

**Swiss Chinese Chamber of Commerce
Southwest China:**

Southwest China 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 2(2) of its National Bylaws, the national General Assembly of SwissCham China has decided in September 2022 to create a Southwest China Regional Organization: "**SwissCham Southwest China**". These are the bylaws of SwissCham Southwest China ("**Southwest China Bylaws**").

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

Article 1

Name, Territory

1. The Regional Organization of Southwest China shall be named "**the Swiss Chinese Chamber of Commerce Southwest China**" or "**SwissCham Southwest China**".
2. SwissCham Southwest China will cover the same region as the Swiss Consulate General in Chengdu, *i.e.* the provinces of Sichuan, Guizhou, Yunnan, and Chongqing municipality, hereinafter referred to as "**the Territory**", with a particular focus on the Chengdu-Chongqing Economic Circle.

Article 2

Purpose

1. SwissCham Southwest China shall promote SwissCham China's objectives and activities in the Territory.
2. In addition, SwissCham Southwest China shall:
 - a) encourage membership and foster participation;
 - b) provide an opportunity for the members of SwissCham Southwest China 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 value-adding 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, Shanghai 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 comprises of the categories stipulated in the SwissCham China's Articles of Association and National Bylaws.
2. Membership applications shall be submitted to the Board of Directors of SwissCham Southwest China ("**Southwest China BoD**" or "**Board**") in written form.
3. Membership is effective after approval by the Southwest China BoD and payment of the annual membership fee.
4. An applicant's membership application may be temporarily rejected or the applicant may be offered an associate membership. If an application has been refused, any member of SwissCham Southwest China may file a motion to the Southwest China BoD requesting for admitting the applicant at the next annual General Assembly of SwissCham Southwest China ("**SwissCham Southwest China GA**"). Such resolution must be approved by two thirds ($\frac{2}{3}$) of the valid votes cast at the SwissCham Southwest China GA.
5. Honorary members of SwissCham Southwest China will be admitted by recommendation from the Southwest China BoD and a majority of voting members at the SwissCham Southwest China GA.

Section B: Members Rights & Obligations

Rights & Voting Rights

1. Members have the right to attend activities of SwissCham Southwest China at member's conditions.
2. Members shall have the right to participate in the SwissCham Southwest China GA.
3. Each Corporate and Individual Member shall have one vote in the SwissCham Southwest China GA. Honorary, Associate, Young Professional, NPO and Journalist Members have no voting rights, in accordance with the Articles of Association and the National Bylaws of the SwissCham China.
4. In the event of a member's absence, a written proxy may be given to another member. The proxy shall count towards the quorum, but not for elections or voting procedures.

Obligations

5. Members shall pay a membership fee. Its amount will be proposed by the Southwest China BoD for approval by the SwissCham Southwest China GA and confirmation by the SwissCham China National General Assembly. The membership dues shall be paid within one month after receipt of the notification.

Section C: Cessation

1. Membership in the SwissCham Southwest China ends by either of the following reasons:

- a) by resignation given with a one-month's written notice;
- b) death, bankruptcy, or dissolution of a member company;
- c) in case of non-payment of membership fees; or
- d) by exclusion: The Southwest China BoD shall have the right to temporarily exclude any member of the SwissCham Southwest China at any given time and without reason, but particularly in case a member's activities are detrimental to SwissCham China, to SwissCham Southwest China, or to its image, and to the Swiss community in Southwest China. The temporary exclusion will be valid until the next SwissCham Southwest China GA's confirmation with a simple majority vote.

Article 4

General Assembly

Section A: Annual General Assembly

1. The SwissCham Southwest China GA is the supreme body of the SwissCham Southwest China and includes its members.

2. The SwissCham Southwest China GA shall be convened by the President or, in his absence, by the Vice-President by sending a notice including the agenda to the membership at least 14 calendar days prior to the assembly.

3. The SwissCham Southwest China GA shall be held annually in the first quarter of the business year, on a date and at a place to be selected by the Southwest China 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 Southwest China BoD;
4. Treasurer's report;
5. Discharge of the Board;
6. Election of Board Members;
7. Budget and annual program; and
8. Other items, if applicable.

5. The minutes of the annual General Assembly shall be recorded by one of the members of the Board of Directors, the General Manager, the Secretary-General, or any other staff of SwissCham Southwest China and approved by the Southwest China BoD prior to distribution

to the members. The minutes of the SwissCham Southwest China 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 convened by the President of the Board, or upon the decision of the Southwest China 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 14 calendar days prior to the assembly indicating the subjects to be decided.

Section C: Quorum & Voting

1. The quorum for any SwissCham Southwest China GA shall be at least one fifth of all the members with voting rights.

2. Resolutions shall be made by a simple majority vote. If the votes are equally divided, the President of the Southwest China BoD shall have the casting 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 Southwest China BoD shall consist of not more than ten members and shall be composed of:

- a) a President, who will at the same time be a candidate for the National BoD;
- b) a Vice-President, who will at the same time be a candidate for the National BoD;
- c) a Treasurer;
- d) a honorary board member representing a Swiss public authority;
- e) ordinary members.

2. The Southwest China BoD shall constitute itself. The President shall be confirmed by the SwissCham Southwest China GA upon proposal by the Southwest China BoD, and thereupon, confirmed by the SwissCham China GA.

3. Members of the Southwest China BoD shall serve a one-year term, but are eligible for re-election for up to six consecutive terms. Re-election of the President of the Southwest China BoD is possible for a total of maximum four consecutive terms.

Section B: Duties

1. The Southwest China BoD is in charge of management and representation of the SwissCham Southwest China.

2. On the first Board Meeting after the SwissCham Southwest China GA election, the Members of the Board shall:

- a) constitute itself and its positions, except the President as stated under art. 5 Sec. A.2.
- b) decide in how many and which departments the Board will distribute SwissCham Southwest China's activities for the year.
- c) assign the departments to the Members of the Board of SwissCham Southwest China.

3. Every Board Member shall take the responsibility to carry out a department's program. In the SwissCham Southwest China GA, each Board Member shall present her/his activity in a report.

4. The Southwest China 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 Southwest China BoD.

5. The Southwest China BoD may appoint a General Manager, Secretary-General, or other operational and administrative staff for taking care of daily matters. The General Manager, Secretary-General, and other staff need not be Members of the Chamber.

Section C: Meetings

1. Meetings of the Southwest China BoD shall be convened by the President or Vice-President or jointly by two other Board members, by notice of at least seven calendar 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 Southwest China BoD. If the quorum is not reached, the meeting shall be rescheduled.

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

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

4. Based on a resolution passed by the Southwest China BoD, contracts, documents or any instruments in writing requiring the signature of SwissCham Southwest China, shall be signed concurrently by the President and one of the following board members: Vice-President or Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon SwissCham Southwest China.

Section E: Elections to the Southwest China BoD

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

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

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

- a) 14 calendar days prior to elections, all members of the SwissCham Southwest China will be informed of the election and members with voting rights will be offered to run as candidates, provided they supply the following information: name, company, position, business scope (professional coverage) and industry coverage of the company, and specialties within their professional activities.
- b) Candidates shall present their candidature at the latest 14 calendar days prior to the Southwest China BoD.
- c) With the invitation to the SwissCham Southwest China GA, all candidates' details shall be distributed to all the members.
- d) Candidates should be present at the SwissCham Southwest China GA to introduce themselves verbally and answer members' questions.

Section F: Remuneration

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

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, non-compliance with China's laws and regulations or any other activities detrimental to SwissCham Southwest China or the Swiss community in the Territory, any Board Member may be removed from office by a vote of three-quarter of all members of the Southwest China BoD.

3. In the case of a vacancy in the Southwest China BoD, the BoD will inform the membership and ask for candidates to come forward according to the election process and internal election rules. The Southwest China 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 Southwest China GA.

Article 6

Finance

1. SwissCham Southwest China provides the appropriate bookkeeping and accounting measures for its finances and reports to the National BoD of 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 Southwest China BoD, be carried forward to the next accounting year.

3. Debts and liabilities of SwissCham Southwest China shall be limited to SwissCham

Southwest China's assets. Its members shall not be liable personally for such debts and liabilities.

4. The funds of SwissCham Southwest China 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 Southwest China BoD and elected at the SwissCham Southwest China GA for a period of one year shall audit SwissCham Southwest China'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 form to the Southwest China BoD and submitted to the Southwest China GA.

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

Article 8

National Chamber, Other Regional Organizations

1. Members of the Southwest China BoD elected to represent SwissCham Southwest China in the National BoD are bound to represent the Southwest China BoD's decisions, resolutions, opinions, and views within the National BoD of SwissCham China.

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

Article 9

Final Provisions

1. These Southwest China Bylaws shall come into effect when approved by the SwissCham Southwest China GA, for the first time on 10 March 2023, and approved by the National GA of SwissCham China on 1 April 2023.