

APPENDIX F

SWISSCHAM BEIJING REGIONAL BYLAWS

Swiss Chinese Chamber of Commerce Beijing

("BEIJING BYLAWS")

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

Registered office changed in 2015.

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

The Chamber has its registered office at Room 611, Xinyuanli West 19, Chaoyang District, Beijing 100027, China.

In accordance with Article III, Section 2 of its Bylaws, the Chamber has decided to establish a Regional Organization and issues the following Regional Bylaws¹⁸

ARTICLE 1 - STATUS, NAME AND OFFICE¹⁹

SwissCham Beijing is a Regional Organization of the Chamber.

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

SwissCham Beijing shall have its offices at the Chamber.

ARTICLE 2 - PURPOSE

¹⁸ Non-material amendments approved by the BOD Meeting of SwissCham Beijing of 18 March 2009.

¹⁹ Ibid.

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

ARTICLE 3 - TERRITORY

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

ARTICLE 4 - MEMBERSHIP²⁰

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

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

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

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

"In principle, applicants are admitted as Corporate Member.

"Additional regional member categories include:

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

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

"(c) Associate Membership: Members accepted by the Regional BOD that do not qualify for national membership. Namely, students and young professionals are eligible for

²⁰ See 2008/9 RAGA Package, pp. 33-6 and 2008/9 NAGA Package, pp. 15-8. Amendment approved by the 2008/9 RAGA and NAGA of 27 March 2009.

Associate Membership. So are business associations as per Art. IV, Sec. 2 of the National Bylaws.

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

"Additional regional members do not enjoy voting rights.

ARTICLE 5 - MEMBERSHIP FEES

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

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

ARTICLE 6 - REGIONAL GENERAL ASSEMBLY

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

The Regional General Assembly shall function according to the rules outlined in Article 5²¹ of the Articles of Association of the Chamber.

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

²¹ See 2007/8 RAGA Package, pp. 32-3. Amendment approved by the RAGA of 28 February 2008 and by the NAGA of 14 March 2008.

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

- (i) Agenda
- (ii) Activity report of the Board
- (iii) Accounts for the past period and auditors' identification

(iv) Program and budget for the next period

(v) Candidacies call to the Board

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

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

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

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

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

(g) A secret ballot will be conducted: (i) If the Chair

of the GA so requests or (ii) If 2 members of

the GA so request.

ARTICLE 7 - REGIONAL BOARD OF DIRECTORS & EXECUTIVE STAFF

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

It shall be convened and function according to the rules outlined in Article 6²² of the Articles of Association of the Chamber.

²² Ibid., p. 33 and clerical error: "6", not "VI".

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

(a) Board Members are elected for one year.

(b) Board is constituted of a maximum of 11²³ Members, which does not include honorary Board members, as relevant.

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

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they did not attend 2/3rd of scheduled Board Meetings.²⁴

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

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

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

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

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

(i) Daily Beijing Chamber activities

(ii) Events

(iii) Sales & marketing

(iv) New members acquisition

²³ Ibid., p. 32.

²⁴ Ibid.

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- (v) Services offered by the Beijing Chamber
- (vi) Profit & loss accountability
- (j) The Board will set targets expenses level, manage and review performance of the ExD on a bi-annual basis.

ARTICLE 8 - FINANCE

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

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

ARTICLE 9 - AUDITOR

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

The Auditor shall inspect the annual financial statements, including cash flow statements and other documents. He has the right to require submission of financial statements and relevant documents, and to inspect the current balance situation. The result of the inspection shall be reported in written forms to the Regional Board and submitted to the Regional General Meeting.

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

ARTICLE 10 - REPORTING TO THE CHAMBER

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

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

ARTICLE 11 - FINAL PROVISIONS

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

They have last been amended at the Meeting of the Chamber of 27 March 2015.