

Minutes of the National Annual General Assembly (NAGA) of SwissCham China 2024

Date and time: March 25, 2024, 17.30pm – 18.30pm
Venue: Swissotel Beijing
Chair: Johann Oberson, Chairman SwissCham China
Minutes Taker: Guillaume Joyet, Executive Director, SwissCham Beijing

1. Welcome, quorum, elections of the vote counter.

- 20% of voting membership
- 10% of each region

| 2023/2024 Members | | Attendance 2024 | | % |
|--------------------------|-----|----------------------------|----|-------|
| Voting Members SHA | 151 | Valid Voting Members SHA | 47 | 31% |
| Voting Members BEI | 85 | Valid Voting Members BEI | 45 | 52% |
| Voting Members South | 19 | Valid Voting Members South | 2 | 10.5% |
| Voting Members Southwest | 7 | Valid Voting Members SW | 1 | 14% |

| | | | | |
|-----------------------------|------------|--------------------|-----------|------------|
| Total Voting Rights | 262 | Total Proxy | 95 | 35% |
| Minium Quorum needed | 53 | | | |

2. Minutes taker approval, meeting minutes and Agenda

The following is confirmed:

Minutes taker: Guillaume Joyet

Meeting minutes 2023 naga: approved.

Agenda: approved.

3. Activity reports 2023/2024: regional chapters

3.1. Report Beijing

Johann Oberson, President of SwissCham Beijing, reported about the Chamber activities in Beijing.

3.2. Report Shanghai

Lucas Rondez, President of SwissCham Shanghai, reported about the Chamber activities in Shanghai.

3.3. Report South-West

Raphael Zumsteg-Yuan, President of SwissCham South-West, reported about the Chamber activities in the South-West.

3.4. Report South

Johann Oberson on behalf of SwissCham South, reported about the Chamber activities in Guangzhou.

Approval of the activity report of 2023/2024: approved.

4. Treasurer's report and auditor statement

The treasurer report was prepared by Daniel Aellen, National Treasurer and Board member of SwissCham Beijing. This year, the treasurer's report was presented by Guillaume Joyet, Executive Director of SwissCham Beijing, as Daniel Aellen was unable to attend.

2023 Actual Profit:

- Revenues: CNY 6,538K
- Costs: CNY 6,961K
- Actual Profit: loss of CNY 423K

2023 Revenue:

- Membership Fees: CNY 2,086K
- Events: CNY 4,192K
- Products: CNY 244K
- Total Net Revenue: CNY 6,538K

2023 Costs:

- Wages and Salary: CNY 3,161K
- Event Cost: CNY 2,706K
- General and Administrative Cost: CNY 1,072K
- Total Net Cost: CNY 6,961K

Moving forward, the chamber needs to recover the loss over the upcoming few years to face any situation in the future.

2024 Budgeted Profit:

- Revenues: CNY 5,659K
- Costs: CNY 5,488K
- Budgeted Profit: CNY 171K



Approval of the treasurer’s report: approved.

Auditor’s statement: approved.

Budget 2024: approved.

5. Discharge of the National Board

Johann Oberson discharge the national board. The member discharges the board by acclamation.

6. Election and approval

Candidate to the national board:

| Name | Chamber | Reg. Position | Election |
|----------------------|-----------|---------------|----------|
| Lucas Rondez | Shanghai | Candidate | 2024-25 |
| ZZ Zhang | Beijing | Candidate | 2024-25 |
| Raphael Zumsteg Yuan | Southwest | Candidate | 2024-25 |
| Martin Mueller | South | Candidate | 2024-25 |
| Liu Chen | Shanghai | Candidate | 2024-25 |
| Johann Oberson | Beijing | Candidate | 2024-25 |
| Cynthia Ni | Southwest | Candidate | 2024-25 |

| | | | |
|------------------------|-------|-----------|---------|
| Stephan Stalder | South | Candidate | 2024-25 |
|------------------------|-------|-----------|---------|

- 1. Candidate to the national board:** All proposed candidates are approved by the members.

Chairman to be elected:

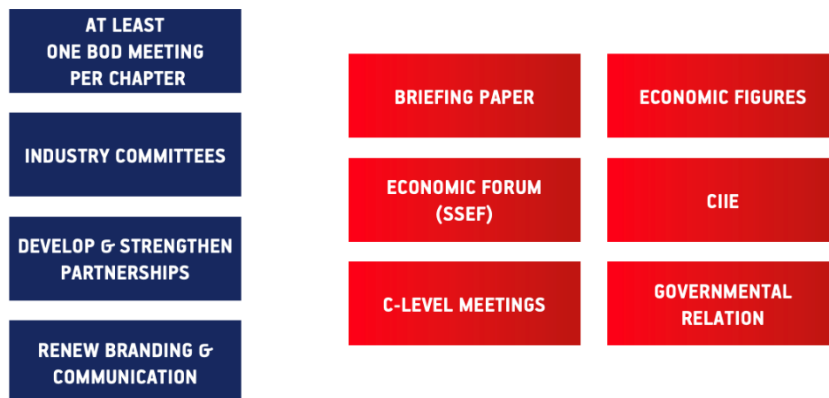
| Name | Chamber | Reg. Position | Election |
|---------------------|----------------|----------------------|-----------------|
| Lucas Rondez | Shanghai | Chairman | 2024-25 |

2. Lucas is approved as the new Chairman for SwissCham for the year 2024/2025.
3. Daniel Aellen is approved to be the national treasurer.
4. Beijing Zhongheng Certified Public Accountant Co., Ltd for the year 2024.

7. New chairman speech

| | | |
|--|---|--|
| SUSTAINABILITY | ENHANCING MEMBER VALUE | PARTNERSHIPS |
| <p>Building on the foundation of initiatives undertaken in our previous term, we will continue working to make Swisscham sustainable. This means ensuring compliance, integrity, and transparency.</p> | <p>Over the past weeks and months, we have collected a significant amount of feedback. Now, we must implement initiatives, programs, and projects that increase the value we offer to our members..</p> | <p>We have built strong internal relations between chapters, including those in Hong Kong and Switzerland. Now, we need to establish further partnerships with industry players.</p> |

COMMITMENT



8. National articles of association and bylaw amendments

8.1 National bylaw

The text/picture on the left is the actual bylaw and the text/picture on the right are the suggested amended national bylaw pending approval by the members.

SWISS CHINESE CHAMBER OF COMMERCE CHINA
BYLAWS

("National Bylaws")

Last modified by resolution of the National General Assembly of 1 April 2023.

ARTICLE 1 DEFINITIONS

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

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

The Articles of Association (the "National Articles") are the basic rules with regard to the founding and organization of the National Chamber as last approved on [date to be confirmed] by the Ministry of Civil Affairs. They apply to all members and organizations within the National Chamber.

The National Bylaws are a set of practical regulations and guidelines written in order to clarify the National Articles where necessary and to ensure the smooth operation of the National Chamber. They apply to all members and organizations within the National Chamber.

The Board of Directors of the National Chamber (the "National Board") is the executive Board of the National Chamber.

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

Regional Chambers are the regional organizations within the National Chamber.

The Board of Directors of a Regional Chamber (the "Regional Board") is the executive Board of a Regional Chamber.

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

The Regional General Assembly (the "RAGA") includes the members of a Regional Chamber and is the supreme body of such Regional Chamber.

ARTICLE 2 REGIONAL CHAMBERS

(1) The National Chamber recognizes the diversity of business activities in China and serves its members locally through its Regional Chambers.

(2) Regional Chambers are established upon request by a regional group of members of the National Chamber to the National Board, proposal by the National Board and approval by the

SWISS CHINA CHAMBER OF COMMERCE
BYLAWS

("National Bylaws")

Last modified by resolution of the National General Assembly of 25 March 2024.

ARTICLE 1 DEFINITIONS

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

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

The Articles of Association (the "National Articles") are the basic rules with regard to the founding and organization of the National Chamber as last approved on [date to be confirmed] by the Ministry of Civil Affairs. They apply to all members and organizations within the National Chamber.

The National Bylaws are a set of practical regulations and guidelines written in order to clarify the National Articles where necessary and to ensure the smooth operation of the National Chamber. They apply to all members and organizations within the National Chamber.

The Board of Directors of the National Chamber (the "National Board") is the executive Board of the National Chamber.

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

Regional Offices are the regional organizations within the National Chamber.

The Board of Directors of a **Regional Office** (the "Regional Board") is the executive Board of a **Regional Office**.

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

The Regional General Assembly (the "RAGA") includes the members of a **Regional Office** and is the supreme body of such **Regional Office**.

ARTICLE 2 REGIONAL OFFICES

(1) The National Chamber recognizes the diversity of business activities in China and serves its members locally through its Regional Offices.

Minutes of the National Annual General Assembly (NAGA) of SwissCham China 2024

(2) Regional Chambers are established upon request by a regional group of members of the National Chamber to the National Board, proposal by the National Board and approval by the NAGA. For the time being, Regional Chambers exist in Beijing, Chongqing, Guangzhou, and Shanghai

(3) Each Regional Chamber may hire its own staff and shall be independent in the management of its employees.

(4) Each Regional Chamber may adopt, alter, repeal Regional Bylaws, provided that they comply with the National Articles and the National Bylaws. The National Board shall confirm compliance of such Regional Bylaws or any amendments thereto with the National Articles and the National Bylaws. The Regional Bylaws and any amendment thereto shall only become effective upon approval by the NAGA by simple majority vote.

(5) Each Regional Chamber contributes an amount of money to cover the annual administrative expenses accrued by the National Chamber according to the regional budgets approved by the NAGA. Such financial contribution requires the approval of the respective Regional Board.

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

For consolidation purposes, the Regional Chambers shall establish their financial statements according to the chart of accounts established by the National Board. The Treasurer of the National Chamber shall establish or amend the chart of accounts subject to prior consultation with the Treasurer of each Regional Chamber.

(6) Each Regional Chamber shall submit to the National Board the following documents at the latest 45 days prior to the date of the NAGA:

Report on activities conducted and attended by members of the Regional Chamber; explanation of accounts;
Assets & Liabilities and Profit & Loss reports;
Fixed Assets lists;
General Ledger;
Membership list, including information of whether membership fees are paid to ascertain voting rights;
One supporting document for every entry in the General Ledger; Budget for the new business year.

ARTICLE 3 COOPERATION WITH THE SWISS CHINESE CHAMBER OF COMMERCE (SCCC) AND THE SWISS CHAMBER OF COMMERCE IN HONG KONG LTD. (SCCHK)

(1) The National Chamber recognizes the value and importance of close cooperation with the Swiss Chinese Chamber of Commerce, Zurich, and its regional organizations in Switzerland as well as the Swiss Chamber of Commerce in Hong Kong Ltd.

(2) **Regional Offices** are established upon request by a regional group of members of the National Chamber to the National Board, proposal by the National Board and approval by the NAGA. For the time being, Regional Offices exist in Beijing, Chongqing, Guangzhou, and Shanghai

(3) Each **Regional Office** may hire its own staff and shall be independent in the management of its employees.

(4) Each **Regional Office** may adopt, alter, repeal Regional Bylaws, provided that they comply with the National Articles and the National Bylaws. The National Board shall confirm compliance of such Regional Bylaws or any amendments thereto with the National Articles and the National Bylaws. The Regional Bylaws and any amendment thereto shall only become effective upon approval by the NAGA by simple majority vote.

(5) Each **Regional Office** contributes an amount of money to cover the annual administrative expenses accrued by the National Chamber according to the regional budgets approved by the NAGA. Such financial contribution requires the approval of the respective Regional Board.

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

For consolidation purposes, the **Regional Offices** shall establish their financial statements according to the chart of accounts established by the National Board. The Treasurer of the National Chamber shall establish or amend the chart of accounts subject to prior consultation with the Treasurer of each **Regional Office**.

(6) Each **Regional Office** shall submit to the National Board the following documents at the latest 45 days prior to the date of the NAGA:

Report on activities conducted and attended by members of the **Regional Office**; explanation of accounts;
Assets & Liabilities and Profit & Loss reports;
Fixed Assets lists;
General Ledger;
Membership list, including information of whether membership fees are paid to ascertain voting rights;
One supporting document for every entry in the General Ledger; Budget for the new business year.

ARTICLE 3 COOPERATION WITH THE CHINA SWISS CHAMBER OF COMMERCE (SCCC) AND THE SWISS CHAMBER OF COMMERCE IN HONG KONG LTD. (SCCHK)

(1) The National Chamber recognizes the value and importance of close cooperation with the China Swiss Chamber of Commerce, Zurich, and its regional organizations in Switzerland as well as the Swiss Chamber of Commerce in Hong Kong Ltd.

Actual

ARTICLE 9 AWARD OF CONTRACTS

(1) An open bidding process, including at least all members of the respective Chamber, shall be conducted prior to any award of contracts beyond the amount of RMB 100,000. The National Board shall approve any such award of contracts.

(2) Regional and National Board members or their employers 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 bid by the Board member or their employers and had the opportunity to counteroffer.

ARTICLE 10 FINAL PROVISIONS

(1) The National Bylaws and any amendment thereto shall only become effective upon approval by a simple majority of the members present in person or online at the NAGA.

a. Each SwissCham office is mandated to provide regular reports on the financial status of their respective offices, enhancing transparency and accountability across the organization.

(5) Custody of Official Stamp:

a. The Legal Representative is responsible for safekeeping the official stamp at the registered office of the National Chamber. Any release of the stamp requires prior approval from the National Board to safeguard against misuse or unauthorized access.

(6) Succession Planning:

a. In the event of a vacancy in the Legal Representative position, the National Board is tasked with nominating a replacement within one month. In the event that no candidate fulfilling the requirements 1 to 5 of paragraph 1 is found, the Chairman shall assume this position temporarily until a new candidate is identified. The transition to the new Legal Representative shall commence promptly within two weeks after nomination to ensure seamless continuity of governance.

ARTICLE 11 FINAL PROVISIONS

(1) The National Bylaws and any amendment thereto shall only become effective upon approval by a simple majority of the members present in person or online at the NAGA.

Suggested modification

ARTICLE 9 AWARD OF CONTRACTS

(1) An open bidding process, including at least all members of the respective Chamber, shall be conducted prior to any award of contracts **beyond the amount of RMB 500,000**. The National Board shall approve any such award of contracts.

(2) Regional and National Board members or their employers 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 bid by the Board member or their employers and had the opportunity to counteroffer.

ARTICLE 10 NOMINATION AND LEGAL REPRESENTATIVE RULE

(1) Appointment and Qualification:

- a. The Legal Representative shall be appointed by the National Board and shall fulfill the following requirements:
- be legally employed by the chamber;
 - hold a senior management position;
 - be based in Beijing;
 - hold Swiss or Chinese citizenship;
 - have a valid contractual clause in the employment contract with the chamber stipulating that in the event of termination of the employment contract with the chamber, she or he **must** relinquish the position as Legal Representative.
- b. **In the event that paragraph 6 applies, the above requirements 1-5 shall be waived.**

(2) Reporting and Oversight:

- a. The Legal Representative shall report directly to the National Board.
- b. All chamber transactions and the use of the official stamp shall be meticulously documented and subjected to periodic review by either the National Board or designated Office Holders from the National Board.
- c. The use of the official stamp should require the consent of both the Legal Representative and the Chairman. **In the event that the Chairman is unavailable, any Office Holder of the National Board may step in to provide the necessary approval.**
- d. For non-binding documents, the decision regarding the authorization or not of the use of the official stamp shall rest with the National Board.
- e. The National Board reserves the right to dismiss the Legal Representative at any time based on a vote by the National Board.
- f. Should the Legal Representative find herself or himself in disagreement with decisions made by the National Board, she or he should be afforded the option to voluntarily resign from her or his position as Legal Representative

(3) Financial Transactions:

- a. Transactions resulting in liabilities exceeding RMB 300,000 shall necessitate prior approval from the office holders of the National Board.
- b. The Legal Representative retains the authority to review all contracts that bind the chamber to liabilities, ensuring transparency and risk management.

(4) Reporting by SwissCham Offices:

8.2 national articles of associations

The text/picture on the left is the actual articles of association and the text/picture on the left are the suggested amended national articles of association pending approval by the members.

Actual

SWISS CHINESE CHAMBER OF COMMERCE CHINA

ARTICLES OF ASSOCIATION

("National Articles")

Last modified by resolution of the National General Assembly of 1 April 2023.

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" or "SwissCham China" (the "National Chamber").
- (2) The National Chamber is established in accordance with the relevant laws and regulations of People's Republic of China ("China").
- (3) The National Chamber has its registered office at the following address: European Business Center, Unit 309, 3rd Floor, Building 81, No. 4, Workers' Stadium North Road, Chaoyang District, Beijing 100027, China
- (4) The business year of the National Chamber is the calendar year, from January 1 to December 31.

ARTICLE 2 OBJECTIVES AND ACTIVITIES OF THE NATIONAL CHAMBER

The National Chamber is a non-profit generating, non-governmental organization. The objectives and activities are:

- (a) To promote business relations between companies in Switzerland and 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 National Articles;
- (d) To provide services to members and non-members engaged in trade, industry and commerce;
- (e) To promote communication and discussion with China's economic and cultural organizations;
- (f) To undertake cultural and recreational activities in the interest of and beneficial to the members.

Suggested modification

SWISS CHINA CHAMBER OF COMMERCE ARTICLES OF ASSOCIATION

("National Articles")

Last modified by resolution of the National General Assembly of 25 March 2024.

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 China Chamber of Commerce**" or "SwissCham China" (the "National Chamber").
- (2) The National Chamber is established in accordance with the relevant laws and regulations of People's Republic of China ("China").
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- (d) To provide services to members and non-members engaged in trade, industry and commerce;
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- (f) To undertake cultural and recreational activities in the interest of and beneficial to the members.

Actual

ARTICLE 5 NATIONAL CHAMBER AND REGIONAL CHAMBERS SECTION A NATIONAL CHAMBER

- (1) The National Chamber is the umbrella organization encompassing and consisting of the Regional Chambers in China.
- (2) All members of a Regional Chamber are implicitly members of the National Chamber.
- (3) The Board of Directors of the National Chamber (the "National Board") is composed of members of the Board of Directors of each Regional Chamber.
- (4) The National Board is in charge of the overall guidance and supervision of the Regional Chambers. Amongst others, the National Board shall safeguard the interests of the Regional Chambers on a national level and coordinate and enhance the cooperation between the Regional Chambers.
- (5) The National Chamber may adopt bylaws in compliance with the National Articles (the "National Bylaws").

SECTION B REGIONAL CHAMBERS

- (1) Each Regional Chamber shall be independent in the organization of daily management and activities for its local members and, unless otherwise stipulated in the National Articles or the National Bylaws, in all membership issues.
- (2) Each Regional Chamber shall have the right to formulate, amend or abolish its bylaws, provided that such bylaws are in compliance with the National Articles and the National Bylaws.

I SECTION C FINANCIAL CONTRIBUTIONS

- (1) Each Regional Chamber shall be responsible for its own financials.
- (2) Each Regional Chamber shall make financial contributions to cover the costs and expenses incurred by the National Chamber.
- (3) The amount of contribution of each Regional Chamber shall be determined by the National Board based on the capacity of each Regional Chamber.

ARTICLE 4 REGIONAL AND NATIONAL MEMBERSHIP SECTION A CATEGORIES

(1) Membership comprises of six (6) categories:

1. Corporate Members (with voting rights);
2. Individual Members (with voting rights);
3. National Associates (without voting rights);
4. Young Professionals (without voting rights); 5. NPO and Journalist Members (without voting rights);
6. National Honorary Members (without voting rights).

Suggested modification

ARTICLE 3 NATIONAL CHAMBER AND REGIONAL CHAMBERS SECTION A NATIONAL CHAMBER

- (1) The National Chamber is the umbrella organization encompassing and consisting of the Regional Chambers in China.
- (2) All members of a **Regional Office** are implicitly members of the National Chamber.
- (3) The Board of Directors of the National Chamber (the "National Board") is composed of members of the Board of Directors of each Regional Chamber.
- (4) The National Board is in charge of the overall guidance and supervision of the Regional Chambers. Amongst others, the National Board shall safeguard the interests of the Regional Chambers on a national level and coordinate and enhance the cooperation between the Regional Chambers.
- (5) The National Chamber may adopt bylaws in compliance with the National Articles (the "National Bylaws").

SECTION B REGIONAL CHAMBERS

- (1) Each **Regional Office** shall be independent in the organization of daily management and activities for its local members and, unless otherwise stipulated in the National Articles or the National Bylaws, in all membership issues.
- (2) Each **Regional Office** shall have the right to formulate, amend or abolish its bylaws, provided that such bylaws are in compliance with the National Articles and the National Bylaws.

SECTION C FINANCIAL CONTRIBUTIONS

- (1) Each Regional Office shall be responsible for its own financials.
- (2) Each Regional Office shall make financial contributions to cover the costs and expenses incurred by the National Chamber. **Additionally, each Regional Office shall provide a forecast for national expenses and projects at each calendar year.**
- (3) The amount of contribution of each **Regional Office** shall be determined by the National Board based on the capacity of each Regional Chamber.

ARTICLE 4 REGIONAL AND NATIONAL MEMBERSHIP SECTION A CATEGORIES

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1. Corporate Members (with voting rights);
2. Individual Members (with voting rights);
3. National Associates (without voting rights);
4. Young Professionals (without voting rights)
5. ~~National Honorary Members (without voting rights).~~

Actual

- (1) Corporate Members with voting rights are commercial establishments such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by Swiss nationals or companies, institutes or associations located in Switzerland.
- (2) Individual Members with voting rights are Swiss nationals without restrictions or nationals of other countries who are employed by a commercial establishment as defined in Article 4 Section A (2) of the National Articles.
- (3) National Associates without voting rights are commercial establishments, institutes or associations or individual persons that do not qualify as Corporate or Individual Member but who wish to be affiliated with the National Chamber to promote Sino-Swiss trade and economic relations and Sino-Swiss friendship.
- (4) Young Professionals without voting rights are Swiss nationals or nationals of other countries under the age of 35 and self-employed or unemployed at the time of application of membership.
- (5) NPO and Journalist Members without voting rights are (i) not for profit organizations without governmental affiliation set up in China in accordance with Chinese law by companies, institutes or associations located in Switzerland, and (ii) Swiss nationals engaged in the journalism or media sector.
- (6) National Honorary Member without voting rights are personalities who have made great contribution to, or earned lasting merits for, the National Chamber or the trade relations between China and Switzerland.

SECTION B COMMENCEMENT OF MEMBERSHIP

- (1) The Board of Directors of each Regional Chamber ("Regional Board") shall, except with respect to National Honorary Membership, decide on the admissibility of an applicant for membership or for a change in classification of membership.
- (2) The National General Assembly shall decide on the admissibility of a person for National Honorary Membership upon recommendation by the National Board.
- (3) Application of membership for a Regional Chamber shall be submitted to the respective Regional Board in written form.
- (4) If the Regional Board approves an application for membership, the applicant shall become a member of such Regional Chamber only upon payment of membership fee as stipulated in Article 5 (3) of the National Articles.

SECTION C TRANSFER AND TERMINATION OF MEMBERSHIP

- (1) Membership in a Regional Chamber cannot be transferred to another member.
- (2) Membership in a Regional Chamber terminates upon resignation, ~~death~~ or dissolution of that member.

Actual

- (4) Membership fees or other debts due to the Regional Chamber shall be paid within fourteen (14) days upon termination of membership.

SECTION D EXCLUSION OF MEMBERSHIP

- (1) The Regional Board may exclude a member by simple majority of the votes on important grounds. Important grounds are, in particular:
 - (a) Any behavior detrimental to the reputation or interest of the National Chamber or Regional Chamber.
 - (b) Any behavior of a member that aggrieves any other member of the Regional Chamber purposely in the light of adequate evidence.
 - (c) Any dishonorable conduct of a member.
- (2) Any member of a Regional Chamber with voting right may file a motion to the Regional Board requesting to exclude a member on important grounds.
- (3) Exclusion does not entitle such former member to any reimbursement of membership fee.

ARTICLE 5 RIGHTS AND OBLIGATIONS OF MEMBERS OF THE NATIONAL CHAMBER

- (1) Each member has the right to participate in the General Meetings of the National Chamber (the "National General Assembly").
- (2) Each member with voting rights has one vote in the National General Assembly. Corporate members shall vote through representatives. Members shall only have voting rights if their membership fees are paid for the past year(s) and for the current year in full.
- (3) Each member shall pay membership fees to the respective Regional Chamber. The amount of the yearly membership fee shall be approved by the National General Assembly and notified to the members. National Honorary Members are not required to pay membership fees.

ARTICLE 6 MEETING OF THE NATIONAL CHAMBER ("NATIONAL GENERAL ASSEMBLY") SECTION A ORDINARY AND EXTRAORDINARY NATIONAL GENERAL ASSEMBLIES

- (1) The National General Assembly is the supreme body of the National Chamber. There are Ordinary and Extraordinary National General Assemblies.
- (2) An Ordinary National General Assembly shall be held annually in the first quarter of the business year.
- (3) An Extraordinary National General Assembly shall be convened:
 - (a) If at least 2/3 of the voting members of the National Board so decide; or

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Suggested modification

- (1) Corporate Members with voting rights are commercial establishments such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by Swiss nationals or companies, institutes or associations located in Switzerland.
- (2) Individual Members with voting rights are Swiss nationals without restrictions or nationals of other countries who are employed by a commercial establishment as defined in Article 4 Section A (2) of the National Articles.
- (3) National Associates without voting rights are commercial establishments, institutes or associations or individual persons that do not qualify as Corporate or Individual Member but who wish to be affiliated with the National Chamber to promote Sino-Swiss trade and economic relations and Sino-Swiss friendship.
- (4) Young Professionals without voting rights are Swiss nationals or nationals of other countries under the age of 35 and self-employed or unemployed at the time of application of membership.
- (5) NPO and Journalist Members without voting rights are (i) not for profit organizations without governmental affiliation set up in China in accordance with Chinese law by companies, institutes or associations located in Switzerland, and (ii) Swiss nationals engaged in the journalism or media sector.
- (6) National Honorary Member without voting rights are personalities who have made great contribution to, or earned lasting merits for, the National Chamber or the trade relations between China and Switzerland.

SECTION B COMMENCEMENT OF MEMBERSHIP

- (1) The Board of Directors of each **Regional Office** ("Regional Board") shall, except with respect to National Honorary Membership, decide on the admissibility of an applicant for membership or for a change in classification of membership.
- (2) The National General Assembly shall decide on the admissibility of a person for National Honorary Membership upon recommendation by the National Board.
- (3) Application of membership for a **Regional Office** shall be submitted to the respective Regional Board in written form.
- (4) If the Regional Board approves an application for membership, the applicant shall become a member of such **Regional Office** only upon payment of membership fee as stipulated in Article 5 (3) of the National Articles.

SECTION C TRANSFER AND TERMINATION OF MEMBERSHIP

- (1) Membership in a **Regional Office** cannot be transferred to another member.
- (2) Membership in a **Regional Office** terminates upon resignation, ~~death~~ or dissolution of that member.

Suggested modification

- (3) Non-payment of membership fee within three months upon receipt of the second reminder notice is considered a declaration of resignation by such member.
- (4) ~~Membership fees or other debts due to the Regional Chamber shall be paid within fourteen days upon termination of membership.~~

SECTION D EXCLUSION OF MEMBERSHIP

- (1) The Regional Board may exclude a member by simple majority of the votes on important grounds. Important grounds are, in particular:
 - (a) Any behavior detrimental to the reputation or interest of the National Chamber or Regional Chamber.
 - (b) Any behavior of a member that aggrieves any other member of the **Regional Office** purposely in the light of adequate evidence.
 - (c) Any dishonorable conduct of a member.
- (2) Any member of a **Regional Office** with voting right may file a motion to the Regional Board requesting to exclude a member on important grounds.
- (3) Exclusion does not entitle such former member to any reimbursement of membership fee.

ARTICLE 5 RIGHTS AND OBLIGATIONS OF MEMBERS OF THE NATIONAL CHAMBER

- (1) Each member has the right to participate in the General Meetings of the National Chamber (the "National General Assembly").
- (2) Each member with voting rights has one vote in the National General Assembly. Corporate members shall vote through representatives. Members shall only have voting rights if their membership fees are paid for the past year(s) and for the current year in full.
- (3) Each member shall pay membership fees to the respective Regional Chamber. The amount of the yearly membership fee shall be approved by the National General Assembly and notified to the members. National Honorary Members are not required to pay membership fees.

ARTICLE 6 MEETING OF THE NATIONAL CHAMBER ("NATIONAL GENERAL ASSEMBLY") SECTION A ORDINARY AND EXTRAORDINARY NATIONAL GENERAL ASSEMBLIES

- (1) The National General Assembly is the supreme body of the National Chamber. There are Ordinary and Extraordinary National General Assemblies.
- (2) An Ordinary National General Assembly shall be held annually in the first quarter of the business year.
- (3) An Extraordinary National General Assembly shall be convened:
 - (a) If at least 2/3 of the voting members of the National Board so decide; or

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- (b) If at least ten percent (10%) of all members with voting rights submit a written request to the National Board stating the reasons to convene it.

SECTION B POWERS OF THE NATIONAL GENERAL ASSEMBLY

The National General Assembly shall, in particular:

- (a) Approve the reports by the Chairman of the National Board, the President of each Regional Board, the Treasurer and the Auditor;
- (b) Elect members of the National Board, the Treasurer and the Auditor;
- (d) Approve the amount of the annual membership fees of a Regional Chamber;
- (e) Pass resolutions concerning the matters reserved to the National General Assembly by the National Articles;
- (f) Decide upon National Honorary Membership admission, rejection or termination;
- (g) Determine and amend the National Articles and the National Bylaws;
- (h) Approve the bylaws of a Regional Chamber;
- (i) Discharge the members of the National Board.

SECTION C PROCEDURES OF THE NATIONAL GENERAL ASSEMBLY

- (1) Written notice shall be given to all members at least twenty (20) days prior to the date of an Ordinary National General Assembly and at least ten (10) days prior to the date of an Extraordinary National General Assembly.
- (2) The Chairman or Vice Chairman of the National Board shall act as Chairman of the National General Assembly. The Chairman of the National General Assembly has the casting vote.
- (3) The National General Assembly shall proceed in accordance with the pre-determined agenda. Any member of the National Chamber may submit a written request to the National Board for additional item to the agenda provided such request is made at least forty-eight (48) hours prior to the date of the National General Assembly.
- (4) The quorum shall be constituted if (i) at least twenty percent (20%) of all members with voting rights are present in person or by proxy, and (ii) at least ten percent (10%) of members with voting rights from each Regional Chamber are present in person or by proxy. Decisions are made by a simple majority unless the National Articles or National Bylaws provide otherwise.
- (5) The National General Assembly may hold secret voting.
- (6) To grant a valid proxy, a written authorization letter is required. The proxy shall only count towards the quorum but not for elections or voting procedures.

Suggested modification

- (b) If at least ten percent (10%) of all members with voting rights submit a written request to the National Board stating the reasons to convene it.

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Actual

- (7) Online voting may be used in place of a proxy.
 (8) Minutes shall be recorded for all National General Assembly meetings and shall be placed on file at the registered address of the National Chamber for members' consultation.

ARTICLE 7 BOARD OF DIRECTORS OF THE NATIONAL CHAMBER ("NATIONAL BOARD") SECTION A DUTIES OF THE NATIONAL BOARD

The National Board shall represent, oversee and make policy decisions with respect to the activities of the National Chamber. The duties of the National Board are, in particular:

- (a) To represent, promote and protect the interests of the National Chamber and its members;
- (b) To lay down general guidelines for the management of the National Chamber;
- (c) To report to the National General Assembly;
- (d) To review the amount of membership fees proposed by a Regional Board and submit them to the National General Assembly for approval;
- (e) To establish committees or an Advisory Board and delegate duties or powers, if needed;
- (f) To fulfil all tasks of the National Chamber that do not belong to the lawful or statutory rights or obligations of the National General Assembly or the President of each Regional Board.
- (g) To review the budget proposed by the Treasurer or President of Regional Chamber and submit to the National General Assembly for approval.
- (h) To appoint and dismiss executive officers and staff of the National Board.

SECTION B COMPOSITION OF THE NATIONAL BOARD

- (1) The National Board shall consist of at least eight (8) members.
- (2) Each Regional Chamber shall be represented in the National Board by two (2) members.
- (3) Members of the National Board shall be elected by the National General Assembly. Re-election is possible for maximum six (6) consecutive years.
- (4) The National Board constitutes itself. The Chairman of the National Board shall be confirmed by the National General Assembly upon proposal by the National Board. The term of office of the Chairman of the National Board shall be one (1) year. Re-election is possible for maximum four (4) terms.
- (5) If a member of the National Board leaves office before the end of his term of office, the respective Regional Chamber shall appoint a new member who shall hold office until the term of that National Board member ends.

Suggested modification

- (7) Online voting may be used in place of a proxy.
 (8) Minutes shall be recorded for all National General Assembly meetings and shall be placed on file at the registered address of the National Chamber for members' consultation.

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

SECTION E REMOVAL OF A NATIONAL BOARD MEMBER

In case of negligence of duty, violation of Chinese laws or regulations or any other behavior detrimental to the National Chamber and the Swiss Business Community in China, any National Board member may be removed from office by the National Board by a vote of at least three-quarters (¾) of all members of the National Board.

ARTICLE 8 MANAGEMENT

- (1) The Legal Representative shall be appointed by the National Board for a term of two (2) years. Reappointment is permitted.
- (2) The Legal Representative shall report to the National Board. All transactions shall be documented and periodically reviewed by the National Board.
- (3) Any transactions that result in liabilities of the National Chamber exceeding RMB 100,000 require the prior approval of the National Board.
- (4) The Legal Representative shall keep the company seal at the registered office of the National Chamber at any time and may not hand it out to any other person without prior approval of the National Board.
- (5) Before the National Chamber enters into any contractual agreement, memorandum of understanding, or any document of strategic or monetary significance, the proposed commitments or contract templates shall be subject to approval by the National Board or the SwissCham Office Holders. Such approval shall not be required if the counterparty to the agreement is included in the SwissCham approved supplier list.

ARTICLE 9 FINANCE

- (1) The National Chamber's funds and assets consist of:
 - (a) Membership contributions;
 - (b) Reimbursements for costs incurred by the National Chamber when rendering services;
 - (c) Subsidies and other grants from third parties;
 - (d) Income from interest accrued on securities and other properties owned by the National Chamber;
 - (e) Other legal financial resources.
- (2) The National Board shall dispose of the National Chamber's financial resources in accordance with the budget approved by the National General Assembly. Where the National Chamber receives special purpose grants, such may only be used for the intended purposes.

Suggested modification

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

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| Actual | Suggested modification |
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| <p>(3) No member of the National Chamber shall have any individual right regarding the National Chamber's assets and financial means.</p> <p>(4) If the National Chamber is dissolved, any assets remaining after settlement of liabilities and not dedicated to any special purposes shall, by decision of an Extraordinary National General Assembly, be transferred to an institution or a project promoting Sino- Swiss economic relations or serving humanitarian or educational goals.</p> <p>(5) The National Chamber may establish bank accounts.</p> <p>ARTICLE 10 LIABILITIES</p> <p>Liabilities shall be met exclusively from the National Chamber's assets. No member of the National Board or the executive staff (including the Legal Representative) may be held personally liable for the National Chamber's liabilities.</p> <p>ARTICLE 11 ACCOUNTING BOOKS</p> <p>(1) The income or expenditure of the National Chamber and the activities relating to such income or expenditure, together with the assets and liabilities of the National Chamber shall be recorded in the accounting book. The accounting book shall be kept at the registered address of the National Chamber or at other place considered appropriate by the National Board.</p> <p>(2) The accounting books shall be open to members for inspection subject to reasonable limitations laid down by the National General Assembly with regard to the time or method of such inspection.</p> <p>ARTICLE 12 AUDITOR</p> <p>The National Chamber's accounts must be audited every year by an Auditor, who shall not be a member of the National Board or a Regional Board. The Auditor is proposed by the National Board and elected by the National General Assembly for a period of one 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 form to the National Board and submitted to the National General Assembly.</p> <p>ARTICLE 13 ARBITRATION</p> <p>The National Board may appoint an Arbitration Committee to settle disputes among members of the National Chamber.</p> | <p>(2) The National Board shall dispose of the National Chamber's financial resources in accordance with the budget approved by the National General Assembly. Where the National Chamber receives special purpose grants, such may only be used for the intended purposes.</p> <p>(3) No member of the National Chamber shall have any individual right regarding the National Chamber's assets and financial means.</p> <p>(4) If the National Chamber is dissolved, any assets remaining after settlement of liabilities and not dedicated to any special purposes shall, by decision of an Extraordinary National General Assembly, be transferred to an institution or a project promoting Sino- Swiss economic relations or serving humanitarian or educational goals.</p> <p>(5) The National Chamber may establish bank accounts. Each establishment shall be approved by the National Board.</p> <p>ARTICLE 9 LIABILITIES</p> <p>Liabilities shall be met exclusively from the National Chamber's assets. No member of the National Board or the executive staff (including the Legal Representative) may be held personally liable for the National Chamber's liabilities.</p> <p>ARTICLE 10 ACCOUNTING BOOKS</p> <p>(1) The income or expenditure of the National Chamber and the activities relating to such income or expenditure, together with the assets and liabilities of the National Chamber shall be recorded in the accounting book. The accounting book shall be kept at the registered address of the National Chamber or at other place considered appropriate by the National Board.</p> <p>(2) The accounting books shall be open to members for inspection subject to reasonable limitations laid down by the National General Assembly with regard to the time or method of such inspection.</p> <p>ARTICLE 11 AUDITOR</p> <p>The National Chamber's accounts must be audited every year by an Auditor, who shall not be a member of the National Board or a Regional Board. The Auditor is proposed by the National Board and elected by the National General Assembly for a period of one 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 form to the National Board and submitted to the National General Assembly.</p> <p>ARTICLE 12 ARBITRATION</p> <p>The National Board may appoint an Arbitration Committee to settle disputes among members of the National Chamber.</p> |

National Articles of Associations

| Actual | Suggested modification |
|---|--|
| <p>ARTICLE 14 AMENDMENTS TO THE ARTICLES AND BYLAWS OF THE NATIONAL CHAMBER</p> <p>(1) The National Articles may be amended by two-thirds (2/3) majority of the members with voting rights present in person or online at the National General Assembly on the proposal of the National Board or following a written motion by at least one tenth (1/10) of all members with voting rights of the National Chamber.</p> <p>(2) The National Board may draft, amend or repeal the National Bylaws in accordance with the National Articles. The National Bylaws and any amendment thereto or repeal thereof shall only become effective upon approval by a simple majority of the members with voting rights present in person or online at the National General Assembly.</p> <p>(3) The members of the National Chamber shall be notified of any changes to the National Articles or the National Bylaws.</p> <p>ARTICLE 15 DISSOLUTION OF THE NATIONAL CHAMBER</p> <p>(1) The National Chamber may only be dissolved by a decision of an Extraordinary National General Assembly exclusively convened for this purpose.</p> <p>(2) The invitation to attend such an Extraordinary National General Assembly must (i) specifically indicate the purpose of the meeting being the decision on dissolution of the National Chamber, and (ii) be mailed at least six (6) weeks prior to the meeting. After dissolution, the assets and property will be handled in accordance with Article 9(4) of the National Articles</p> <p>ARTICLE 16 FINAL PROVISION</p> <p>(1) The National Articles are written in Chinese and English. In case of conflict, the Chinese version shall prevail.</p> | <p>ARTICLE 13 AMENDMENTS TO THE ARTICLES AND BYLAWS OF THE NATIONAL CHAMBER</p> <p>(1) The National Articles may be amended by two-thirds (2/3) majority of the members with voting rights present in person or online at the National General Assembly on the proposal of the National Board or following a written motion by at least one tenth (1/10) of all members with voting rights of the National Chamber.</p> <p>(2) The National Board may draft, amend or repeal the National Bylaws in accordance with the National Articles. The National Bylaws and any amendment thereto or repeal thereof shall only become effective upon approval by a simple majority of the members with voting rights present in person or online at the National General Assembly.</p> <p>(3) The members of the National Chamber shall be notified of any changes to the National Articles or the National Bylaws.</p> <p>ARTICLE 14 DISSOLUTION OF THE NATIONAL CHAMBER</p> <p>(1) The National Chamber may only be dissolved by a decision of an Extraordinary National General Assembly exclusively convened for this purpose.</p> <p>(2) The invitation to attend such an Extraordinary National General Assembly must (i) specifically indicate the purpose of the meeting being the decision on dissolution of the National Chamber, and (ii) be mailed at least six (6) weeks prior to the meeting. After dissolution, the assets and property will be handled in accordance with Article 9(4) of the National Articles</p> <p>ARTICLE 15 FINAL PROVISION</p> <p>(1) The National Articles are written in Chinese and English. In case of conflict, the English version shall prevail.</p> |

Approval: SwissCham national articles of association and bylaw have been approved by the members.

9. SwissCham Committee

SwissCham national committee are as follows:

1. Legal Committee
2. HR Committee
3. Innovation, Digital and Sustainability Committee
4. Advanced Engineering and Manufacturing Committee
5. Lifestyle & Hospitality Committee
6. Life science Committee
7. VPET Committee
8. Market Access and Regulation Committee

10. End of the NAGA

The National Annual General Assembly closes at 6.30pm


Minutes taker

Guillaume Joyet


Chairman of SwissCham China

Lucas Rondez