services***

The Directory 2009/10 could already register quite a few sponsors, and delivery of the product is expected for spring 2010. We managed to basically break even under the revenue/cost sharing agreement with SwissCham Shanghai for The Bridge Magazine, however, securing advertisements proved to be difficult.

Products & Services also include merchandizing products, such as wine, chocolates or moon-cakes. In connection with the mid-autumn initiative 2009, SwissCham received complaints from our members, several of whom refused to accept the moon-cakes deliveries. In the end, SwissCham could reach an amicable solution with the producer intended to address the inconvenience and financial loss caused to our members and to the Chamber itself.

## **Expenses Positions**

The by far most important expenses positions are the salaries (including commissions and bonus) for our staff. We currently have 4 full time staff plus 2 interns. Total salary costs increased by 17.6%. The staff was careful with General & Administrative costs, so that they could be reduced this year by 17.1%.

No fixed assets were purchased during 2009.

## **Conclusion and Recommendation**

We were able to conclude 2009 with a strong team producing a small net profit and securing our cash position, so that we are pleased to state that we achieved our two key financial targets for this year.

I would like to thank our General Manager Batiste Pilet, Associate Manager Yvan Sprünglin, Communication Manager Jeyanthi Geymeier and Office Manager Lei MENG for having put in extra efforts to secure this positive result, and recommend our members to approve the accounts.

Christoph Konrad  
Treasurer  
SwissCham Beijing



## **2009 Accounts**

### **Report by the Auditor of SwissCham Beijing**

The Auditor of SwissCham Beijing is SJ Grand.<sup>24</sup> SJ Grand's audit was certified by Beijing Deyuanxinheng Certified Public Accountants. See the audited accounts, the Auditor's notes and the Auditor's statement in the appendices (Appendices "H", "I", "J").

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<sup>24</sup> SJ Grand is a Small/Medium Corporate Member.



## **2010 Budget<sup>25</sup>**

### **Report by the Treasurer of SwissCham Beijing**

For the detailed budget, please refer to Appendix "K".

#### **Key considerations for the 2010 Budget**

Our 2010 budget is built on two main considerations: first, we can continue with the full support of the existing team to achieve the same results on the major events as in 2009 (Swiss Ball, Swiss Traditional Dinner, Young Professional Forum, merchandizing) – the team believes this to be possible, as in their everyday operations they can feel how an improving economic climate in general, and an improving understanding for our members' concerns (value add in line with Holcim initiative of January 2009) in special open up a lot of sponsorship and advertisement opportunities. The Bridge and its special edition for the Shanghai Expo 2010 are expected to benefit from this trend in particular. Other events, such as luncheons, breakfasts, speeches or networking events, continue to be basically run on a break even basis.

Second, we believe that several of the members we lost last year can be regained as their representatives are still in Beijing, and new members can be successfully signed in. A membership initiative will be a key factor for our 2010 strategy.

We therefore believe that on the revenue side, a slight increase of 3% in gross revenues can be expected.

On the cost side, we believe that the existing team will be able to work more efficiently, as they by now know the procedures inside out, and reduce costs of events, promotion and purchasing by 8%. Similarly, the costs of running the office (General & Administrative) may still be further reduced by 12%. Team stability, efficiency and increased focus on members' needs also comes at a cost, and we believe that overall salary costs may increase by 15% - the

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<sup>25</sup> Beijing Bylaws, Art. 6(b)(iv).

quality of our staff is excellent which is to be recognized also for retention purposes.

Over the course of the year, we expect the transition of the role and responsibilities from our current General Manager, Batiste Pilet, to the current Associate Manager, Yvan Sprünglin, with the two of them ultimately assuming the roles of Executive Director and General Manager respectively.

As a result, we would expect a small net profit of RMB 11k for the next year. Again we would be focusing on managing our cash positions carefully.

Lastly, two separate comments: (i) the budget does not yet reflect any positive impact from potential sponsorship packages which the office is currently contacting key members for; (ii) the BOD would like to propose to the RAGA to conduct a review of our auditing process as a matter of best practice, as the same auditors have been reviewing our accounts for over 5 years now. We would then reconfirm the existing auditor or propose a new one at the end of this review process.

Christoph Konrad  
Treasurer  
SwissCham Beijing

## Appointments

As noted above, the RAGA has to appoint the **Auditor**. The Auditor is appointed upon recommendation of the BOD.<sup>26</sup>

The BOD would like to propose to the RAGA to conduct a review of our auditing process as a matter of best practice, as the same auditors have been reviewing our accounts for over 5 years now. We would then reconfirm the existing auditor or propose a new one at the end of this review process.

We take this opportunity for expressing our gratitude to SJ Grand for their support during the past statutory years.

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<sup>26</sup> Beijing Bylaws, Art. 9(1).



## **Elections**

### **Regional Board of Directors of SwissCham Beijing**

#### **Introduction**

The Regional Board of Directors is in charge of supervising the management and of the representation of SwissCham Beijing.<sup>27</sup> It is composed of five Office Holders and six Directors of the Board and one Honorary Director. The Office Holders are:

- President
- 2 Vice-Presidents
- Secretary-General
- Treasurer

In addition, the Embassy of Switzerland in China<sup>28</sup> is Honorary Director of the Board of SwissCham Beijing. The Embassy's representative, who usually is the Commercial Attaché, sits on the BOD.

The Directors of the Board are elected at the RAGA<sup>29</sup> for one year.<sup>30</sup> The President is elected by the RAGA. The other functions are elected within the BOD.<sup>31</sup>

Typically, Directors of the Board are expected to attend 2/3rd of scheduled Board Meetings. Their attendance has to be announced before the election.<sup>32</sup>

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<sup>27</sup> Beijing Bylaws, Art. 7(1). See also National Articles, Art. 6(A).

<sup>28</sup> Beijing Bylaws, Art. 6(2)(a).

<sup>29</sup> National Bylaws, Art. VI(2).

<sup>30</sup> Beijing Bylaws, Art. 7(3)(a).

<sup>31</sup> Beijing Bylaws, Art. 6(2)(e).

<sup>32</sup> Beijing Bylaws, Art. 7(3)(c).

In compliance with the Rules, the BOD made as of 10 February this year repeated **open calls for candidacy to the BOD** to all the members, see Appendix "C".<sup>33</sup> Members interested are invited to send their resume to the Chamber's office. In order to allow time for copying your resume to the voting members, please submit your **candidacy until Tuesday, 10 March 2010 latest.**

Your application will be posted online on the Chamber's website. At the RAGA, you will be requested to shortly introduce yourself and explain your motivation in front of the assembly before the proceeding of the elections.

### **The 2009/10 Board of Directors**

The composition of the 2009/10 BOD was the following:

- President Peter Troesch (Peach International)
- Vice-President Felix Sutter (PwC)
- Vice-President YANG Junyi (Schindler)
- Secretary-General Alex Sudan (Sicpa)
- Treasurer Christoph Konrad (UBS)
- Director CHEN Yu Xing (T-Systems)
- Director Adrian Emch (Sidley Austin)
- Director Thomas Keller (Nestle)
- Director Urs Laeuppi (Individual Member)
- Director Ronald Szytura (Szytura Architects)
- Director Klaus Ziegler (Quality Partnerships)
- Honorary Director Krystyna Marty/Yannick Roulin  
(Embassy of Switzerland)

As noted above, typically, Directors of the Board are expected to attend 2/3rd of scheduled Board Meetings. Their attendance has to be announced before the election. The Directors may not stand for re-election if they did not attend 2/3rd of the Meetings.<sup>34</sup>

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<sup>33</sup> Beijing Bylaws, Art. 7(e).

<sup>34</sup> Except the Honorary Director of the Board.

## SWISSCHAM BEIJING RAGA 2009/10

So far the BOD members attendance during the 2008/9 statutory year is the following:

<b>Name</b>	<b>F<sup>35</sup></b>	<b>OH<sup>36</sup></b>	<b>Invited<sup>37</sup></b>	<b>Attended<sup>38</sup></b>	<b>Ratio</b>	<b>Threshold</b>	<b>Passed</b>
Peter Troesch	P	Yes	13 <sup>39</sup>	12	92%	66.66%	YES
Felix Sutter	VP	Yes	13	7	54%	66.66%	NO
YANG Junyi	VP	Yes	13	3	23%	66.66%	NO
Alex Sudan	SG	Yes	13	9	69%	66.66%	YES
Christoph Konrad	T	Yes	13	9	69%	66.66%	YES
CHEN Yu Xing	D	No	6	6	100%	66.66%	YES
Adrian Emch	D	No	6	5	83%	66.66%	YES
Thomas Keller	D	No	6	5	83%	66.66%	YES
Urs Laeuppi	D	No	7	7	100%	66.66%	YES
Ronald Szypura	D	No	6	6	100%	66.66%	YES
Klaus Ziegler	D	No	6	5	83%	66.66%	YES
K. Marty/Y. Roulin	H	No	6	6	N/A	N/A	YES

Felix Sutter and YANG Junyi will abstain to reapply due to relocation; therefore the 2/3 rule is irrelevant in their cases. By now all the other Directors are entitled to reapply, subject to their attendance till the RAGA.

The average attendance is 80%<sup>40</sup> which is, for the second year in a row, the best result in the past five years.

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<sup>35</sup> F = Function; P = President; VP = Vice President; SG = Secretary-General; T = Treasurer; D = Director of the Board; H = Honorary Director of the Board.

<sup>36</sup> OH = Office Holders.

<sup>37</sup> From the 2008/09 RAGA of 27 March 2009 not included until the BOD meeting of 27 January 2010 included.

<sup>38</sup> Attendance includes partial attendance and attendance online as may have been the case.

<sup>39</sup> Office Holders have been invited to attend 6 Executive Board Meetings until November 2009.

<sup>40</sup> Representative of the Embassy of Switzerland not included.



## **Elections**

### **2010/11 Board of Directors**

BOD members are elected by secret ballot by simple majority of the represented members at the RAGA.<sup>41</sup>

You have to elect up to **eleven Directors**, provided there are at least eleven candidates.

Please use the **Voting Ballot No. 1** attached (Appendix "M").

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<sup>41</sup> Beijing Bylaws, Art. 6(f).



## **Elections**

### **President of SwissCham Beijing**

Once you will have elected the Directors of the Board, you will have to elect among them the **President of SwissCham Beijing**. The same rules apply.

You will be invited to do so, and, at the same time, you will elect the National Representatives, see below. Please use the **Voting Ballot No. 2** attached (Appendix "N").



## Elections

### National Board Representatives

The Rules request that Regional Organizations such as SwissCham Beijing nominate, among the members of their Regional BOD, candidates for the National Board of Directors, among whom one **Regional President** and additional **National Representatives**.<sup>42</sup> These candidates will then have to be elected by the National Annual General Assembly (NAGA), which this year will be held in Shanghai on 27 March 2010. Thus this is a two-steps election: first regional, second national.

Therefore in principle you have to elect, among the SwissCham Beijing BOD members whom you just elected, **three National Representatives**.<sup>43</sup> The President of SwissCham Beijing may also be a National Representative and is usually the Regional President.<sup>44</sup>

For the 2009/10 statutory year, SwissCham Beijing's National Representatives have been:

- Regional President      Peter Troesch
- Vice-Chairman<sup>45</sup>      Alex Sudan
- Vice-Chairman      Felix Sutter

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<sup>42</sup> National Bylaws, Art. VII(3).

<sup>43</sup> SwissCham Shanghai is also entitled to three National Representatives. Since 2006, SwissCham Guangzhou is entitled to one, National Bylaws, Art. VI(2). SwissCham Hong Kong is invited at the NBOD Meetings but formally has no seat since it is a legally separate organization.

<sup>44</sup> The Rules have been modified at the 2005 NAGA on 12 April 2006 for accommodating SwissCham Guangzhou which was created on this occasion following the opening of the Swiss Consulate in Guangzhou. They now foresee that SwissCham Beijing and SwissCham Shanghai shall each be represented by three Directors and SwissCham Guangzhou by one Director at the NBOD. National Bylaws, Art. VI(2).

<sup>45</sup> All the National Representatives but the National Chairman and the Treasurer are Vice-Chairmen, National Articles, Art. 6(C)(1)(b).

However National Representatives are elected for three terms.<sup>46</sup> Peter Troesch is reapplying as Director of the Board of SwissCham Beijing at this RAGA. Since he has been elected National Representative at the RAGA 2007/08, provided he is reelected as Director of the Board this year, he will not need to be reelected as National Representative this year. Also, since Alex Sudan has been elected National Representative last year, provided he is reelected as Director of the Board this year, he will not need to be reelected as National Representative this year.

Felix Sutter is not reapplying so that the question does not arise as far as he is concerned. Therefore if Peter Troesch and Alex Sudan are reelected you will need to elect one more National Representative among the newly elected Directors of the Board of SwissCham Beijing.

At the RAGA, or first-step level, the election shall follow the same rule as for the Regional BOD: National representatives are elected by secret ballot by simple majority of the represented members at the RAGA.<sup>47</sup> Please use the **Voting Ballot No. 2** attached (Appendix "N").

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<sup>46</sup> National Articles, Art. 6(B)(3).

<sup>47</sup> Beijing Bylaws, Art. 6(f).

## **Directors Appreciation**

The Board of Directors of SwissCham Beijing wishes to express its sincere appreciation to the Directors who leave the Board at this RAGA.



## Sponsors Appreciation

SwissCham Beijing wishes to acknowledge and express its appreciation to the many companies, other organizations and individuals that supported the Chamber in 2009/10 with **financial donations** or donations in the form of **goods or services**. These sponsors are:

### Financial Sponsors

Abacare	Pöyry
ARD Real Estate	SGS
Career International	Sinodis/Emmi
CEIBS	Swiss Re
Crowne Plaza Sun Palace	SWISS/Lufthansa
Dongdao Design	Swissinfo
Gurit	Swissôtel
Holcim	Tsinghua University
Leica Geosystems	T-Systems
LEM	UBS
Lufthansa German Airlines	Zuercher Kantonal Bank
Mercuria	Zurich Insurance
Nestlé	

### Goods and Services Sponsors

Aer Network	MCon
Airbus	Moevenpick
Bull	MQ Wines
Canadian Int'l School of Beijing	Nespresso
CH-ina	Provins
Crowne Plaza Sun Palace	Sinodis/Emmi
Dolomitiski	Sinofile
JVK	SJ Grand
Kempinski	Swatch Group
Lindt & Sprüngli	SWISS/Lufthansa

APPENDIX A

**Invitation to the Regional Annual General Assembly of  
SwissCham Beijing 2009/10**

Dear Member:

In compliance with Article VII(1) of the Bylaws of SwissCham China and Article 6(2)(b) of the Bylaws of SwissCham Beijing, the Board of Directors of SwissCham Beijing is pleased to invite you to the

**2009/10 Regional Annual General Assembly of SwissCham Beijing.**

The RAGA will take place on

**Friday, 12 March 2010 at 6pm sharp at Swissôtel in Beijing.**

**Registration as from 5:30pm. You must register for being able to vote. The Voting Bureau will close at 6:00pm. Late arrivals can attend but not vote.**

The details of the hotel are:  
2 Chaoyangmen North Avenue  
Tel: +86 10 6553 2288  
<http://beijing.swissotel.com>.

A detailed program is attached.

Please fill in and fax the participation form attached. In order to reach the quorum and enable the RAGA to sit, **please return the proxy attached if you cannot or are not sure to attend.**

Thank you for supporting SwissCham Beijing.

For the Board of Directors of SwissCham Beijing:

Peter Troesch  
President  
SwissCham Beijing

APPENDIX B

**Participation and Proxy Form**

**2009/10 Annual Regional General Assembly of SwissCham Beijing on 12 March 2010**

Please detach, fill in and fax the following page to **+86 10 6432 3030**.  
We appreciate your early confirmation.

**1 Check "1a" OR "1b" and fill in as appropriate:**

1a  I am an INDIVIDUAL MEMBER. My name is:

.....

1b  I represent a CORPORATE MEMBER. The name of my company  
is:

.....

and my name is:

.....

**2 Check "2a" OR "2b":**

2a  I will attend in person. (Move to 4)

2b  I will not attend or I am not sure to attend and give my proxy vote to:  
(Move to 3)

**3 IF you checked "2b", check "3a" OR "3b" AND fill in as appropriate:**

3a  Another person whose name is:

.....

3b  The Board of Directors of SwissCham Beijing

**4 Sign:**

.....

**5 Fax to +86 10 6432 3030**

You have completed the registration. Thank you.

## APPENDIX C

### Call for elections

Dear Member:

I have the pleasure to inform you that the next Regional Annual General Assembly (RAGA) of SwissCham Beijing will take place on **Friday, 12 March 2010 at Swissôtel Beijing**.

The Beijing RAGA will be followed by the **National Annual General Assembly (NAGA) of SwissCham China** on **Friday, 26 March 2010 in Shanghai**. As you know, the location of the NAGA rotates every year among SwissCham China's branches. Since it took place in Beijing last year, it will be held in Shanghai this year.

A separate invitation will be sent to you shortly for this event.

SwissCham Beijing members are represented by a Board of Directors (BOD) of eleven. These Directors are elected every year by the RAGA.

Besides, SwissCham Beijing is running five **Committees** grouping and representing our members per industry. Each Committee is represented by a Panel of three representatives. These representatives are appointed by the BOD.

I encourage you to apply for either position in order to support the activities of SwissCham Beijing as well as to ensure the representativeness of our members.

Detailed information is available on our website at [www.swisscham.org/bei](http://www.swisscham.org/bei).

**Please send your expression of interest to our General Manager, Batiste Pilet, at [batiste.pilet@bei.swisscham.org](mailto:batiste.pilet@bei.swisscham.org) or call him on 8531 0015 ext. 188.**

Applications are treated confidentially.

Best regards,

Peter Troesch  
President  
SwissCham Beijing

# RULES

## **PART 2 - SWISSCHAM CHINA NATIONAL RULES**

### **PART 2.1 - SWISSCHAM CHINA NATIONAL ARTICLES OF ASSOCIATION**

(Swiss Chinese Chamber of Commerce China)

("NATIONAL ARTICLES")

Last modified by resolution of the National General Assembly of 14 April 2006.

#### **ARTICLE 1 - NAME, SEAT, BUSINESS YEAR**

(1) This organization shall be called in Chinese “Chinese Swiss Chamber of Commerce” or “Zhong Guo Rui Shi Shang Hui” and shall be called in English “Swiss Chinese Chamber of Commerce” (hereinafter referred to as “the Chamber” or “SwissCham”).

(2) This Chamber is established in accordance with the relevant laws and regulations of People’s Republic of China.

(3) The Chamber has its registered office at 20th Floor, Star City Tower C, 10 Jiuxianqiao Road, Beijing 100016, China.

(4) The business year of the Chamber is the calendar year, from January 1 to December 31.

#### **ARTICLE 2 - OBJECTIVES AND ACTIVITIES OF THE CHAMBER**

The Chamber is a non-profit generating, non-governmental organization. The objectives and activities of the Chamber are conducted within the legal framework of the People’s Republic of China and should not damage the public interests and safety of the society:

(a) To promote business relations between companies in Switzerland and the People’s Republic of China (hereinafter referred to as “China”);

(b) To cooperate with the authorities of both countries with the aim of furthering the common economic interests;

(c) To represent, support and protect the interests of the members within the boundaries of the relevant laws and the present Articles of Association;

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## SWISSCHAM BEIJING

- (d) To provide services to members engaged in trade, industry and commerce;
- (e) To promote communication and discussion with the China's economic and cultural organizations based in other countries and areas;
- (f) To undertake cultural and recreational activities in the interest of and beneficial to the members.

### **ARTICLE 3 - MEMBERSHIP OF THE CHAMBER<sup>4</sup>**

#### **SECTION A - CATEGORIES**

(1) Membership comprise four (4) categories:

- (a) Corporate Membership;
- (b) Individual Membership;
- (c) Honorary Membership.

(2) Corporate Membership:

- (a) Commercial establishments such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by companies, institutes or associations located in Switzerland qualify as corporate members;

(3) Individual Membership: All Swiss citizens without restrictions or citizens of other countries, who are employed by a commercial establishment as defined in Article 3 paragraph 1.1 of the present Articles of Associations, as individual members.

(4) Honorary Membership: Personalities who have made great contribution to or earned lasting merits for either the trade relations between Switzerland and China or the Chamber as honorary members.

#### **SECTION B - COMMENCEMENT OF MEMBERSHIP**

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<sup>4</sup> This section had been tentively modified by the National General Assembly of 12 April 2006 but that modification was rejected by the Ministry of Civil Affairs, see 1st edition of these Rules (v4).

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## RULES

(1) The Board of Directors of the Chamber shall decide on the admissibility of an applicant to membership or for a change in classification of membership by simple majority.

(2) The person who applies for membership shall submit an application in written form.

(3) If the Board of Directors approves an application for membership, the applicant shall become a member of the Chamber only upon payment of membership dues as stipulated in Article 5.

### **SECTION C - TRANSFER AND TERMINATION OF MEMBERSHIP**

(1) Membership in the Chamber shall not be transferred.

(2) Membership in the Chamber terminates upon death, resignation or termination, dissolution and bankruptcy of business of that Member, or upon decision by simple majority made by the Board Directors of the Chamber. That member shall, within fourteen (14) days after the termination of membership, pay off membership dues and other obligations in arrear to the Chamber.

### **SECTION D - EXCLUSION OF MEMBERSHIP**

Any member of the Chamber with voting right may bring motion to the Board of Directors for its decision by simple majority on the exclusion of a member who so conducted as:

(a) To aggrieve any other member of the Chamber purposely in the light of adequate evidence.

(b) To cease business in case of corporate membership, or its parent corporation or its Chinese representative office or affiliates cease business due to investigation and sanctions incurred under local laws; and in case of individual membership, to be prosecuted by jurisdiction and incur criminal liabilities due to his or her intention or fault.

(c) To impair the reputation or interest of the Chamber by other acts violating these Articles of Association.

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**ARTICLE 4 - RIGHTS AND OBLIGATIONS OF MEMBERS OF THE CHAMBER**

(1) All members of the Chamber shall have the right to participate in General Meetings. Every member except honorary member has one vote in the General Meeting. Corporate members shall vote through representatives. However, members of the Chamber shall have no voting rights unless their membership dues are paid for the past years and for the current year in full.

(2) All members of the Chamber shall access to consultancy and other services provided by the Chamber in the field of Swiss-Chinese trade and commerce. Members may also obtain publications issued by of the Chamber, such as periodicals, instructions, etc. free of charge. However, where detailed and time consuming expert opinions are involved, appropriate compensation shall be paid to the Chamber to cover costs and expenditure.

(3) Every member of the Chamber except the honorary members shall pay membership dues. The sum thereof shall be proposed by the Board of Directors, approved by the General Meeting, and notified to members at beginning of every business year. The membership dues shall be paid within one (1) month after receipt of the notification.

(4) The members are required to assist the Chamber in achieving its objectives.

(5) The members shall observe the Articles of Association and the By-laws of the Chamber, and the decisions of the organs of that Chamber.

**ARTICLE 5 - GENERAL MEETING OF THE CHAMBER**

**SECTION A - ORDINARY AND EXTRAORDINARY GENERAL MEETINGS**

(1) The General Meeting shall be the principal organ of the Chamber. There are Ordinary General Meetings and Extraordinary General Meetings.

(2) An Ordinary General Meeting shall be held annually in the first quarter of the business year.

(3) Extraordinary General Meetings shall be convened:

(a) if the Board of Directors so decides, or

(b) if at least ten percent (10%) of the total number of Voting Members submit a written application to the Board stating the reasons to convene them.

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### **SECTION B - THE ORDINARY GENERAL MEETING**

Apart from its statutory functions, the Ordinary General Meeting:

- (a) Adopts reports by the Chairman of the Chamber, the Presidents of each region, the Treasurer and the Honorary Auditor.
- (b) Elects office holders to the Board of Directors;
- (c) Elects an Honorary Auditor, who shall not be Member of the Board of Directors;
- (d) Approves the annual membership fees of the Chamber, proposed by the Board of Directors;
- (e) Decides on motions, with the exception of those concerning applications of admission.

### **SECTION C - PROCEDURES OF THE GENERAL MEETING**

(1) The General Meeting shall be convened by the Board with notice to the members. The notice shall be dispatched at least twenty (20) days prior to the time of the General Meeting.

(2) The Chairman or the Vice Chairman of the Chamber shall act as Chairman of the General Meeting.

(3) The General Meeting shall proceed in accordance with the pre-determined agenda. Any member of the Chamber may submit written request to the Board for additional item to the agenda provided such request are made at least forty eight (48) hours prior to the General Meeting.

(4) The General Meeting convened through due process with at least twenty percent (20%) of the members with voting right present or represented by proxies constitutes a quorum provided at least ten percent (10%) of members with voting right from each region as defined in Art. 7 Sec. E of this Articles of Association shall be present or represented. The Chairman of the General Meeting has the casting vote where a tie occurs.

(5) The General Meeting may hold secret voting where need arises.

(6) Any member may vote through proxy, provided a written authorization letter is presented.

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(7) The General Meeting shall be recorded in the form of minutes of meeting which shall be kept at the seat of the Chamber for members' consultation.

**ARTICLE 6 - BOARD OF DIRECTORS OF THE CHAMBER**

**SECTION A - DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors is in charge of management and representation of the Chamber. The duties of the Board comprise in particular:

- (a) To promote the objectives of the Chamber and to ensure that it fulfils its duties;
- (b) To lay down by-laws and general guidelines for the management of the Chamber and submit them to the General Meeting for Approval;
- (c) To represent, to promote and to protect the interests of the Chamber's members;
- (d) To report to the General Meeting of the Chamber;
- (e) To admit new members to the Chamber or approve changes of in membership category;
- (f) To exclude members from the Chamber whose behaviour is grossly detrimental to the interests and objectives of the Chamber or who intentionally violate the regulations of these Articles of Association;
- (g) To propose the membership fees schedule for the Chamber and have it approved by the Ordinary General Meeting;
- (h) To appoint persons as needed to assist in achieving the objectives of the Chamber;
- (j) To appoint committees or subcommittees as needed, and delegate duties or powers as needed;
- (k) To fulfil all the tasks of the Chamber which do not belong to the lawful or statutory rights or obligations of the General Meeting or the Chairman or President of each region.
- (l) To adopt the budget proposed by the Treasurer or President of each region.
- (m) To establish, if the necessity arises, an Advisory Board.

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### **SECTION B - COMPOSITION OF THE BOARD**

(1) The Board of Directors of the Chamber shall be composed of at least six (6) members whom shall be elected by the General Meeting.

(2) Every region set-up by the board in accordance with the Sec. E of this Articles of Association hereunder shall be represented by at least one member delegated to the Board.

(3) The term of Directorship is three (3) years and continuous term is permitted. In case of Board members abandoning their seat on the Board during a term the Board shall appoint another person as director provided it submits the appointment to next General Meeting for approval.

### **SECTION C - OFFICE HOLDERS WITHIN THE BOARD OF DIRECTORS OF THE CHAMBER**

(1) The office holders amongst the Members of the Board of Directors shall consist of:

(a) A Chairman, to be voted by the Members of the Board;

(b) Vice Chairmen, the number of which to be decided by the Board of Directors depending on the number of members and regions as determined by Sec. E of this Articles hereunder required by the Chamber's presence and activities.

(c) A Treasurer;

(d) Contingent further office holders.

(2) The duties of the Chairman of the Board consist in:

(a) Convening and taking charge of meetings of the Board;

(b) Representing the Chamber in all civil activities and exerting powers with respect thereto, especially undertaking lawsuit in name of the Chamber.

(3) The Vice Chairman of the Board assist the Chairman in fulfilling the duties. In the absence of the Chairman, one of the Vice Chairmen shall act as the Spokesman/woman of the Board of the Chamber.

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(4) The Treasurer to be elected by the Board shall make reports upon request to the Board and under supervision thereof take charge in:

- (a) Managing properties and keeping the accounts of the Chamber, including effecting over due payments;
- (b) Submitting to the General Meeting fiscal report and auditorial items of relating to the last business year.

(5) Compensation for duties performed by the Chairman, Vice-Chairmen and other Members of the Board shall be decided by the General Meeting.

### **SECTION D - MEETING OF THE BOARD**

(1) A meeting of the Board shall be convened by the Chairman upon a written request by at least one third of all the members of the Board for so doing. The Chairmen must convene the meeting of the Board within fifteen (15) days from receipt of such written request.

(2) At least half of all members of the Board constitute the quorum. In the case that quorum fails to be established, the meeting of the Board shall be convened within the next fifteen (15) days.

(3) Every member of the Board has one vote in the meeting. The Chairman has a casting vote when a tie occurs.

(4) In case of absence by individual member of the Board, a proxy in written form should be served and delivered to the Secretary of the Meeting prior to the meeting to be held.

(5) A Secretary on a non-permanent basis shall be appointed by the Chairman or his representative for each meeting of the Board.

### **SECTION E - EXECUTIVE COMMITTEE**

(1) Each region shall have its own Executive Committee and independence in the organization of daily management and activities for its local members. The territorial coverage of an individual region should be decided by the Members of the Board.

(2) Each regional Executive Committee may elect its president who is in charge of that Executive Committee. The President of regions shall submit a report to the General Meeting every year stating activities of that region.

(3) Executive Committee may, if need arises, employ employees.

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## ARTICLE 7 - FINANCE

(1) The Chamber has the right to accumulate financial assets and to make use of them . The Chamber's funds and assets consist of the following :

- (a) Membership contributions;
- (b) Reimbursements for costs incurred by the Chamber when rendering services;
- (c) Subsidies and other grants from third parties;
- (d) Incomes from interest accrued on securities and other properties owned by the Chamber;
- (e) Other legal financial resources.

(2) The Board of Directors shall dispose of the Chamber' s financial resources in accordance with the budget approved by the Board and in agreement with the Chairman of the Chamber and Presidents of each region. Where the Chamber receives special purpose grants, they may only be used for the intended purposes.

(3) No member of the Chamber shall have any individual right regarding the Chamber's assets and financial means.

(4) If the Chamber is dissolved, any assets remaining after settlement of liabilities and not dedicated to any special purposes shall, by decision of an Extraordinary General Meeting, be transferred to an institution or a project which promotes Swiss-Chinese economic relations, or that serves for humanitarian or educational purpose.

(5) The Chamber may establish bank accounts.

## ARTICLE 8 - LIABILITIES

Liabilities shall be met exclusively from the Chamber's assets. No member of the Board of Directors, of the executive staff or of the Chamber may be held personally liable.

## ARTICLE 9 - RECORD

The record of the General Meeting and the meeting of the Board shall be kept by the Chairman or any person designated by the Chairman. The Chairman

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shall also take charge of or designates other person to keep documents, statistic and commercial books of the Chamber, and other properties of the Chamber of the similar kind.

### **ARTICLE 10 - ACCOUNTING BOOKS**

(1) The income or expenditure of the Chambers and the activities relating to such income or expenditure, together with the assets and liabilities of the Chamber shall be recorded in the accounting book. The accounting book shall be kept at the registered business place of the chamber, or at other place considered appropriate by the Board.

(2) The accounting books shall be open to members of the chamber for inspection subject to reasonable limitations laid down by the General meeting of the Chamber with regard to the time or method of such inspection.

### **ARTICLE 11 - HONORARY AUDITOR**

The Chamber's accounts must be audited every year by an Honorary Auditor proposed by the Board of Directors and elected at the Ordinary General Meeting for a period of one year. The Honorary Auditor shall inspect the annual financial statements, including cash flow statements and other documents. He has 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 Board and submitted to the General Meeting.

### **ARTICLE 12 - ARBITRATION**

The Board of the Chamber may appoint an Arbitration Committee to settle disputes among members of the Chamber.

### **ARTICLE 13 - AMENDMENTS TO THE ARTICLES OF THE CHAMBER**

These Articles of Association of the Chamber may be amended by decision of a General Meeting on the proposal of the Board of Directors or following a written motion by at least one tenth of the Voting Members of the Chamber. Any decision to alter or to make additions to these Articles of Association shall require a two-thirds majority of the Voting Members present or represented at a General Meeting.

### **ARTICLE 14 - BY-LAWS OF THE CHAMBER**

The Board of Directors may draft, alter, add to and repeal By-Laws of the Chamber, as long as they do not conflict with this Articles of Association of the

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Chamber. The By-Laws and any amendment thereto shall only become effective upon approval by a simple majority of the Voting Members present or represented at a General Meeting. The members of the Chamber shall be notified of any changes in the By-Laws.

### **ARTICLE 15 - DISSOLUTION OF THE CHAMBER**

(1) The Chamber may only be dissolved by a decision of an Extraordinary General Meeting exclusively convened for this purpose.

(2) The invitation to attend the Extraordinary General Meeting which is to decide upon the dissolution of the Chamber must specifically indicate the purpose of the meeting and have been mailed at least six (6) weeks prior to the meeting. After dissolution, the assets and property would be handled in accordance with Article 7.4.

### **ARTICLE 16 - FINAL PROVISION**

(1) These Articles of Association is written in Chinese and English versions. In case of conflict, the Chinese version shall prevail.

(2) These Articles of Association is with the Ministry of Civil Affairs as of December 2005, per the approved resolution by the SWISSCHAM General Assembly Meeting held on April 18, 2005

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## **PART 2.2 - SWISSCHAM CHINA NATIONAL BYLAWS**

(Swiss Chinese Chamber of Commerce China)

("NATIONAL BYLAWS")

Version of 12 March 2004. Amended on 12 April 2006.

### **ARTICLE I - DEFINITIONS**

For the purpose of these Bylaws and of any Regional Bylaws:

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

*The Articles of Association* (hereinafter referred to as "the 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 Organizations within the Chamber.

*The National 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 Organizations within the Chamber.

*The National Board of Directors* (hereinafter referred to as "NBoD") is the executive body of the Chamber.

*The National General Assembly* ("National GA" or "NGA") includes all members of the Chamber and is the supreme body of the Chamber. (It is referred to as "General Meeting" in the Articles.)

*Organizations* or *Chapters* are the regional Organizations within the Chamber.

*The Regional Board of Directors* ("Regional BoD") is the executive body of an Organization. (It is referred to as "Executive Committee" in the Articles.)

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*The Regional Bylaws* is a set of practical regulations and guidelines based on the Articles and the National Bylaws written to ensure the smooth operation of an Organization.

*The Regional General Assembly* ("Regional GA") includes the members of an Organization and is the supreme body of an Organization.

### **ARTICLE II - NAME, SEAL, FORMAL DOCUMENTS**

Section 1. SwissCham China shall have a seal, a reproduction of which is attached (Exhibit 1).

Section 2. The Chamber's structure, proceedings and decisions are established by means of a set of formal documents:

(a) Legal documents (approved by PRC authorities):

- (i) Business Licence;
- (ii) Articles;
- (iii) Chairperson and members of the NBoD;

(b) Formal documents (approved by the Chamber's organs):

- (i) National Bylaws approved by the NGA;
- (ii) Minutes of the NGA meeting;
- (iii) Minutes of the NBoD meetings ;
- (iv) Auditors reports;
- (v) Acknowledgement of receipt of the Chairperson.

The seal, legal and formal document shall be held by the Chair and be duly handed over to the newly elected Chairperson.

The handover is formalized by an acknowledgement of receipt of the seal and the complete set of formal documents signed by the newly elected Chairperson.

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## ARTICLE III - ORGANIZATIONS

Section 1. SwissCham China recognizes the diversity of business activities in China and serves its members locally through its Regional Organizations.

Section 2. Organizations are established upon request of a regional group of SwissCham China Members and by decision of the NBoD. This decision shall be approved by simple majority at the next NGA meeting.

Section 3. Within the framework of the Articles and these Bylaws, Organizations may establish their Regional Bylaws.

These Regional Bylaws' shall be consistent with the Articles and National Bylaws. The NBoD shall confirm such consistency and the NGA shall validate them by simple majority vote.

Section 4. Each Organization contributes an equal amount of money to cover the annual administrative expenses accrued by the Chamber according to the budget approved by the NGA.

Section 5. Bookkeeping is carried out within and by the Organizations. The Organizations shall follow PRC accounting rules and regulations (Chinese GAP), the Articles and the National Bylaws for the financial accounting of their activities.

For consolidation purposes, the Organizations shall establish their financial statements according to the chart of accounts established by the NBoD.

The National Treasurer shall establish or amend the chart of accounts subject to prior consultation with the Treasurer of each Organization.

Section 6. Each Organization shall submit to the NBoD 45 days before the date of the NGA the following documents:

- (i) Report on activities conducted and attended by members of the Organization;
- (ii) explanation of accounts;
- (iii) Assets & Liabilities and Profit & Loss reports;
- (iv) Fixed Assets lists;
- (v) General Ledger;

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(vi) Membership list, including a Membership Fee Paid list to ascertain voting rights;

(vii) One supporting document for every entry in the General Ledger;

(viii) Budget for the new business year.

### **ARTICLE IV - CO-OPERATION, ASSOCIATES**

Section 1. SwissCham China recognizes the value and importance of close co-operation with the Swiss-Chinese Chamber of Commerce, Zurich, and its regional Organizations in Switzerland.

Section 2. The BoD and the Regional Executive Committees may recognize business associations (“associates”) on a non-member basis when it is deemed appropriate to serve the objectives of SwissCham China.

### **ARTICLE V - MEMBERSHIP**

Section 1. Applicants address the SwissCham China’s application form, a reproduction of which is attached (Exhibit 2), to the respective Regional BoD. Honorary Members shall not be required to make applications.

Section 2. On behalf of the NBoD the Regional BoD shall decide on the admissibility of an applicant to membership or on a change in classification of membership by simple majority.

Members accepted by a Regional BoD that do not qualify for national membership shall be listed as “National Associates” without voting rights

Section 3. An application may be refused without giving any reason, but where an application has been refused, any member in good standing of the respective region may file a motion to admit the applicant at the next Regional GA meeting. Such resolution must be approved by two-thirds of the members present at the meeting.

Section 4. Members have the right to attend all activities of any Organization at Members’ conditions.

Section 5. Visiting members of the Swiss-Chinese Chamber of Commerce, Zurich, or of its regional Chapters, have the same rights as members described in section 4, with the exception of voting rights at the National and Regional GA’s.

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Individual members of the Swiss-Chinese Chamber of Commerce, Zurich, or of its regional Chapters, taking residence in the PRC and having paid their annual fees in Switzerland can enjoy membership status in an Organisation, with the exception of any voting rights until the next Regional General Assembly of such Organisation. This privilege does not apply to corporate members.

Section 6. Members shall pay an annual membership fee to their respective Organization. The annual membership fees of an Organization can vary but shall not exceed the limits of the fee range approved by the NGA. Any change in the amount of the annual membership fee is subject to the amendment rules and procedures set forth in the the applicable Regional Bylaws.

Section 7. In addition to Article 4 Section C of the Articles, Membership terminates in case of non-payment of the membership fees within 6 months after the annual Regional GA meeting. The respective Organization's treasurer shall send out payment reminders at least twice and report the status of unpaid membership fees at every meeting of the Regional BoD.

Section 8. Updated member lists are filed with the Regional BoD and the National BoD.

### **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. The Organizations shall nominate candidates for the NBoD to the NGA for election.

Section 2. The Organizations in Beijing and Shanghai shall each be represented by three directors, the Organization in Guangzhou by one directors on the NBoD. All activities, representation, public appearance and use of the title "chairperson (or vice chairperson) of the NBoD of SwissCham China" are mandate-based and subject to prior formal approval by the NBoD.<sup>5</sup>

Section 3. The chairperson of the NBoD shall in principle alternate between nominees of the different Organizations every two years, unless a Regional BoD whose turn it is forfeits its right to nominate its candidate and the Chair is elected with a two-thirds majority by the NGA.

The President of a Regional BoD shall not be nominated for Chair of the NBoD, unless such nomination is confirmed by a two-thirds majority at the NGA.

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<sup>5</sup> Modified by the National General Assembly of 12 April 2006, see 1st edition of these Rules (v4).

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Section 4. The NBoD shall meet at least once every semester during each business year, each time under the auspices of a different Organization, on a rotating basis.

Section 5. In case of negligence of duty, violation of Chinese laws and/or regulations or any other activities detrimental to the SwissCham China and the Swiss Business Community in China, any NBoD member may be dismissed by a vote of dismissal of at least three-quarters of all NBoD members.

### **ARTICLE VII - REGIONAL GENERAL ASSEMBLY AND REGIONAL BOD**

Section 1. Each Regional BoD shall call at least one annual Regional GA meeting to discuss and decide on regional affairs in accordance with its own Bylaws.

Section 2. Each Regional BoD will be elected by its respective regional GA.

Section 3. Each Regional GA shall at least elect a regional President and one or more candidate(s) to the NBoD.

Section 4. An open bidding process, including at least all members, shall be conducted prior to any award of contracts beyond the amount of RMB 50'000.-. The NBoD or the Regional BoD or the committees reporting to the Regional BoD shall approve any such award of contracts.

Regional and NBoD members shall be awarded such contracts only if they are proven to be more competitive than other bidders and after other bidders have been informed of the BoD member bid and had the opportunity to counter-offer.

### **ARTICLE VIII - NATIONAL GENERAL ASSEMBLY**

Section 1. The ordinary NGA meeting of SwissCham China shall take place each time under the auspices of a different Organization, on a rotating basis.

Section 2. A member will have voting rights at the NGA provided:

(a) s/he personally attends the NGA meeting and both of the following cumulative conditions have been met:

(i) The member has been confirmed by the National Board of Director based on the list provided by the Regional BoDs;

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(ii) The member has paid all his dues in full before the NGA meeting for the year the NGA meeting is closing, as evidenced by the Regional Treasurer Accounts, including the Membership Fee Received list.

(b) He/she<sup>6</sup> appoints a proxy by means of a written and signed original authorization letter to be presented by the proxy at the NGA meeting. Such proxy letter shall specify the nature of the meeting and its date, the member to be represented and the member acting as proxy.

It is the NBoD responsibility to duly establish the representation of members at the NGA meeting and to announce each representation before any voting.<sup>7</sup>

### ARTICLE IX - FINAL PROVISIONS

Section 1. The National Bylaws and any amendment thereto shall only become effective upon approval by a simple majority of the voting Members present or represented at the NGA.

Section 2. These National Bylaws shall come into effect once approved by the SwissCham China NGA held on March 19, 2002.

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<sup>6</sup> Modified by the National General Assembly of 12 April 2006, see 1st edition of these Rules (v4).

<sup>7</sup> Modified by the National General Assembly of 12 April 2006, see 1st edition of these Rules (v4).

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## PART 3 - SWISSCHAM BEIJING REGIONAL RULES

### PART 3.1 - SWISSCHAM BEIJING REGIONAL BYLAWS

Swiss Chinese Chamber of Commerce Beijing

("BEIJING BYLAWS")

(Swiss Chinese Chamber of Commerce Beijing)

Last modified by resolution of the Annual General Assembly of ~~28 February~~  
27 March 2009.

The Swiss Chinese Chamber of Commerce ("SwissCham" or "the Chamber") is a foreign chamber of commerce established in accordance with the relevant laws and regulations of the People's Republic of China.

The Chamber has its registered offices at Room 100, CIS Tower, 38 Liangmaqiao Road, Chaoyang District, Beijing 100125, People's Republic of China.

In accordance with Article III, Section 2 of its Bylaws, the Chamber has decided to establish a Regional Organization and issues the following Regional Bylaws.<sup>8</sup>

#### ARTICLE 1 - STATUS, NAME AND OFFICE<sup>9</sup>

SwissCham Beijing is a Regional Organization of the Chamber.

The Regional Organization shall be named "Swiss Chinese Chamber of Commerce Beijing" or "SwissCham Beijing".

SwissCham Beijing shall have its offices at the Chamber.

#### ARTICLE 2 - PURPOSE

SwissCham shall promote the Chamber's purpose in the Beijing region.

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<sup>8</sup> Non-material amendments approved by the BOD Meeting of SwissCham Beijing of 18 March 2009.

<sup>9</sup> Ibid.

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**ARTICLE 3 - TERRITORY**

SwissCham Beijing covers the region of Northern China meaning the territory north of the Yangtse river.

**ARTICLE 4 - MEMBERSHIP<sup>10</sup>**

Those Members of the Chamber shall also be Members of SwissCham Beijing who:

- (a) are incorporated or have residence in the territory defined in Article 3;
- (b) submit their membership application for the Chamber through the offices of SwissCham Beijing.

The membership categories are defined at Art. 3, Sec. A of the National Articles of Association and Art. V, Sec. 2(2) of the National Bylaws.

"As stated by Art. V, Sec. 2 and 3 of the National Bylaws, the BOD decides on the admissibility of an applicant or on a change in classification of membership by simple majority.

"In principle, applicants are admitted as Corporate Member.

"Additional regional member categories include:

"(a) Corporate Membership: Commercial establishments such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by companies, institutes or associations not located in Switzerland; Additional employees of Corporate Members are eligible as Corporate Affiliates;

"(b) Individual Membership: All non-Swiss citizens who are not employed by a commercial establishment such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by companies, institutes or associations located in Switzerland;

"(c) Associate Membership: Members accepted by the Regional BOD that do not qualify for national membership. Namely, students and young professionals are eligible for Associate Membership. So are business associations as per Art. IV, Sec. 2 of the National Bylaws.

<sup>10</sup> See 2008/9 RAGA Package, pp. 33-6 and 2008/9 NAGA Package, pp. 15-8. Amendment approved by the 2008/9 RAGA and NAGA of 27 March 2009.

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"(d) Honorary Membership: Personalities who have made great contribution to or earned lasting merits for either the trade relations between Switzerland and China or the Regional Organization.

"Additional regional members do not enjoy voting rights.

~~SwissCham Beijing Regional Membership Constitution:~~

~~——(i) Members With Voting Rights:~~

~~(aa) Corporate Membership: members with Swiss investment or offices in Switzerland. Members with Swiss investment or offices in Switzerland and in the process of setting up in China.~~

~~"(bb) Individual Members: all Swiss citizens or all others employed by Swiss-based or Swiss-invested enterprise.~~

~~——(ii) Members Without Voting Rights:~~

~~(aa) Corporate Membership: members without Swiss investment or offices in Switzerland.~~

~~(bb) Individuals: other citizens who are not employed by Swiss-based or Swiss-invested enterprise.~~

~~(cc) Associate Membership: any person or institutions that likes to be affiliated with SwissCham.~~

~~(dd) Honorary Membership: person(s) with great contribution for Swiss-China trade or for SwissCham.~~

### ARTICLE 5 - MEMBERSHIP FEES

The Members shall pay a membership fee that will be submitted by the Regional Board for approval by the Regional General Assembly Meeting. The membership dues shall be paid within one month after receipt of the notification.

In addition to Article 4 Section C of the Articles, Membership terminates in case of non-payment of the membership fees within 6 months after the annual GA meeting. The treasurer of the Beijing Chapter shall send out payment reminders at least twice and report the status of unpaid membership fees at every meeting of the board.

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**ARTICLE 6 - REGIONAL GENERAL ASSEMBLY**

The Regional General Assembly of the Members shall be the supreme BODY of SwissCham Beijing. Its decisions shall be subject only to the decisions, rules and regulations of the Chamber.

The Regional General Assembly shall function according to the rules outlined in Article 5<sup>11</sup> of the Articles of Association of the Chamber.

(a) The Swiss Embassy Beijing is a standing Honorary Member of the Beijing Chamber.

(b) Invitation to the annual Beijing GA will be sent 30 days in advance and include the following documents:

(i) Agenda

(ii) Activity report of the Board

(iii) Accounts for the past period and auditors' identification

(iv) Program and budget for the next period

(v) Candidacies call to the Board

(vi) Amendment proposals for the Beijing bylaws, when relevant

(c) Quorum for the Beijing GA is 50% of membership with voting right.

(d) A member has voting rights when he has paid his membership fee for the past period and all other dues.

(e) Representative functions of the Board (President, National Representatives) are elected by the GA, others are decided within the Board

(f) Board members are elected by secret ballot. A member is elected to the Board only if a simple majority of the represented members at the GA have voted for them.

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<sup>11</sup> See 2007/8 RAGA Package, pp. 32-3. Amendment approved by the RAGA of 28 February 2008 and by the NAGA of 14 March 2008.

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(g) A secret ballot will be conducted:

(i) If the Chair of the GA so requests or

(ii) If 2 members of the GA so request

### **ARTICLE 7 - REGIONAL BOARD OF DIRECTORS & EXECUTIVE STAFF**

The Regional Board of Directors is in charge of management and representation of SwissCham Beijing.

It shall be convened and function according to the rules outlined in Article 6<sup>12</sup> of the Articles of Association of the Chamber.

It may appoint a manager for taking care of daily matters, as well as other staff. Manager and other staff need not be Members of the Chamber.

(a) Board Members are elected for one year.

(b) Board is constituted of a maximum of 11<sup>13</sup> Members, which does not include honorary Board members, as relevant.

(c) Typically, Board Members are expected to attend 2/3rd of scheduled Board Meetings. Attendance of Board Members to past year Board Meetings will be announced within the election process. The Board Members may not stand if they did not attend 2/3rd of scheduled Board Meetings.<sup>14</sup>

(d) Board membership is revoked in case a Board Member of corporate category changes company.

(e) Before annual elections to the Board or, in case of a vacancy, before selecting a temporary Board member, the Board shall make an open call for candidacy to all the membership.

(f) An open bidding process, including all members shall be followed for the awarding of contracts approved by the Board.

(g) Board members shall not be included in the bidding of SwissCham Beijing projects and shall not take such contracts.

(h) Responsibilities of the Executive Director (ExD) include:

<sup>12</sup> Ibid., p. 33 and clerical error: "6", not "VI".

<sup>13</sup> Ibid., p. 32.

<sup>14</sup> Ibid.

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## SWISSCHAM BEIJING

- (i) Daily Beijing Chamber activities
  - (ii) Events
  - (iii) Sales & marketing
  - (iv) New members acquisition
  - (v) Services offered by the Beijing Chamber
  - (vi) Profit & loss accountability
- (j) The Board will set targets expenses level, manage and review performance of the ExD on a bi-annual basis.

### **ARTICLE 8 - FINANCE**

The Beijing Chapter provides the appropriate bookkeeping and accounting measures for its finances and reports to the National Board.

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

### **ARTICLE 9 - AUDITOR**

An Auditor proposed by the Regional Board of Directors and elected at the Regional General Meeting for a period of one year must audit SwissCham's accounts once a year.

The Auditor shall inspect the annual financial statements, including cash flow statements and other documents. He has 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 Regional Board and submitted to the Regional General Meeting.

After approval by the Regional General Meeting, the Auditor's report on the financial statements of SwissCham Beijing shall be forwarded to the Board of Directors of the Chamber 14 days before the date of the General Assembly Meeting of the Chamber.

### **ARTICLE 10 - REPORTING TO THE CHAMBER**

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## RULES

The President of the Beijing Chapter shall submit an Annual Report to the Board of Director of the Chamber 14 days before the date of the General Assembly Meeting of the Chamber including:

- (a) Activities conducted and attended by members of the Beijing Chapter
- (b) Budget for the new calendar year
- (c) Updated register of Members

### ARTICLE 11 - FINAL PROVISIONS

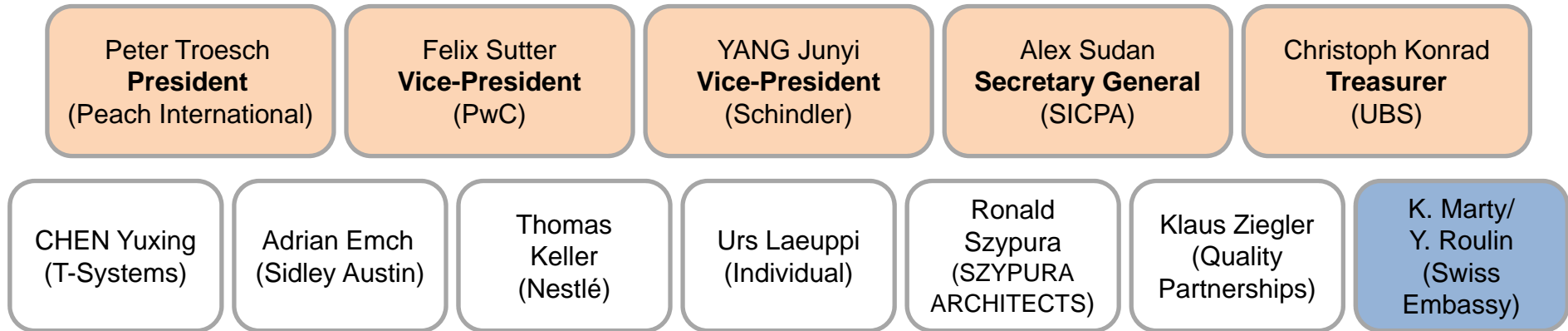
These Bylaws are effective as of the General Meeting of the Chamber of 18 April 2001.

They have last been amended at the Meeting of the Chamber of ~~28 February 2008~~ 27 March 2009.

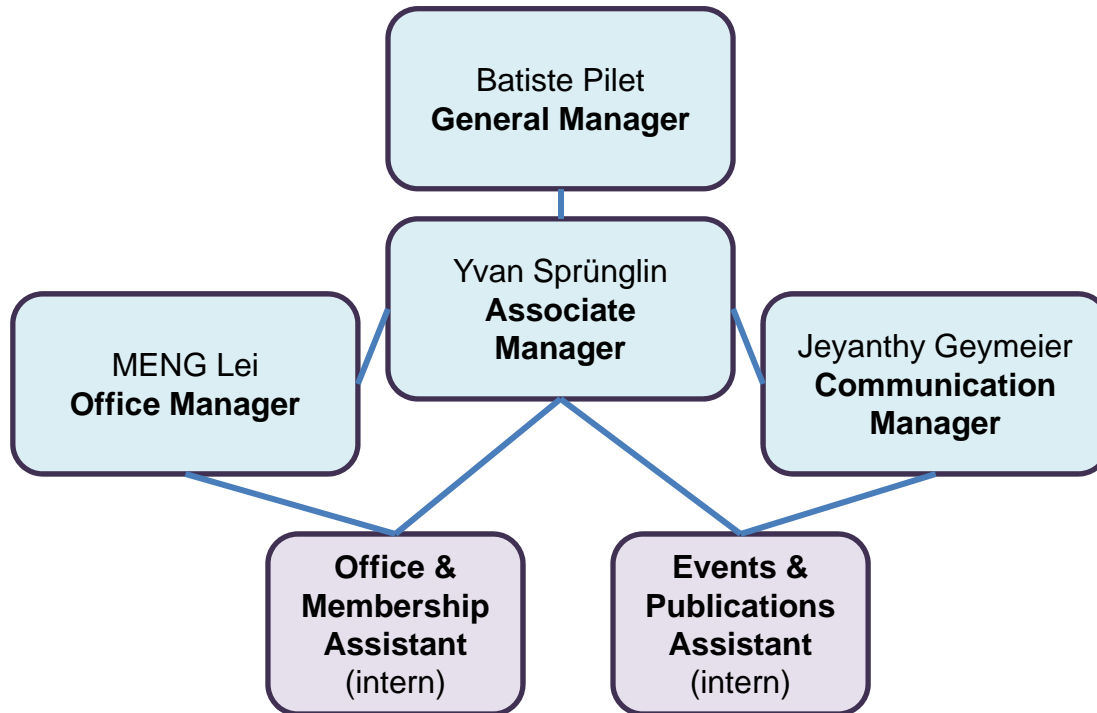
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# Board & Management 2009/10

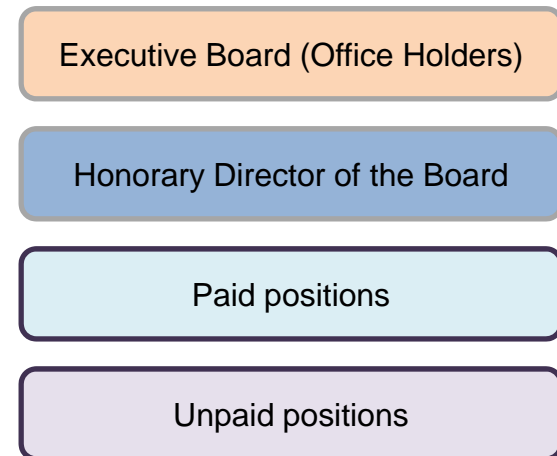
## Directors of the Board



## Management Team



## Legend:



## Swiss Chinese Chamber of Commerce Beijing

BALANCE SHEET AS OF 31 December 2009

ASSETS	Beijing Office		LIABILITIES AND CAPITAL	Beijing Office	
	2009.12.31	2008.12.31		2009.12.31	2008.12.31
CURRENT ASSETS			CURRENT LIABILITIES		
Cash on hand	77,661.90	8,473.40	Short term loans		
Cash in bank	519,885.23	425,969.98	Notes payable		
Short term investments			Accounts payable		
Notes receivable			Deposits from customers		
Accounts receivable	60,968.00	66,360.00	Other payable	142,457.30	
Other receivable	63,418.00	50.00	Accrued payroll	11,457.50	5,236.00
Less: Provision for bad debts			Welfare & benefit payable		
Receivable-net book value	124,386.00	66,410.00	Tax payable	23,257.96	13,904.34
Deposits to suppliers			Other payments		
Allowance receivable			Accrued expenses		
Inventories	2,040.00	2,040.00	Other current liabilities		
Deferred and prepaid expenses			Total current liabilities	177,172.76	19,140.34
Other current assets					
Total current assets	723,973.13	502,893.38	LONG TERM LIABILITIES		
LONG TERM INVESTMENTS			Long term loans		
Long term investments			Debentures payable		
Less: Provision for loss on long-term investment			Accounts payable due after one year		
Long term investments-net book value			Other long term liabilities		
FIXED ASSETS			Total long term liabilities		
Fixed assets-cost	123,820.57	123,820.57			
Less: accumulated depreciation	94,940.35	78,866.90	DEFERRED TAX:		
Fixed assets-net book value	28,880.22	44,953.67	Deferred tax credit		
Disposal of fixed assets					
Construction in progress			Total liabilities	177,172.76	19,140.34
Total fixed assets	28,880.22	44,953.67	SHARE CAPITAL EQUITY		
INTANGIBLE ASSETS AND OTHER ASSETS			Capital received		
Intangible assets			Capital surplus		
Long term deferred and prepaid expenses			Surplus reserve		
Other assets			Undistributed profit	575,680.59	528,706.71
Total intangible assets and other assets			Includes: Net profit of this year	46,973.88	165,520.27
DEFERRED TAX			Total share capital equity	575,680.59	528,706.71
Deferred tax debit					
<b>TOTAL ASSETS</b>	<b>752,853.35</b>	<b>547,847.05</b>	<b>Total liabilities and capital</b>	<b>752,853.35</b>	<b>547,847.05</b>

**Swiss Chinese Chamber of Commerce Beijing**

PROFIT AND LOSS STATEMENT By the year ended of December 2009

	ITEMS	Beijing Office			ITEMS	Beijing Office	
		2009.1-12	2008.1-12			2009.1-12	2008.1-12
	<b>TOTAL REVENUE</b>	<b>1,315,122.99</b>	<b>1,348,739.71</b>		<b>TOTAL EXPENSES &amp; COST</b>	<b>1,268,149.11</b>	<b>1,183,219.44</b>
	Include:				Include:		
1	Membership Fee	441,725.51	419,509.51	1	Events, Promotion and Purchasing	441,100.20	438,345.34
2	Events	594,680.00	501,306.97	2	Wages and Salary	683,754.80	581,367.21
3	Products & Service	275,994.87	424,121.09	3	General & Administrative	89,771.17	108,344.11
4	Others	2,722.61	3,802.14	4	Foreign exchange loss	-109.98	3,194.79
				5	Depreciation of Fixed Assets	16,073.45	9,734.49
				6	Tax	37,559.47	42,233.50
					<b>Net Profit</b>	<b>46,973.88</b>	<b>165,520.27</b>

**Swiss Chinese Chamber of Commerce Beijing**

CASHFLOW STATEMENT By the year ended of December 2009

	ITEMS	Beijing Office			ITEMS	Beijing Office	
		2009.1-12	2008.1-12			2009.1-12	2008.1-12
	<b>TOTAL CASH IN</b>	<b>1,589,262.44</b>	<b>1,307,061.71</b>		<b>TOTAL CASH OUT</b>	<b>1,426,158.69</b>	<b>1,384,886.41</b>
	Include:				Include:		
1	Membership Fee	441,725.51	419,509.51	1	Events, Promotion & Purchasing	308,040.20	542,277.34
2	Events	613,680.00	482,306.97	2	Wages & Salary	678,117.34	573,548.17
3	Products & Service	235,980.87	401,443.09	3	General & Administrative	89,771.17	108,344.11
4	Others	2,722.61	3,802.14	4	Fixed Assets Purchasing		45,700.00
	Payments with SwissCham SHA	295,153.45		5	Tax	65,073.99	111,772.00
				6	Deposit		50.00
				7	Effect of changes in foreign exchange rate on cash	-109.98	3,194.79
				8	Payments with SwissGastro	63,368.00	
				9	Payments with SwissCham SHA	221,897.97	
					<b>Net Cash Flow from January 1st to December 31st 2009</b>	<b>163,103.75</b>	<b>-77,824.70</b>

# **Swiss Chinese Chamber of Commerce Beijing**

## **Audit Report for 2009**

Translated by SJGRAND Financial & Tax Advisory

If there is any conflict of meaning between the Chinese and English versions,  
the Chinese version will prevail.

Beijing Deyuanxinheng Certified Public Accountants Firm.

# Audit Report

Deyuanxinheng Audit (2010)001

## **To Swiss Chinese Chamber of Commerce,**

We have audited the accompanying financial statements of Swiss Chinese Chamber of Commerce Beijing (hereafter “the Chamber”) , which comprise the balance sheet as of December 31, 2009, the profit and loss statement and cash flow statement for the year then ended.

## **Management's Responsibility for the Financial Statements**

The Chamber’s management is responsible for the preparation of these financial statements in accordance with related accounting regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

## **Certified Public Accountant's Responsibility**

Our responsibility is to express an opinion on these statements based on our audit. We conducted our audit in accordance with Chinese Auditing Standards for the Certified Public Accountants. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing audit procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Chamber’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion, these financial statements of the Chamber comply with the related accounting regulations and present fairly in all material respects including the financial position of the Chamber as of December 31, 2009 and the results of

operations and cash flows of the Chamber for the year then ended.

**The limitation of the report**

This report can only be used by the members of the Chamber. If it is used non-properly, the auditors and the CPA firm who conducted this audit are not responsible for any consequence.

The supplementary documents

1. The balance sheet as of December 31<sup>st</sup>, 2009
2. The profit and loss statement for the year 2009.
3. The cash flow statements for the year 2009.
4. The explanation of audit report.

Beijing Deyuanxinheng Certified Public Accountants Firm.

January 19<sup>th</sup>, 2010

## The Explanation of Audit Report

As entrusted by yours, we conducted the audit on your balance sheet as of December 31st, 2009, profit and loss statement and cash flow statement for the year ended of 2009. The following is the disclosure of your financial situation.

### 1. General financial situation

The Financial statements which were audited only include Beijing office. As of December 31st, 2009 the total Assets is RMB 752,853.35. The total Liabilities is RMB 177,172.76, and the total Net Assets is RMB 575,680.59. The total revenue of 2009 is RMB 1,315,122.99, the total expenses and cost of 2009 is RMB 1,268,149.11, and the net profit of 2009 is RMB 46,973.88.

### 2. Note on financial statement

#### 2.1. Monetary Fund:

The Monetary Fund recorded in the account of Dec 31st, 2009 is RMB 597,547.13 .The details are following:

ITEM	Original Currency	Original	Dec 31st, 2009
Cash on hand	RMB	77,661.90	77,661.90
Cash in bank	RMB	489,945.62	489,945.62
Cash in bank	USD	4,384.70	29,939.61
Total			597,547.13

#### 2.2. Accounts Receivable

The Accounts Receivable recorded in the account of Dec 31<sup>st</sup>, 2009 is RMB 60,968.00

Company Name	Dec 31st, 2009	Remark
Lufthansa	14,000.00	Advertising Expenses
SwissGastro	32,393.00	Revenue from sale moon cakes
Swissinfo	14,575.00	Sponsorship Fee
Total	60,968.00	

### 2.3. Other Receivable

The Other Receivable recorded in the account of Dec 31<sup>st</sup>, 2009 is RMB 63,418.00

Company Name	Dec 31st, 2009	Remark
SwissGastro	63,368.00	Deposit of making moon cakes and Indemnity Receivable
Water shop	50.00	Deposit of bucket
Total	<u>63,418.00</u>	

### 2.4. Inventories

The Inventories of RMB 2,040.00 recorded in the account of Dec 31<sup>st</sup>, 2009. They are the T-shirts in the quantity of 30.

### 2.5. Fixed Assets

The original cost of Fixed Assets recorded in the account of Dec 31<sup>st</sup>, 2009 is RMB 123,820.57, the Accumulated Depreciation is RMB 94,940.35 and the net value is RMB 28,880.22. The Fixed Assets mainly include computers and office equipment.

### 2.6. Other Payables

The Other Payable recorded in the account of Dec 31<sup>st</sup>, 2009 is RMB142,457.30.

Company Name	Dec 31st, 2009	Remark
SSB	59,406.00	Profit from Swiss ball
Mcon	15,000.00	Membership list fee (Pay for shanghai)
SHA	68,051.30	Internal Transaction
Total	<u>142,457.30</u>	

### 2.7. Wages Payable

The Wages Payable of RMB 11,457.50 recorded in the account of Dec 31<sup>st</sup>, 2009 is the commissions for employee.

### 2.8. Tax Payable

According to tax regulation, all revenues of the Chamber except for the Membership fee are subject to Business Tax at the rate of 5%. The advertisement income is subject to the Culture Construction fee at the rate of 3%. The Tax Payable recorded in the account of Dec 31<sup>st</sup>, 2009 is RMB 23,257.96. The details are following:

ITEM	Dec 31 <sup>st</sup> , 2009	Remark
Business Tax	18,458.96	
Business Tax	2,800.00	Made Invoice on behalf of Shanghai, Tax of Q4,2009
Individual Income Tax	1,999.00	
Total	<u>23,257.96</u>	

## SwissCham Beijing - Budget 2010

2009/10 Annual Regional General Assembly of SwissCham Beijing of 12 March 2010

All figures in CNY	2010B	Change %	2009A
Membership	489,975	11%	441,726
Events	565,000	-5%	594,680
Products and services	292,000	6%	275,995
Other revenues	2,750	1%	2,723
<b>Total revenues</b>	<b>1,349,725</b>	<b>3%</b>	<b>1,315,123</b>
Events, promotion and purchasing	406,500	-8%	441,100
Wages and salary	788,075	15%	683,755
General & administrative	79,000	-12%	89,771
FX loss	-	-100%	(110)
Depreciation	17,500	9%	16,073
Tax	47,785	27%	37,559
<b>Total expenses</b>	<b>1,338,860</b>	<b>6%</b>	<b>1,268,149</b>
<b>Net profit</b>	<b>10,865</b>	<b>-77%</b>	<b>46,974</b>

APPENDIX L

**Votes Validation Form**

**2009/10 Annual Regional General Assembly of SwissCham Beijing of 12  
March 2010**

Upon arrival, every voting member needs to validate, at the Voting Bureau desk, their own vote plus any proxy vote they may hold on behalf of other voting members. Once validated, each voting member will be issued this form with the number of valid votes for that voting member.

***Example for two votes:***

VOTING MEMBER NAME: .....

NUMBER OF VOTES:

**2**

APPENDIX M

**Voting Ballot No. 1**

**Election of the 2010/11 Board of Directors of SwissCham Beijing  
2009/10 Annual Regional General Assembly of SwissCham Beijing of 12  
March 2010**

See "Elections" above for explanations. The vote is secret. Please use this ballot. Write the names of the candidates which you elect. You may elect maximum eleven candidates. **Use one ballot per vote, i.e., if you have two votes, use two ballots.** Illegible or otherwise ambiguous inscriptions will not be counted. The President of the BOD of SwissCham Beijing will be elected in the next round (Voting Ballot No. 2).

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APPENDIX N

**Voting Ballot No. 2**

**Election of the 2010/11 President of SwissCham Beijing and of National Board Representatives**

**2009/10 Annual Regional General Assembly of SwissCham Beijing of 12 March 2010**

See "Elections" above for explanations. The vote is also secret. Please use this ballot. Among the Directors of the Board of SwissCham Beijing whom you elected in the former round (Voting Ballot No. 1), you now have to elect the President of SwissCham Beijing and three National Representatives. The President of SwissCham Beijing may also be a National Representative. **Use one ballot per vote, i.e., if you have two votes, use two ballots.** Illegible or otherwise ambiguous marks will not be counted.

PRESIDENT OF SWISSCHAM BEIJING:

-----

NATIONAL REPRESENTATIVE 1:

-----

NATIONAL REPRESENTATIVE 2:

-----

NATIONAL REPRESENTATIVE 3:

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# **Minutes of the Annual General Assembly (RAGA) of SwissCham Beijing**

**Statutory Year 2008/2009**

**Date and time:** 27 March 2009, 5 p.m.  
**Venue:** Swissôtel Beijing  
**Chair:** John Liebeskind, President, SwissCham Beijing  
**Minutes Taker:** Clarisse von Wunschheim, Secretary-General, SwissCham Beijing

## **1. Preliminary Matters**

### **1.1. Opening, Welcome Address and Organization Matters**

The Voting Bureau closes and John Liebeskind opens the RAGA at 5 p.m. He welcomes H.E. Blaise Godet, Ambassador of Switzerland to China, and the Assembly. He then addresses organizational matters and recalls that the RAGA is detailed in the RAGA Package, the outline of which will be followed throughout the RAGA. He invites the Assembly to refer to it whenever necessary.

### **1.2. Vote Counting Officer**

Batiste Pilet, General Manager, SwissCham Beijing is approved as Vote Counting Officer. Yvan Sprunglin, Alex Zhang and Vivian Yang, members of the Management of SwissCham Beijing, are approved as Deputies.

.../...

### **1.3. Quorum**

The quorum is then reviewed as follows:

Voting members	80	100%
Quorum	40	50%
Voting members present	19	
Proxies to third-parties	3	
Proxies to BOD	33	
Total votes present	55	69%

The quorum being reached, the RAGA may proceed.

### **1.4. Minutes Taker, Agenda and Minutes**

Clarisse von Wunschheim, Secretary-General, SwissCham Beijing, is then approved as Minutes Taker. So are the Agenda of the current RAGA and the Minutes of the last RAGA.

## **2. Reports and Proposals**

### **2.1. President's Reports**

John Liebeskind delivers the 2008/9 Activity Report. He is followed by Peter Troesch, Vice President, SwissCham Beijing, who delivers the 2009/10 Tentative Program.

Christoph Konrad, Treasurer, SwissCham Beijing (CK), presents the fees increase proposal which is approved by 52 votes.<sup>1</sup>

John Liebeskind presents the amendment proposal to the Bylaws of SwissCham Beijing which is approved by 50 votes.

### **2.2. Treasurer's Reports**

CK delivers his report on the 2008/9 accounts. He is followed by Stéphane Grand of SJ Grand, Auditor of SwissCham Beijing, who delivers his Auditor's Report and confirms that the Treasurer's Report is accurate.

---

<sup>1</sup> This item should have been addressed after at the end of the Treasurer's reports but was treated here by mistake.

CK then presents the 2009/10 budget.<sup>2</sup>

The reports are then submitted to the Assembly's and all of them are approved by 53 votes.

Eventually the 2008/9 BOD is discharged by 52 votes.

### **3. Appointments**

SJ Grand is reappointed by the Assembly as Auditor for 2009 with 53 votes.

### **4. Elections**

#### **4.1. Board of Directors**

John Liebeskind announces that the following seven Directors of the 2008/9 Board are reapplying and that all of them meet the threshold:

Alex Sudan  
Chen Yuxing  
Christoph Konrad  
Felix Sutter  
Peter Troesch  
Ronald Szytura  
Klaus Ziegler

He then announces the following four new candidates:

Adrian Emch  
Urs Laueppi  
Wang Junyi  
Thomas Keller

No further candidate applies after John Liebeskind asks the Assembly if there are any.

.../...

---

<sup>2</sup> See above note 1

## SWISSCHAM BEIJING RAGA MINUTES 2008/2009

The new candidates, then the reapplying candidates briefly introduce themselves to the Assembly. All the candidates are then elected as follows:

Adrian Emch	54 votes
Alex Sudan	54 votes
Chen Yu Xing	54 votes
Christoph Konrad	54 votes
Felix Sutter	52 votes
Peter Troesch	53 votes
Ronald Szypura	54 votes
Thomas Keller	54 votes
Urs Lueppi	54 votes
Klaus Ziegler	54 votes
Wang Junyi	54 votes

### **4.2. President of SwissCham Beijing**

John Liebeskind announces that Peter Troesch is candidate. No further candidate applies after John Liebeskind asks the new BOD if there is any. Peter Troesch is then elected with 53 votes.

### **4.3. National Representatives**

John Liebeskind announces that Peter Troesch, Alex Sudan and Felix Sutter are candidates. Peter Troesch is also candidate as Regional President. No further candidate apply after John Liebeskind asks the new BOD if there are any. The candidates are then elected as follows:

Peter Troesch	53 votes	(Regional President)
Alex Sudan	54 votes	
Felix Sutter	55 votes	

## **5. Appreciations & Closing**

Clarisse von Wunschheim introduces and thanks the Management on behalf of the BOD.

John Liebeskind thanks the departing Directors of the BOD, the departed Executive Director, Michaela Scarpatetti, and the Chamber's sponsors on behalf of the BOD. He then expresses his personal gratitude to Denis Schmid, Ambassador Dante Martinelli and Cyrill Eltschinger for their support throughout his tenure.

## SWISSCHAM BEIJING RAGA MINUTES 2008/2009

Peter Troesch then extends the Chamber's gratitude to John Liebeskind for his dedication over the past four terms.

No other business being left unattended, the RAGA is closed at approximately 6:30 p.m.

Beijing, 27 March 2009

John Liebeskind  
President, SwissCham Beijing  
Chairman of the RAGA

Clarisse von Wunschheim  
Secretary-General, SwissCham Beijing  
Minutes Taker of the RAGA

## APPENDIX P

### Events

Events organized and co-organized by SwissCham Beijing in 2009/10 included:

Date: 27 March 2009  
Title: **RAGA & "Cheese Variations"**  
Type: Special Event  
Venue: Swissôtel  
Total: 90/90 (SwissCham/Total)

Date: 01 April 2009  
Title: **"Credit Crisis and Corporate Credit Risk Management in China".**  
Type: Breakfast Seminar  
Venue: Kerry Centre Hotel  
Total: 8/50 (SwissCham/Total)

Date: 15 April 2009  
Title: **"How to Manage your Career in a Crisis Environment"**  
Type: Young Professionals' Forum  
Venue: Crowne Plaza Sun Palace  
Total: 64/64 (SwissCham/Total)

Date: 28 April 2009  
Title: **"New Tax Regulations for Foreign Companies in China"**  
Type: Breakfast Seminar  
Venue: Swissôtel  
Total: 16/42 (SwissCham/Total)

Date: 06 May 2009  
Title: **"First Steps in the Sino-Swiss Free Trade Agreement"**  
Type: Breakfast Seminar  
Venue: Swissôtel  
Total: 19/19 (SwissCham/Total)

Date: 07 May 2009  
Title: **F&B/T Committee Round Table**  
Type: Roundtable

## APPENDIX P

Venue: Raffles  
Total: 8/8 (SwissCham/Total)

Date: 11 May 2009  
Title: **Swiss Delegation on Environment**  
Type: Roundtable  
Venue: Swissôtel  
Total: 12/15 (SwissCham/Total)

Date: 12 May 2009  
Title: **"Product and Food Safety in China"**  
Type: Breakfast Seminar  
Venue: Kempinski  
Total: 15/34 (SwissCham/Total)

Date: 13 May 2009  
Title: **The European Networking**  
Type: Networking  
Venue: Guigongfu  
Total: 38/350 (SwissCham/Total)

Date: 20 May 2009  
Title: **"World Economic Crisis: China's Recovery Status"**  
Type: Breakfast Seminar  
Venue: Crowne Plaza Sun Palace  
Total: 22/32 (SwissCham/Total)

Date: 25 May 2009  
Title: **"Meeting the Actors of the Swiss Platform in China"**  
Type: Evening Seminar  
Venue: Grand Millennium  
Total: 27/34 (SwissCham/Total)

Date: 02 June 2009  
Title: **Engineering/Manufacturing Committee Roundtable**  
Type: Roundtable  
Venue: Raffles  
Total: 9/9 (SwissCham/Total)

Date: 02 June 2009  
Title: **"Managing Intellectual Property in China"**  
Type: Breakfast Seminar  
Venue: Kempinski  
Total: 16/46 (SwissCham/Total)

## APPENDIX P

Date: 15 June 2009  
Title: **"Development of the Derivatives Market in China"**  
Type: Afternoon Seminar  
Venue: Kempinski  
Total: 8/29 (SwissCham/Total)

Date: 15 June 2009  
Title: **Tianjin Business Networking**  
Type: Networking  
Venue: Renaissance Tianjin TEDA Hotel  
Total: 6/120 (SwissCham/Total)

Date: 18 June 2009  
Title: **Legal/Tax/Consulting Committee Round Table**  
Type: Roundtable  
Venue: Raffles  
Total: 7/7 (SwissCham/Total)

Date: 25 June 2009  
Title: **"Young Professionals Facing the Crisis"**  
Type: Young Professionals' Forum  
Venue: Crowne Plaza Sun Palace  
Total: 100/120 (SwissCham/Total)

Date: 06 July 2009  
Title: **Bank/Finance/Insurance Committee Roundtable**  
Type: Roundtable  
Venue: Raffles  
Total: 6/6 (SwissCham/Total)

Date: 08 July 2009  
Title: **Trade/Retail/Services Committee Roundtable**  
Type: Roundtable  
Venue: Raffles  
Total: 7/7 (SwissCham/Total)

Date: 09 July 2009  
Title: **China's New Tax Rules for Corporate Restructuring**  
Type: Afternoon Seminar  
Venue: Kempinski  
Total: 5/30 (SwissCham/Total)

Date: 29 July 2009

## APPENDIX P

Title: **"Summer Networking"**  
Type: Networking  
Venue: Swissôtel  
Total: 51/250 (SwissCham/Total)

Date: 27 August 2009  
Title: **"Inter-Chamber Networking"**  
Type: Networking  
Venue: Block 8 – The Beach  
Total: 47/200 (SwissCham/Total)

Date: 08 September 2009  
Title: **"Making Payments Overseas"**  
Type: Breakfast Seminar  
Venue: Hilton  
Total: 13/80 (SwissCham/Total)

Date: 17 September 2009  
Title: **"Green Technologies in China"**  
Type: Breakfast Seminar  
Venue: Grand Millennium  
Total: 16/62 (SwissCham/Total)

Date: 22 September 2009  
Title: **"International Networking Night"**  
Type: Networking  
Venue: St-Regis  
Total: 38/945 (SwissCham/Total)

Date: 14 October 2009  
Title: **"Managing Risks Related to the A/H1N1 Pandemic"**  
Type: Evening Seminar  
Venue: Crowne Plaza Sun Palace  
Total: 37/37 (SwissCham/Total)

Date: 15 October 2009  
Title: **Sino Swiss Forum on Legislation on Climate Change**  
Type: Roundtable  
Venue: Raffles  
Total: 9/9 (SwissCham/Total)

Date: 10 October 2009  
Title: **"Francophone Inter-Chamber Networking"**  
Type: Networking

## APPENDIX P

Venue: Face Bar  
Total: 26/90 (SwissCham/Total)

Date: 29 October 2009  
Title: **"Insurance Industry and its Opportunities for Young Professionals"**  
Type: Young Professionals' Forum  
Venue: Crowne Plaza Sun Palace  
Total: 34/60 (SwissCham/Total)

Date: 10 November 2009  
Title: **"Ambassador's Briefing"**  
Type: Evening Seminar  
Venue: Kempinski  
Total: 45/45 (SwissCham/Total)

Date: 28 November 2009  
Title: **Swiss Ball - The Arena is Yours**  
Type: Special Event  
Venue: Crowne Plaza Sun Palace  
Total: 212/305 (SwissCham/Total)

Date: 17 December 2009  
Title: **IP Infringement and Enforcement in China**  
Type: Roundtable  
Venue: Mercuria  
Total: 15/15 (SwissCham/Total)

Date: 08 December 2009  
Title: **Innovation in China**  
Type: Evening Seminar  
Venue: J&E Mansion  
Total: 4/17 (SwissCham/Total)

Date: 09 December 2009  
Title: **PWC Tianjin**  
Type: Breakfast Seminar  
Venue: Hotel Nikko Tianjin  
Total: 0/0 (SwissCham/Total)

Date: 15 December 2009  
Title: **Christmas Networking**  
Type: Networking  
Venue: Raffles

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Total: 33/105 (SwissCham/Total)

Date: 13 January 2010

Title: **New Year Inter-Chamber Networking**

Type: Networking

Venue: Hilton

Total: 54/215 (SwissCham/Total)

Date: 21 January 2010

Title: **Tianjin Business Networking**

Type: Breakfast Seminar

Venue: Radisson

Total: 11/200 (SwissCham/Total)

Date: 21 January 2010

Title: **"Food Safety in China"**

Type: Breakfast Seminar

Venue: Kempinski

Total: 8/45 (SwissCham/Total)

Date: 28 January 2010

Title: **"Opportunities in the PRC Renewables Sector"**

Type: Breakfast Seminar

Venue: Regent

Total: 8/45 (SwissCham/Total)

Date: 02 February 2010

Title: **"Taxation of non-tax resident enterprises in China"**

Type: Breakfast Seminar

Venue: Grand Millennium

Total: 9/20 (SwissCham/Total)

Date: 03 February 2010

Title: **"Managing in China"**

Type: Lunch Seminar

Venue: Swissôtel

Total: 22/22 (SwissCham/Total)

Date: 25 February 2010

Title: **"Chinese New Year Networking"**

Type: Networking

Venue: Raffles Beijing

Total: N/A/N/A (SwissCham/Total)

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Date: 09 Mars 2010  
Title: **"Corporate Restructuring"**  
Type: Breakfast Seminar  
Venue: N/A  
Total: N/A / N/A (SwissCham/Total)

APPENDIX Q

List of Committees

