

SWISS CHAMBER  
OF  
COMMERCE  
IN  
CHINA

Articles of Association

Last modified by resolution of the National General Assembly of XX 2026. All previously adopted Articles of Association, as well as all National and Regional Bylaws, shall be replaced.

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## CHAPTER 1 General Clauses

### Article 1 Name, Registered Office, Business Year

#### 1.1 Name

The name of this organisation is “中国瑞士商会” (Pinyin: Zhong Guo Rui Shi Shang Hui) in Chinese and “Swiss Chamber of Commerce in China” or “SwissCham China” in English (the “**National Chamber**”).

#### 1.2 Registered Office

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, People's Republic of China (the “**PRC**”).

#### 1.3 Business Year

The business year of the National Chamber is the calendar year, running from January 1 to December 31.

### Article 2 Objectives

The National Chamber is a non-profit, non-governmental organisation with the following objectives:

- a) to promote trade and economic and technological exchanges between its members and their Chinese counterparts;
- b) to facilitate its members' research into and discussions about the development of international trade and economic and technological exchanges;
- c) to cooperate with the Chinese, Swiss and Liechtenstein authorities to foster mutual interests in trade, economic and technological exchanges;
- d) to represent, to support and to protect the interests of its members within the limits of the relevant laws and its Articles of Association (the “**AoA**”);
- e) to promote communication and discussion with China's, Switzerland's and Liechtenstein's economic and cultural organisations; and
- f) to conduct cultural and recreational activities in the interest of and

for the benefit of its members.

## Article 3 Structure

### 3.1 Umbrella Organisation

1 The National Chamber is the umbrella organisation that encompasses the Regional Offices.

2 The Regional Offices act within the limits of the AoA of the National Chamber and within the guidelines set by the National Chamber's Board of Directors.

3 The National Chamber's objectives are implemented in the regions by the Regional Offices.

### 3.2 Regional Offices

There are four Regional Offices:

- a) The Beijing and North Regional Office includes the regions Beijing, Tianjin, Liaoning, Jilin, Heilongjiang, Inner Mongolia, Gansu, Xinjiang, Qinghai, Xizang, Ningxia, Shaanxi, Shanxi, Hebei, Henan, Hubei and Shandong.
- b) The East Regional Office includes the regions Shanghai, Jiangsu, Anhui and Zhejiang.
- c) The South Regional Office includes the regions Guangdong, Guangxi, Hainan, Fujian, Hunan and Jiangxi.
- d) The Southwest Regional Office includes the regions Chongqing, Sichuan, Yunnan and Guizhou.

### 3.3 Bodies of the National Chamber and the Regional Offices

1 The bodies of the National Chamber are:

- a) the General Assembly (the "**National General Assembly**"; see Article 9 of the AoA);
- b) the Board of Directors (the "**National Board**"; see Article 10 of the AoA); and
- c) the Auditor (see Article 13 of the AoA).

2 The bodies of the Regional Offices are:

- a) the General Assembly (the “**Regional General Assembly**”);
- b) the Board of Directors (the “**Regional Board**”); and
- c) the Auditor (see Article 13 of the AoA).

3 The bodies of the Regional Offices are governed by the same rules as the bodies of the National Chamber, unless the AoA state otherwise.

## Article 4 Relationship with Other Chambers

### 4.1 Relationship with Other Chambers in General

1 The National Chamber maintains good relations with Swiss chambers of commerce in other countries.

2 The National Chamber maintains good relations with chambers of commerce of other countries in China.

### 4.2 Relationship with the Swiss Chinese Chamber of Commerce in Zurich and the Swiss Chamber of Commerce in Hong Kong

1 The National Chamber recognises the value and importance of working closely with the Swiss Chinese Chamber of Commerce in Zurich (the “**SCCC**”) and its regional organisations in Switzerland.

2 The National Chamber recognises the value and importance of working closely with the Swiss Chamber of Commerce in Hong Kong.

3 The National Chamber may invite one representative each from the SCCC and the Swiss Chamber of Commerce in Hong Kong as additional non-voting honorary members of the National Board.

## CHAPTER 2 Members, Friends of the National Chamber and Honorary Presidency

## Article 5 Admission Procedure, Commencement and End of Membership

### 5.1 Membership Categories and Admission

1 The National Chamber organises its members into the following categories:

- a) Corporate Membership: Commercial entities set up in Switzerland or Liechtenstein that conduct business activities in China; or commercial entities set up in China that are controlled by a Swiss or

Liechtenstein citizen or a legal entity organised in accordance with Swiss or Liechtenstein law, and that have their actual centre of administration in Switzerland or Liechtenstein; or legal entities or foreign-funded organisations set up in a country other than China that have an affiliated entity in Switzerland or Liechtenstein which conducts trade or business-related activities in China.

- b) Individual Membership: Swiss or Liechtenstein citizens who are employees of commercial entities or foreign-funded organisations set up in China.

2 The Regional Board shall decide on the admission of members by a simple majority.

3 Membership is not transferable or assignable.

## **5.2 Refusal of Membership**

1 The Regional Board is not obliged to give reasons for accepting or refusing a membership application.

2 Rejected membership applications may be appealed in writing to the next ordinary National Annual General Assembly (the “**NAGA**”) within thirty (30) calendar days of notification of the decision.

## **5.3 Commencement and End of Membership**

1 Membership commences upon admission and upon payment of the Membership Fee.

2 The Regional Offices will notify in writing about the commencement of membership.

3 Membership shall end on resignation, expulsion, death (in the case of Swiss and Liechtenstein citizens) or dissolution (in the case of legal entities).

## **5.4 Resignation**

1 A member may resign by giving written notice to the Regional Office at least two (2) months before the end of the business year.

2 The Regional Board may waive this notice period if the member provides sufficient justification for a shorter period.

3 Failure to pay the Membership Fee within two (2) months of a reminder being sent shall be deemed to be a resignation by the member.

## **5.5 Expulsion**

1 The Regional Board shall decide by a two-thirds (2/3) majority and with immediate effect on the expulsion of a member on the following grounds:

- a) Any action detrimental to the objectives or interests of the National Chamber or a Regional Office;
- b) Any conduct deliberately detrimental to another member; or
- c) Any highly dishonorable conduct.

2 The National Board has the right to overrule the decision of the Regional Board.

3 The decision to expel a member may be appealed in writing to the next NAGA within thirty (30) calendar days of notification of the decision.

## **Article 6 Register of Members, Membership Fees and Member's Rights and Obligations**

### **6.1 Register of Members**

1 The National Chamber and the Regional Offices shall maintain an up-to-date register of their members.

2 The register shall contain the following information for each member:

- a) For Corporate Membership: The contents of the business licence and contact details; for Individual Membership: Name, citizenship and contact details;
- b) Business activity; and
- c) Date of admission.

### **6.2 Membership Fees**

1 The National Board outlines the Membership Fee Schedule for the forthcoming business year.

2 The Membership Fee Schedule is based on the size of the members and the number of their employees.

3 An expelled member shall not be entitled to any refund of Membership Fees.

### **6.3 Invoicing**

1 The Regional Office shall send invoices for Membership Fees within two (2) months of approval by the NAGA.

2 Membership Fees are charged pro rata temporis to members who join during the business year.

#### **6.4 Members' Rights**

1 Membership entitles to attend the National and the Regional General Assembly and to one vote, provided all past and present Membership Fees are paid.

2 Upon written request, members are entitled to inspect the financial statements of the National Chamber and the reports of the Auditor within thirty (30) calendar days.

#### **6.5 Members' Obligations**

Each member shall comply with the AoA and observe the resolutions of the National Chamber and the Regional Offices, while also safeguarding their interests.

### **Article 7 Friends of the National Chamber**

1 The Friends of the Chamber are commercial entities organised in accordance with PRC law that either have strong ties to Switzerland or Liechtenstein, or to individual or corporate members of the National Chamber.

2 The National Board shall decide on the admission of Friends of the National Chamber by a simple majority.

3 Friends of the National Chamber are granted admission for a period of two (2) years.

4 Admission may be renewed.

5 Upon admission and upon payment of the service fees, Friends of the National Chamber enjoy rights and obligations similar to those of members, but they have no voting rights.

### **Article 8 Honorary Presidency**

1 The Honorary Presidency may be awarded to Chinese, Swiss or Liechtenstein citizens who have made a notable contribution to the Swiss and Liechtenstein business community in China.

2 The Honorary Presidency is granted for a period of five years.

3 Honorary Presidents promote the National Chamber and the Regional

Offices in accordance with the National Chamber's guidelines, acting as their ambassadors.

4 Those awarded the Honorary Presidency are not granted any special powers or rights within the National Chamber or its Regional Offices.

5 The Honorary Presidency is not transferable or assignable.

6 Chinese, Swiss or Liechtenstein citizens may be nominated for the Honorary Presidency by a two-thirds (2/3) majority decision of the National Board.

## CHAPTER 3 Bodies of the National Chamber and its Powers

### Article 9 National General Assembly

#### 9.1 National General Assembly

1 The supreme body of the National Chamber is the General Assembly, which has a quorum when convened in accordance with the AoA.

2 The General Assembly shall be convened by written notice to all members at least twenty (20) calendar days prior to it, stating the items on the agenda, the manner in which it is to be held and, if amendments to the AoA are proposed, their content and an explanation of their effect.

3 Hybrid attendance at the National General Assembly is permitted. If the situation so requires, it may exceptionally be held exclusively online.

#### 9.2 Power of the National General Assembly

1 Except as otherwise provided in the AoA, decisions shall be taken by a simple majority of the votes of the members present.

2 The person presiding over the General Assembly shall have a casting vote in the event of a tie.

3 The National General Assembly has the following non-transferable powers:

- a) To approve the reports of other bodies or officers of the National Chamber or Regional Offices;
- b) To approve the Membership Fees Schedule;
- c) To approve the budget for the forthcoming business year;
- d) To elect and to remove the members of the National Board and the

Auditor;

- e) To discharge the members of the National Board;
- f) To decide on appeals against the decisions of the Regional Boards, as set out in the AoA;
- g) To grant Honorary Presidency by a two-thirds (2/3) majority;
- h) To amend the AoA by a two-thirds (2/3) majority; and
- i) To dissolve the National Chamber by a two-thirds (2/3) majority.

### 9.3 Manner of the National General Assembly

1 The ordinary National Annual General Assembly (the "**NAGA**") shall be convened annually by the National Board and shall take place in the first trimester of the business year.

2 An extraordinary National General Assembly shall be convened at the request of the National Board, the Auditor, or one-tenth (1/10) of the members, provided that reasons for it are stated.

3 The extraordinary National General Assembly shall be held within forty (40) calendar days of a successful request.

### 9.4 Conduct of the General Assembly

1 The National General Assembly has a quorum if at least twenty percent (20%) of its members are present in person or represented by proxy.

2 Members represented by proxy count towards the quorum, but do not confer voting rights.

3 A member may submit a written request for an item to be placed on the agenda, provided that the request is received by the National Office at least seven (7) calendar days before the date of the National General Assembly.

### 9.5 Proxy Requirements

1 A proxy must be in writing (including electronic form where recognised by PRC law).

2 The proxy must clearly identify the appointing member and the proxy holder.

## Article 10 National Board

### 10.1 Size of the National Board and Constitution

1 The National Board shall consist of nine (9) members, comprising the

Presidents of the Regional Boards and four of their Vice Presidents, as well as a Treasurer.

2 The National Board may invite Swiss or Liechtenstein diplomatic and consular personnel as additional non-voting honorary members.

3 The National Board constitutes itself.

## **10.2 Term of Office**

1 The term of office shall be two (2) years.

2 A member of the National Board may serve a total of four (4) consecutive terms. If the actual needs of a Regional Office justify it, a member of the National Board may serve additional terms.

3 If a member of the National Board resigns before the expiry of his or her term of office, the National Board may appoint a qualified replacement to serve until the expiry of the original term of office. This counts as a full term of office.

## **10.3 Duties of the National Board**

1 The National Board oversees and makes policy decisions for the National Chamber.

2 The National Board's duties shall include the following:

- a) Determining the aims of the National Chamber for the forthcoming business year, based on the budget approved by the NAGA and the needs of the Regional Offices;
- b) Establishing guidelines for the management of the National Chamber and the Regional Offices;
- c) Supervising the affairs of the National Chamber and ensuring that its activities are consistent with the AoA;
- d) Reporting to the National General Assembly on the National Chamber's activities, finances and strategic developments;
- e) Appointing and removing the Managing Director of the National Chamber, as well as determining her or his duties;
- f) Employing and dismissing the staff at the National Chamber and the Regional Offices, and determining their duties, based on the needs of the Regional Offices;
- g) Establishing and dissolving committees or advisory boards as required, delegating specific powers or duties to them and ensuring

their proper governance;

- h) Appointing an Arbitration Committee to resolve disputes between members of the National Chamber or between the National Chamber and its members;
- i) Approving all agreements and collaborations that result in liabilities in excess of RMB 300,000;
- j) Approving all agreements and collaborations which create continuing or recurring obligations between the National Chamber or a Regional Office and any member or third party; and
- k) Performing all duties of the National Chamber not reserved by law or the AoA to other bodies or officers of the National Chamber or Regional Offices.

#### **10.4 Meetings of the National Board**

1 The National Board shall hold at least four (4) ordinary meetings per business year.

2 At least one ordinary meeting per year shall be held in person.

3 An extraordinary National Board meeting shall be convened within fifteen (15) calendar days if requested in writing by at least one third (1/3) of all members of the National Board.

#### **10.5 Conduct of National Board Meetings**

1 A quorum shall exist if a simple majority of all members of the National Board are present.

2 If a quorum is not present, a second meeting shall be convened within fifteen (15) calendar days, subject to the same quorum requirements.

3 The decisions shall be taken by a simple majority of the members of the National Board present.

#### **10.6 Voting Rights**

1 Each member of the National Board shall have one (1) vote.

2 The Chairman of the National Board shall have a casting vote in the event of a tie.

## **Article 11 National Office**

### **11.1 Officers of the National Chamber**

1 The National Chamber shall have the following officers: a Chairman, three Vice Chairmen and a Treasurer.

2 The Regional Boards' Presidents will be either the National Board's Chairman or Vice Chairmen.

3 The National Board may appoint other officers as deemed necessary.

4 All officers shall be appointed by the National Board and confirmed at the NAGA.

5 All officers shall serve a term of two (2) years and shall remain in office until their successor has been appointed.

### **11.2 Duties of the Officers of the National Chamber**

The duties of the officers shall include the following:

- a) Chairman: The Chairman shall represent the National Chamber, carry out the decisions of the National Board, preside at all National Board and National General Assembly meetings, and perform all duties incident to the office.
- b) Vice Chairmen: The Vice Chairmen shall assist the Chairman in fulfilling the duties, shall perform in the absence or incapacity of the Chairman the duties of the Chairman and shall perform other duties as assigned by the National Board.
- c) Treasurer: The Treasurer shall propose the national annual budget to the NAGA, oversee the financial affairs of the National Chamber, maintain accurate financial records, and present the Membership Fees Schedule and the financial reports as required by the National Board. The consolidated national annual budget comprises of the regional annual budgets, which are submitted by the end of October each business year and relate to the forthcoming business year. If a Regional Board fails to submit its regional annual budget on time, the Treasurer will determine it instead.

### **11.3 Legal Representative**

The Chairman is the Legal Representative of the National Chamber.

#### **11.4 Failure of the Chairman to Carry out the Decisions of the National Board**

1 If the Chairman fails to carry out the decisions of the National Board, he or she shall have the right to resign from all his or her roles in the National Chamber and the Regional Offices.

2 If the Chairman does not resign, the National Board shall convene an extraordinary National General Assembly, request that the member be removed from all roles in the National Chamber and the Regional Offices and provide the appropriate evidence.

3 The extraordinary National General Assembly shall elect a new Chairman to serve for the remainder of the original term and for the subsequent term.

#### **11.5 Use of the Stamps of the National Chamber**

1 Written consent from both the Legal Representative and the Managing Director is required for the use of the official stamp and the contract stamp of the National Chamber.

2 Every use of the official stamp and the contract stamp of the National Chamber shall be documented.

3 The Managing Director shall submit the National Chamber's stamp documentation to the last meeting of the National Board prior to NAGA.

### **Article 12 Regional Board**

#### **12.1 Size of the Regional Board and Constitution**

1 The Regional Board shall decide the number of its members as it deems necessary, with a maximum of eleven (11) members, including a Treasurer.

2 The Regional Board may invite Swiss or Liechtenstein diplomatic and consular personnel as additional non-voting honorary members.

3 The Regional Board constitutes itself.

#### **12.2 Term of Office**

1 The term of office shall be two (2) years.

2 A member of the Regional Board may serve a total of four (4) consecutive terms. If the actual needs of a Regional Office justify it, a member of the Regional Board may serve additional terms.

3 If a member of the Regional Board resigns before the expiry of his or her term of office, the Regional Board may appoint a qualified replacement to serve until the expiry of the original term of office. This counts as a full term of office.

### **12.3 Requirements for Regional Board Members**

1 A member of the Regional Board must be an individual member or employed by, formally associated with, or otherwise professionally connected to a corporate member or a friend of the National Chamber.

2 A member of the Regional Board must have a reputation for integrity and professionalism, as well as a clean criminal record.

### **12.4 Concerns about Reputation**

1 The Regional Board is concerned about the integrity and professionalism of one of its members in the event of:

- a) His or her gross negligence of duty;
- b) His or her violation of PRC laws or regulations;
- c) The member of the National Chamber with whom they are affiliated does not have a clean record on China's corporate social credit system; or
- d) Any other conduct deemed significantly detrimental to the National Chamber, the Regional Offices, their members or the Swiss and Liechtenstein business community in China.

2 If the Regional Board expresses written concern about the integrity or professionalism of one of its members, that member shall have the right to resign from all roles in the National Chamber and the Regional Offices.

3 If that member does not resign, the National Board shall convene an extraordinary National General Assembly and request that the member be removed from all roles in the National Chamber and the Regional Offices, providing the appropriate evidence.

### **12.5 Election Procedure for Regional Board Members**

1 Candidates standing for election to the Regional Board must submit a written declaration to the Regional Office at the time of announcing their candidacy.

2 This declaration states that the candidates have not violated the laws and regulations of the PRC, and that the corporate social credit record of the

National Chamber's member with which they are affiliated is clean.

3 If the Regional Office's background check raises concerns, candidates may withdraw their candidacy, or the results of the background check will be presented to the Regional General Assembly.

## Article 13 Auditor

### 13.1 Nomination

1 The Auditor shall be nominated by the National Board.

2 The Auditor shall not be an employee or an affiliate of a member or of a friend of the National Chamber.

### 13.2 Term of Office

1 The term of office for the Auditor shall be one (1) year.

2 The Auditor may be re-elected.

### 13.3 Duties of the Auditor

1 The accounts of the National Chamber and the Regional Offices shall be audited annually by the Auditor.

2 The Auditor shall examine the financial statements and any other relevant documents of the National Chamber and the Regional Offices.

3 The Auditor shall send a written report (the "**Audit Report**") of its findings to:

- a) The last meeting of the National Board prior to NAGA;
- b) The last meeting of the Regional Board prior to the Regional General Assembly; and
- c) The members with the written notice of the convening of the NAGA and the Regional General Assembly.

## CHAPTER 4 Call for Bids, Finance and Liabilities

### Article 14 Call for Bids

1 Contracts in excess of RMB 500,000 shall be subject to an open bidding process involving at least all members of the National Chamber in provinces covered by the Regional Office where the contract is to be performed.

2 Members of the National or the Regional Board or their employers shall only be awarded contracts in excess of RMB 500,000 if they are shown to be more competitive than the other bidders after the other bidders have been informed of this bid and have had an opportunity to submit a new bid.

## **Article 15 Finance**

### **15.1 Funds and Assets**

1 The National Chamber's funds and assets come from:

- a) Membership Fees;
- b) income from the provision of services and organisation of events;  
and
- c) any other lawful financial resources.

2 The National Board uses the National Chamber's funds and assets to achieve the aims set out for the respective business year.

### **15.2 Bank Accounts**

1 The National Chamber may open, maintain and close bank accounts in its name.

2 The opening, maintenance and closing of bank accounts shall be subject to the prior approval of the National Board.

### **15.3 Accounting**

1 The financial year is the same as the business year.

2 At the end of the financial year, the Managing Director shall be ready to present the annual financial statements, which are in accordance with the PRC accounting provisions, to the National Board.

3 The accounts shall be kept in accordance with commercial principles.

4 Assets shall be entered in the balance sheet at a maximum of their acquisition or production cost. They shall be appropriately depreciated for tax purposes.

5 The annual financial statements shall consist of a balance sheet and a profit and loss account.

## **Article 16 Liabilities of the National Chamber**

1 The liabilities of the National Chamber shall be met only from its funds and assets.

2 Neither the members of the National Chamber, nor the members of the National Board, nor the Legal Representative, nor the Managing Director, nor the staff, shall be personally liable for the debts or obligations of the National Chamber.

## **Article 17 Liabilities of the Regional Offices**

1 The liabilities of the Regional Offices shall be met only from its funds and assets.

2 Neither the members of the Regional Board, nor the Managing Director, nor the staff shall be personally liable for the debts or obligations of the Regional Offices.

# **CHAPTER 5 Dissolution and Liquidation**

## **Article 18 Dissolution and Liquidation**

1 If the National General Assembly has decided to dissolve the National Chamber, the National Board shall be responsible for the liquidation of the National Chamber, unless the National General Assembly appoints other people.

2 In the event of the dissolution of the National Chamber, any remaining funds and assets not earmarked for a specific purpose shall be transferred by decision of the National General Assembly to an institution or project which promotes Sino-Swiss economic relations or supports humanitarian or educational objectives.

# **CHAPTER 6 Supplementary Provisions**

## **Article 19 Interpretation**

1 Any question or issue arising under these AoA which is not specifically addressed herein shall be resolved at the discretion of the National Board.

2 The interpretation or decision of the National Board on such matters shall

be final, provided that it is not inconsistent with the applicable laws or regulations of the PRC.

## Article 20 Notification

Members will be notified in writing, including via electronic means.