

## **Swiss Chinese Chamber of Commerce Shanghai:**

### **Shanghai Bylaws**

#### **Preamble**

The Swiss Chinese Chamber of Commerce ("SwissCham China") is the legally established chamber of commerce concerned with Sino-Swiss economic and trade relations in the People's Republic of China. It is a non-profit generating and non-governmental organization.

In accordance with Article 7 Section E of its Articles of Association, the SwissCham China has decided to create a Shanghai Regional Organization: "SwissCham Shanghai". These are the bylaws of the SwissCham Shanghai ("Shanghai Bylaws").

The Articles of Association and the National Bylaws of the SwissCham China supersede the Shanghai Bylaws.

#### **Article 1**

##### **Name, Territory**

1. The Regional Organization of Shanghai shall be named "the Swiss Chinese Chamber of Commerce Shanghai" or "SwissCham Shanghai".
2. SwissCham Shanghai will cover the same Provinces as Swiss Consulate General in Shanghai including the provinces of Anhui, Jiangsu, Zhejiang with a particular focus on the City of Shanghai, hereinafter referred to as "the Territory".

#### **Article 2**

##### **Purpose**

1. The SwissCham Shanghai shall promote the SwissCham China's objectives and activities in the Territory.
2. In addition, the SwissCham Shanghai shall:
  - a) Encourage membership and foster participation.
  - b) Provide an opportunity for the members of SwissCham Shanghai to meet, discuss and promote matters of common interest;
  - c) Monitor and provide to its members useful information on doing business in the Territory and provide practical adding-value tools to facilitate its members' operations;
  - d) Foster synergies and coordination among members for their mutual benefit;

- e) Liaise and cooperate with the Swiss Chinese Chamber of Commerce in Beijing, Guangzhou, Hong Kong and Switzerland as well as with the Swiss Community in the Territory, and its exponents;
- f) Contribute to the enhancement of Switzerland's reputation in China.

### **Article 3**

#### **Membership**

##### **Section A: Membership**

1. Membership categories are Corporate, Individual, Honorary and Associate, as defined in the SwissCham China's Articles of Association and National Bylaws.
2. Additionally, SwissCham Shanghai provides the category "Young Professional". This category is restricted to Swiss students, Swiss trainees or Swiss citizens below 30 years old.
3. To become a member of SwissCham Shanghai, applicants must be incorporated or have residence in the Territory.
4. The membership is effective after approval by the Board of Directors of the SwissCham Shanghai ("Shanghai BoD" or "Board") and payment of the annual membership fee.
5. An application may be temporary rejected or offered associate membership without indication of the reason. The rejection is final upon confirmation by simple majority of the next annual General Assembly of SwissCham Shanghai ("SwissCham Shanghai GA").
6. Honorary members of the SwissCham Shanghai will be admitted by recommendation from the Shanghai BoD and a majority of voting members at the SwissCham Shanghai GA.

##### **Section B: Members Rights & Obligations**

###### ***Rights & Voting Rights***

1. The members have the right to attend activities of SwissCham Shanghai at member's conditions.
2. The members shall have the right to participate in the SwissCham Shanghai GA.
3. Each corporate and individual Member shall have one vote in the SwissCham Shanghai GA. Honorary, Associate and Young Professional Members have no voting rights.
4. In the event of a member's absence, a written proxy may be given to another member for voting.

###### ***Obligations***

5. The members shall pay a membership fee. Its amount will be proposed by the Shanghai BoD for approval by the SwissCham Shanghai GA. The membership dues shall be paid within one month after receipt of the notification.

## **Section C: Cessation**

1. Membership in the SwissCham Shanghai ends by either of the following reasons:
  - 1 by resignation given with a one-month's written notice
  - 2 death or dissolution of a company, bankruptcy
  - 3 in case of non-payment of membership fees.
  - 4 Exclusion: The Shanghai BoD shall have the right to temporarily exclude any member of the SwissCham Shanghai at any given time and without reason, but particularly in case a member's activities are detrimental to the SwissCham Shanghai or to the image of the SwissCham Shanghai and the Swiss Community in Shanghai. The temporary exclusion will be valid until the next SwissCham Shanghai GA confirms it with a simple majority.

## **Article 4**

### **General Assembly**

#### **Section A: Annual General Assembly**

1. The SwissCham Shanghai GA is the supreme body of the SwissCham Shanghai and includes its members.
2. The SwissCham Shanghai GA shall be called by the President or, in his absence, by the Vice-President by sending a notice including the agenda to the membership at least 20 days prior to the meeting.
3. The SwissCham Shanghai GA shall be held during the month of March every year and on a date and at a place to be selected by the Shanghai BoD.
4. The following subjects shall be part of the agenda for the annual General Assembly:
  1. Acceptance of the minutes of the last General Assembly
  2. Application for changes in the agenda
  3. Activity report of the Shanghai BoD
  4. Treasurer's report and Auditor's statement
  5. Discharge of the Board
  6. Election of Board Members and Auditors
  7. Budget and annual program
  8. Other items
5. The minutes of the annual General Assembly shall be recorded by the Secretary and approved by Shanghai BoD prior to distribution to the members. The minutes of the SwissCham Shanghai GA shall be made available to the membership no later than one month after its convening.

#### **Section B: Extraordinary General Assembly**

1. Extraordinary General Assemblies shall be called by the President of the Board, or upon the decision of the Shanghai BoD, or upon a written request addressed to the President and

signed by not less than 10% of the members, by sending a notice to the membership at least 20 days prior to the meeting indicating the subjects to be decided.

### **Section C: Quorum & Voting**

1. The quorum for any SwissCham Shanghai GA shall be one third of the total voting members.
2. Resolutions shall be made by a simple majority vote. If the votes are equally divided the President of the Shanghai BoD shall have the deciding vote.
3. Only members whose annual fee is paid in full have the right to vote.

## **Article 5**

### **Board of Directors**

#### **Section A: Members**

1. The Shanghai BoD shall consist of ten members and shall be composed of:
  - a President
  - at least one Vice-President,
  - a Treasurer
  - a Secretary
  - the number of representatives to the SwissCham China that will serve as National BoD members
  - ordinary members
2. The Shanghai BoD shall constitute itself except for the President who shall be elected by the SwissCham Shanghai GA.
3. Members of the Shanghai BoD shall serve one-year term, but are eligible for re-election for up to six consecutive terms.

#### **Section B: Duties**

1. The Shanghai BoD is in charge of management and representation of the SwissCham Shanghai.
2. On the first Board Meeting after the SwissCham Shanghai GA election, the Members of the Board shall:
  - constitute itself and its positions, except the President as stated under art. 5 Sec. A.2.
  - decide in how many and which departments the Board will distribute the SwissCham Shanghai activities for the year
  - share among each others the departments of the SwissCham Shanghai.
3. Every Board Member shall take the responsibility to carry out a department's program. In the SwissCham Shanghai GA, each Board Member shall present her/his activity in a report.
4. The Shanghai BoD is empowered to appoint members from the membership to special committees, as it deems appropriate to undertake assignments. The term of any appointed

members of committees shall cease when the assignment is completed, but shall be confirmed annually by the Shanghai BoD.

5. The Shanghai BoD may appoint an Executive Director for taking care of daily matters, as well as other staff. Such staff appointment will be affected within programs and budgets approved by the SwissCham Shanghai GA. The Executive Director and other staff need not be Members of the Chamber.

### **Section C: Meetings**

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

### **Section D: Quorum, Voting & Official Signatures**

1. The quorum for the Board meeting is achieved with a majority of the Shanghai BoD. If the quorum is not reached the meeting shall be reschedule at a place, date and time to be appointed.

2. All issues and resolutions shall be made by a simple majority vote of the Board members present. If the votes are equally divided, the President or in his absence the Vice-President shall have the deciding vote.

3. Emergency Board decisions may be reached by means of balloting by email or fax.

4. Based on a resolution passed by the Shanghai BoD, contracts, documents or any instruments in writing requiring the signature of the SwissCham Shanghai, shall be signed by any two of the President, Vice-President, Secretary or Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the SwissCham Shanghai.

### **Section E: Elections to the Shanghai BoD**

1. As much as possible, the Shanghai BoD shall adequately represent the variety of interests within the SwissCham Shanghai and shall reflect the diversity of members, both as individual members and company representatives, bearing in mind such attributes as the age, gender, social interests and cultural background of individuals who make up the SwissCham Shanghai membership.

2. Every member of the SwissCham Shanghai may be a candidate to the Shanghai BoD. However, no legal entity shall have the right to more than one representative on the Board.

3. The Shanghai BoD is responsible that the following election process is respected:

a) 60 days prior to elections, all members of the SwissCham Shanghai will be informed of the election and offered to bring their candidacy, provided they supply the following information: name, company, position; business scope (professional coverage), industry coverage and specialties within their professional activities.

b) Candidates shall present their candidature at the latest 30 days prior to the Shanghai BoD.

c) With the invitation to the SwissCham Shanghai GA, all candidates' details shall be distributed to all the members.

d) Candidates should be present at the SwissCham Shanghai GA to introduce themselves verbally and answer members' questions.

#### **Section F: Remuneration**

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

#### **Section G: Resignation, Exclusion & Vacancy**

1. Any Board Member may resign by sending a written resignation notice (including email) to the President of the Board. Such resignation shall take effect immediately.

2. In case of negligence, dereliction of duty, break of the Chinese laws and/or regulations or any other activities detrimental to the SwissCham Shanghai or the Swiss Community in Shanghai, any Board member may be temporarily excluded by a majority of two thirds of the Shanghai BoD. The temporary exclusion will be valid until the next SwissCham Shanghai GA confirms it with a simple majority.

3. In the case of a vacancy in the Shanghai BoD, it will inform the membership and ask for candidates to come forward according to the election process and internal election rules. The Shanghai BoD may then appoint a candidate and inform the membership accordingly within one month. The member so selected shall nevertheless stand for election at the next SwissCham Shanghai GA.

### **Article 6**

#### **Finance**

1. The SwissCham Shanghai provides the appropriate bookkeeping and accounting measures for its finances and reports to the National BoD of the SwissCham China.

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

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

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

### **Article 7**

#### **Auditors**

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

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

3. After approval by the SwissCham Shanghai GA, the Auditor's report on the financial statements of the SwissCham Shanghai shall be forwarded to the National BoD of the SwissCham China.

## **Article 8**

### **National Chamber, Other Regional Organizations**

1. Members of the Shanghai BoD elected to represent the SwissCham Shanghai to the Swisscham China are bound to only represent the Shanghai BoD's explicit written resolutions and opinions within the National BoD of the Swisscham China.

2. Members of other Regional Organizations of the SwissCham China & Switzerland shall have the right to attend all activities of the SwissCham Shanghai at the same preferential conditions granted to any member of the SwissCham Shanghai.

## **Article 9**

### **Final Provisions**

1. These Shanghai Bylaws came into effect when approved by the SwissCham Shanghai GA, for the first time on July 2, 2001 and approved by the National GA of the SwissCham China.

2. These revisions shall come into effect once approved by the Swisscham Shanghai GA hold on March 22nd, 2013 and validate retrospectively by the National GA of the Swisscham China.

3. The rules for Associations stated in the Swiss Civil Code (articles 60ff) shall apply on a suppletive basis for any matters not covered in these Shanghai Bylaws.