Article	Content	Commentary
		All previously adopted Articles of Association, as well as all National and Regional Bylaws, shall be replaced by the new Articles of Association approved by resolution at SwissCham's National General Assembly in 2026.
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**").	This article formally establishes the official name of the Chamber. The National Board will discuss the English name and make a decision on the final name. In China, the establishment and administration of foreign chambers of commerce is primarily governed by the Interim Provisions on the Administration of Foreign Chambers of Commerce (2013 Revision) (hereinafter referred to as the "**Interim Provisions**"). According to Article 6 of the Interim Provisions, the name of a foreign chamber of commerce must be preceded by the name of its own country and the word 'China'.
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**").	This article establishes the legal domicile of the National Chamber. This address is crucial for all official correspondence, legal notices and regulatory filings. According to Article 11 of the Interim Provisions, any change to this address must be formally updated with the PRC registration authority.
1.3 Business Year	The business year of the National Chamber is the calendar year, running from January 1 to December 31.	This article defines the business year as the standard calendar year, thereby establishing the Chamber's fiscal and operational cycle. This aligns with common practice in the PRC and simplifies all key financial functions, including accounting, auditing and tax reporting.

		Furthermore, this defined annual cycle informs the Chamber's strategic planning, providing an official framework for developing budgets and setting business goals for the forthcoming year.
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.	This article establishes the framework that governs the operational mandate and strategic direction of the Chamber. The National Chamber is defined in accordance with the statutory definition of 'foreign chambers of commerce' as set out in Article 2 of the Interim Provisions. The enumerated objectives define the scope of the Chamber's activities and strategic priorities, providing guidance for operational decision-making and resource allocation. Liechtenstein is included in the new Articles of Association because Switzerland and Liechtenstein are in a customs union.
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	This article establishes centralised governance and a unified strategy. The hierarchy is unequivocally established: the National Chamber sets the policy and framework, while the Regional Offices implement it. This

	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.	structure prevents fragmentation and ensures brand consistency. According to PRC regulations, foreign chambers are permitted to establish representative branches that are not considered to be independent legal entities. The PRC's Ministry of Civil Affairs typically requires each branch to be recorded after the National Chamber has completed its registration, thereby formalising this hierarchical structure within the regulatory framework.
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.	This article specifies the operational structure and allocates provinces to Regional Offices. The model is based on the coverage of Swiss consulates in China, with modifications made for the South-West Regional Office.
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	Articles 3.3 and 3.4 establish a consistent and parallel governance structure throughout the organisation. The aim of this structure is to enhance operational clarity and promote administrative efficiency throughout the Chamber's national and regional operations. The qualifying clause 'unless the AoA states otherwise' in Article 3.4

	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.).	ensures that Regional Offices operate under the same governance rules as the National Chamber, while preserving the AoA's authority to establish specific exceptions. This maintains organisational hierarchy and prevents governance fragmentation. Overall, the structure provides governance consistency while allowing necessary flexibility through the AoA exception provision, ensuring centralised standards without eliminating regional operational adaptability.
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.	This article outlines the Chamber's external relations with other foreign chambers of commerce, establishing its place within the global network of Swiss and international business chambers.
4.2 Relationship with the Swiss Chinese Chamber of Commerce in Zurich and the Swiss Chamber of Commerce in	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	This article formalises strategic alliances. The SCCC and the Swiss Chinese Chamber of Commerce in Hong Kong are important strategic partners. The invitation of SCCC representatives as non-voting honorary members is intended to encourage collaboration and the exchange of information, while ensuring that the decision-making authority and fiduciary duty of the elected National Board members remain intact.

Hong Kong	in Hong Kong as additional non-voting honorary members of the National Board.	
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.	This article outlines the membership categories of the Chamber, as set out in Article 5 of the Interim Provisions. It confirms that the Chamber may admit corporate (group) and individual members, provided that none of them are Chinese nationals. Corporate membership is structured around three eligibility pathways, each of which is designed to ensure a genuine and substantive connection to Switzerland. This safeguards the identity and mission of the Chamber. The first pathway is for commercial entities established in Switzerland that conduct business activities in China. This category includes companies that are legally and operationally based in Switzerland, but whose commercial activities are directed towards the Chinese market. The second eligibility pathway applies to commercial entities established in China which are controlled by a Swiss citizen or legal entity organised under Swiss law, and which have their actual centre of administration in Switzerland. This requirement ensures that, despite being incorporated in China, such entities are effectively directed and controlled from Switzerland. The concept of 'control' should be interpreted consistently with Article 40, paragraphs 1–3, of the Swiss Abroad Act. Accordingly, a person or entity is deemed to exercise control if they: (i) directly hold a majority of the voting rights in the highest decision-making body; (ii) directly holds the right to appoint or remove a majority of the members of the highest executive or

		management body; or (iii) are otherwise able to exercise a controlling influence pursuant to the articles of incorporation, foundation charter, contractual arrangements or similar instruments. The third eligibility pathway enables legal entities or foreign-funded organisations based outside China to qualify for membership, provided they have an affiliated entity in Switzerland that conducts trade or business activities in China. This affiliated entity can be a subsidiary, branch or representative office. This approach strikes a balance between inclusivity and the requirement of a meaningful Swiss connection. In all cases, the Regional Board must carefully verify that the required 'Swissness' is substantively fulfilled. The affiliated entity in Switzerland must represent a genuine operational or economic link rather than merely a formal or nominal presence. This scrutiny ensures that membership remains aligned with the Chamber's purpose and prevents entities lacking a real connection to Switzerland from being admitted. Individual membership is limited to Swiss citizens who are employees of commercial entities or foreign-funded organisations established in China. This category is intended for individuals whose professional activities in China are closely connected to the business community represented by the Chamber. Finally, membership is expressly non-transferable. This rule protects the principle that membership is granted following a review and an admission decision by the relevant governing bodies rather than being treated as a transferable asset. It ensures that each member, whether

		corporate or individual, has been properly vetted, thereby enabling the Chamber to maintain oversight of the composition and integrity of its membership base. Liechtenstein citizens are included in the definition of membership, for both corporate and individual memberships, because Switzerland and Liechtenstein are in a customs union.
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.	This mechanism gives Regional Boards the discretion to accept or refuse membership applications, with minimal notification requirements. This allows boards to simply communicate acceptance or refusal without providing a statement of grounds. The article also establishes an internal appeals process. Upon receiving a refusal notice, applicants have 30 calendar days to submit a written appeal, which will then be decided by all members at the next NAGA meeting.
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).	According to Article 8 of the Interim Provisions, the Articles of Association of foreign chambers of commerce must detail the procedure for admitting members and their respective rights and obligations. This section establishes the Board's decision to admit a member and full fee payment as conditions precedent to the legal membership relationship. Additionally, it establishes a formal commencement date for membership based on the date of notification and sets out exhaustive events that lead to termination.
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	This section establishes a structured framework for resignations with three key provisions. Firstly, it stipulates a minimum notice period of

	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.	two months before the end of the business year, enabling the Chamber to make necessary adjustments to budgets, membership projections and board composition in advance of the new business cycle. Secondly, the waiver provision provides essential flexibility, allowing Regional Boards to accommodate members facing extenuating circumstances. Thirdly, payment default is converted into an automatic resignation, creating an efficient exit mechanism that avoids the need for lengthy formal expulsion proceedings. By deeming non-payment as constructive resignation after a two-month grace period following a reminder notice, the Chamber can maintain accurate membership records while providing members who have defaulted with adequate opportunity to remedy their default. This section safeguards the financial integrity of the Chamber while upholding due process principles.
5.5 Expulsion	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	This provision establishes the Chamber's disciplinary authority by setting out a structured framework for expulsion, designed to protect both the integrity of the institution and the rights of its members. It creates the essential power to discipline members whose conduct undermines the Chamber's mission, harms fellow members or reflects poorly on the Chamber's reputation, by enabling Regional Boards to remove them. As expulsion is the most severe sanction for members, the decision requires a two-thirds majority vote to prevent arbitrary or politically motivated removals. Grounds for expulsion:

	writing to the next NAGA within thirty (30) calendar days of notification of the decision.	a) Any action that is detrimental to the objectives or interests of the National Chamber or a Regional Office. This includes, but is not limited to: • Repeated or serious violations of the AoA or the resolutions of the National Chamber or the Regional Offices; • Actions that publicly discredit the Chamber's reputation, hinder its operations or contradict its strategic goals; • Acts that endanger the legal, financial or operational standing of the Chamber, including misuse of Chamber resources or unauthorised representation; • Encouraging or facilitating third-party actions that are hostile to the Chamber's interests; or • Any actions that cause actual damage to the National Chamber or Regional Offices. (b) Any conduct deliberately detrimental to another member. This includes, but is not limited to: • Knowingly spreading false or harmful information about another member; • intentionally interfering with another member's business relationships or professional reputation within the Chamber context; • Harassment, threats or coercion directed at another member or their representatives; or • Misuse of privileged or confidential information to the disadvantage of another member.

		(c) Any highly dishonourable conduct. This refers to conduct which gravely breaches the ethical, professional or legal standards expected of a member, including, but not limited to, the following: • Conviction for a serious criminal offence or regulatory breach that is incompatible with the Chamber's values; • Fraud, embezzlement or corruption in a business or professional context; • Systematic unethical behaviour in commercial dealings, particularly where it may reflect negatively on the Chamber; or • Records on China's corporate social credit system that are incompatible with the Chamber's values. • Conduct that, by general societal standards, is considered grossly improper, indecent or morally reprehensible. The National Board has the right to overrule the decision of the Regional Board. This provision establishes a unified governance structure, enabling the National Board to oversee and maintain consistency across all Regional Boards. The power to overrule acts as a safeguard against arbitrary or disproportionate expulsions, protecting the integrity of the Chamber's decision-making process as a whole. The non-refund clause is consistent with Article 9 of the Interim Provisions, which prohibits the distribution of membership fees or other funds to members or outside China under any circumstances. This ensures that membership fees remain within the Chamber to support its ongoing operations and mission, while protecting the Chamber's

		financial resources and reinforcing the gravity of expulsion as a disciplinary measure. Similar to the due process principles established in the membership refusal provisions, expelled members have the right to appeal the decision to the full membership at the next NAGA within 30 calendar days of being notified. This appellate mechanism ensures that expulsion decisions undergo rigorous scrutiny by the broader membership body, preventing potential Regional Board overreach while maintaining institutional accountability.
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.	This provision establishes a mandatory record-keeping obligation for both National and Regional Offices, requiring them to maintain a single, continuously updated membership register. This requirement is in line with Article 10 of the Interim Provisions, which states that every foreign chamber of commerce must keep a list of members and any changes to it, which is available for inspection by the registration authority. According to Article 12 of the Interim Provisions, the registration authority may randomly check membership registers, and failing to present an accurate and up-to-date list may result in administrative penalties.
6.2 Membership Fees	1 The National Board outlines the Membership Fee Schedule for the forth-coming 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	Articles 6.2 and 6.3 set out the framework for collecting membership fees, thereby fulfilling the regulatory requirement under Article 8 of the Interim Provisions that the Articles of Association must specify 'membership fee standards and methods of collection'.

	of Membership Fees.	Firstly, the National Board is responsible for proposing the annual membership fee schedule, which must be based on differentiation and equity principles. Once approved by the NAGA, the proposed membership fee schedule will become effective. Once approved, responsibility for implementation transfers to the Regional Offices, which must issue invoices within two months of NAGA approval. This timeframe ensures prompt billing and provides members with adequate notice of their financial obligations for the upcoming period.
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.	Article 8 of the Interim Provisions requires the AoA to set out members' rights and obligations. This article outlines the right to participate in and vote at General Assemblies, as well as the right to financial oversight through inspection of audited reports. These rights correspond to the members' fundamental duties: adhering to the Chamber's governing rules and acting in a manner that safeguards the organisation's interests. The provision strategically links the right to vote to a member's primary obligation to pay their fees. This requirement gives the Chamber a powerful tool with which to enforce fee collection: failure to pay results in automatic suspension of the member's ability to influence Chamber governance. Similarly, the right to inspect financial records is a cornerstone of transparency and accountability, assuring members that their funds are being managed responsibly. The 30-calendar-day processing period ensures that requests are handled in an orderly manner, without disrupting operations.
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.	

		Members are obliged to comply with the AoA. This clause enables the Chamber to enforce its internal rules and maintain discipline.
7 **Friends of the National Chamber**	1 The Friends of the Chamber are commercial entities oganised 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.	This clause establishes the "Friends of the Chamber" category for commercial entities organised in accordance with PRC law that have strong ties to either Switzerland or individual or corporate members of the National Chamber. It is designed to provide Chinese companies that do not meet the formal membership eligibility requirements with a structured form of engagement, enabling them to maintain meaningful connections with the Swiss or Liechtenstein business community represented by the Chamber. Entities admitted as 'Friends of the Chamber' can participate in selected events, access information and make use of the Chamber's designated services without acquiring membership status. In return, Friends of the Chamber pay service fees, determined in accordance with the Membership Fee Schedule. This ensures transparency, consistency and financial sustainability, while clearly distinguishing Friends from members. A commercial entity will be considered to have strong ties to Switzerland or Liechtenstein if it can demonstrate a significant and continuous economic, operational or strategic connection to the countries. Such ties may include, but are not limited to: • maintaining a branch, representative office or subsidiary in Switzerland or Liechtenstein; • holding significant business relationships with Swiss or Liechtenstein companies, institutions or public authorities;

		• engaging in regular trade, investment or technology cooperation with Swiss or Liechtenstein partners; • participating in Swiss- or Liechtenstein-based projects, industry associations or bilateral initiatives; or • employing staff or maintaining operations that contribute to the Swiss or Liechtenstein economy. Alternatively, a commercial entity may qualify as a Friend of the Chamber by demonstrating strong ties to the National Chamber's individual or corporate members. These ties can be shown through established and ongoing commercial cooperation, strategic partnerships, supply-chain relationships, joint ventures, service agreements or other long-term business relationships with one or more Chamber members. These connections must be substantive and aligned with the Chamber's objectives. This structure preserves the Chamber's status as a foreign chamber under the Interim Provisions, which stipulate that decision-making authority and voting rights must remain with foreign companies or individuals. At the same time, it enables the Chamber to expand its network, increase its visibility and strengthen its financial base, while maintaining its governance framework. The National Board acts as gatekeeper and is responsible for assessing whether the eligibility criteria are met in each case. The status of 'Friend of the National Chamber' is granted for an initial period of two years and may be renewed thereafter. This time-limited status enables the National Board to periodically review whether each

		'Friend' continues to meet the eligibility requirements and remains aligned with the Chamber's mission, values and strategic objectives.
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.	The article allows the Chamber to award an honorary presidency to Chinese and Swiss citizens who have made a notable contribution to the Swiss business community in China. While the recipient gains prestige, this is a purely ceremonial title: they do not gain any voting power, management authority, or 'responsible person' status in the eyes of the Ministry of Civil Affairs. Payment of membership fees is not waived for those holding this title. Honorary Presidents promote the National Chamber and the Regional Offices, acting as their ambassadors. Nomination to the Honorary Presidency requires a two-thirds (2/3) majority decision of the National Board, reflecting the exceptional nature of this distinction. This qualified majority ensures that nominations are supported by broad consensus within the National Board.
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	This provision establishes the General Assembly as the Chamber's highest authority and incorporates three due process safeguards: a 20-calendar-day notice period in writing, a detailed agenda (particularly for any changes to the AoA) and the option to participate in person or online.

	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:	This clause sets out the non-transferable powers of the General Assembly: approving the budget, electing and discharging the Board, amending the Articles of Association, and dissolving the organisation. It also establishes decision thresholds of a simple majority for routine matters and a two-thirds majority for structural changes. The casting-vote mechanism ensures that decisions can still be made in the event of a tied vote.

	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	According to Article 9.3 of the AoA, the National Annual General Assembly is held in January. This seems to be the best time, as it is before Chinese New Year. After Chinese New Year, everyone is usually very busy. It would also be beneficial to have the chambers' tasks completed at the start of the year. An important safeguard mechanism allows the Board, the Auditor or 10% of members to convene an extraordinary General Assembly within 40 calendar days if urgent matters arise that cannot wait for the regular annual meeting.

	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.	This article sets out the procedures necessary to ensure that the National General Assembly operates in a participatory and orderly manner. The 20% quorum requirement strikes a balance for a membership that is geographically dispersed (it is low enough to enable valid proceedings, while ensuring adequate representation for key decisions). Without reaching this threshold, whether through members being present in person or by proxy, meetings cannot legally convene or pass binding resolutions. The procedural framework facilitates member participation while maintaining administrative order. Written proxy provisions, including electronic forms recognised under PRC law, enable remote members to vote and align with modern governance practices. Members have the right to propose agenda items, which empowers democratic participation and debate. This is balanced by a seven-calendar-day submission deadline, which provides the National Office with sufficient time to prepare materials and prevents disruptive last-minute additions. Furthermore, advance notice ensures that all attendees can properly consider the proposed topics before the meeting.
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.	This provision ensures legal certainty and transparency in the use of proxies by requiring them to be in writing, including electronically where legally permissible under PRC law. By clearly identifying both the appointing member and the proxy holder, the article helps to

		prevent misunderstandings, unauthorised representation or disputes regarding voting rights or representation at meetings.
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.	This article outlines the structure of the National Board, ensuring that it is both representative and effective. The National Board comprises Presidents and Vice Presidents of the Regional Boards, as well as a treasurer. This design creates a governance model in which each region has a direct voice, thereby promoting alignment and preventing regional dominance. The Board may invite Swiss diplomatic and consular personnel to join as non-voting honorary members, thereby enhancing strategic insight. This mechanism provides valuable external counsel while preserving the Chamber's independence as a non-governmental organisation. The new Articles of Association reflect the fact that, according to international law, diplomatic and consular relations are distinct. Finally, the provision that the Board 'constitutes itself' grants it standard autonomy to efficiently organise its own internal leadership roles from among its members.
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	This article sets out the term of office and continuity of service for members of the National Board. The standard two-year term, combined with a limit of four consecutive terms, is intended to strike a balance between continuity and renewal. A longer maximum tenure enables Board members to gain sufficient experience and develop institutional knowledge before being required to step down, allowing them to make a meaningful contribution.

	original term of office. This counts as a full term of office.	Limiting the number of consecutive terms ensures that leadership renewal remains possible, while also enabling former board members to rejoin after an absence of one term ('cooling-off period'). The exception based on the actual needs of a regional office provides the necessary flexibility, particularly in the regions where it may be challenging to identify and retain suitably qualified candidates. The provision governing early resignation ensures operational stability. By enabling the National Board to appoint a qualified replacement for the remainder of the term, which counts as a full term of office, the Chamber can avoid governance gaps and prevent the term-limit framework from being circumvented through partial appointments.
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 forth-coming 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	This article outlines the extensive duties of the National Board, which fall under the categories of strategic leadership, fiduciary oversight and operational authority. The National Board's primary role is to determine the Chamber's annual objectives and establish guiding policies, thereby setting its direction. This leadership function is balanced by the crucial duty of oversight to ensure that all activities comply with the AoA, and to report on all strategic and financial matters to the National General Assembly. This makes the Board directly accountable to the members it serves. The article grants the Board specific powers in personnel and finance, which are central to its management function. The Board has ultimate authority over the Chamber's top management, including the power to appoint, remove and define the duties of the Managing Director.

	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.	The board has the power to establish and dissolve committees or advisory boards as required, delegate specific powers or duties to them, and ensure their proper governance. This is complemented by critical financial stewardship responsibilities. The Board must approve any liability exceeding RMB 300,000, as well as all agreements creating recurring obligations. These clauses act as essential risk management tools, ensuring that major financial commitments receive appropriate scrutiny. Finally, the article empowers the Board with the necessary governance tools, including the ability to delegate tasks to committees and appoint an Arbitration Committee to resolve internal disputes. The 'catch-all' clause (2k) is a standard legal provision which aims to prevent governance gaps, as the Board is designated as the default authority for any powers not otherwise assigned.

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.	This article outlines the National Board's deliberation framework, which is based on structured meeting requirements and minority protection mechanisms. The requirement for at least four annual meetings establishes a quarterly rhythm for monitoring strategy, finances and operations, and the stipulation of at least one in-person meeting recognises the value of face-to-face interaction in building trust and enabling more in-depth strategic discussions between regional board members. The provision allowing one-third of board members to compel a meeting within 15 calendar days is a vital minority protection mechanism. This ensures that leadership cannot ignore pressing matters and prevents any single faction from controlling the agenda by avoiding meetings.
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.	To ensure the integrity of the decision-making process, this article sets out the National Board's procedural rules, which are based on the principle of majority participation. A quorum requires the presence of a simple majority of all board members, meaning that no binding actions can be taken without sufficient representation. If a meeting fails to achieve a quorum, a second meeting must be convened within 15 calendar days under the same quorum rules. This requirement prioritises the legitimacy of board decisions over mere expediency.
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	This article establishes voting equality by giving each board member one vote, while ensuring decisiveness by giving the Chairman the casting vote.

	vote in the event of a tie.	
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.	This article outlines the core leadership structure of the Chamber, which comprises four essential positions: Chairman, Vice-Chairmen and Treasurer. The provision gives the National Board the flexibility to appoint extra officers if necessary. The article also ensures continuity of leadership and prevents any governance vacuum. The National Board's appointment is subject to confirmation by the NAGA. This reinforces transparency, accountability, legitimacy and member participation in the governance process.
11.2 Duties of the Officers of the National Chamber	The duties of the officers shall include the following:	This article clearly defines the distinct responsibilities of each key office holder, promoting clarity and accountability. It establishes the Chairman as the primary executive and representative authority, responsible for implementing board decisions and presiding over all meetings. The Vice Chairman's duties focus on supporting leadership continuity. The Secretary General and Treasurer are the backbone of the Chamber's corporate governance: the Secretary General ensures procedural and administrative integrity through record-keeping, while the Treasurer oversees all financial affairs to ensure fiscal integrity. This clear assignment of duties is critical for preventing ambiguity of roles and establishing direct accountability for the Chamber's core functions. This provision establishes a balanced budgetary framework that

	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.	combines bottom-up input with top-down oversight. The regional boards initiate the process by submitting their annual budgets, ensuring that local needs and priorities are reflected. The National Treasurer then consolidates these budgets into a single national budget, which is subject to approval and implementation by the National Board. This approach ensures coherence, transparency and financial discipline at all levels of the Chamber. Meanwhile, the Treasurer's competence to determine a regional budget in the event of non-compliance guarantees continuity and accountability.
11.3 Legal Representative	The Chairman is the Legal Representative of the National Chamber.	This article appoints the Chairman as the legal representative of the National Chamber. According to Article 61 of the PRC Civil Code, the legal representative is the individual officially authorised to act on

		behalf of a legal entity, whose signature can legally bind the organisation to contracts and other obligations. By formally assigning this duty to the Chairman, ultimate executive authority and legal responsibility are centralised in the Chamber's highest elected office. Under the PRC Civil Code, the actions of the legal representative within their scope of authority are deemed to be the actions of the organisation itself. This means the Chairman has the power to represent the Chamber in legal proceedings, sign contracts and execute official documents. This structure provides external parties, such as government bodies, banks and business partners, with a clear point of authority.
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.	This article critically examines the power of the Chairman and sets out a clear process for resolving a governance crisis where the Chairman fails to implement National Board decisions. The provision offers a two-step approach: First, it grants the Chairman the 'right to resign', allowing for voluntary resolution through a de-escalation process. If the chairman declines this option, the article mandates a formal, evidence-based removal process. This places ultimate authority with the members at an Extraordinary National General Meeting, rather than with the Board itself. The second part of the article focuses on ensuring a stable transition of power to prevent a leadership vacuum. The stipulation that the new Chairman serves for the remainder of the original term and the subsequent term is a deliberate measure designed to give the new leader a strong and unambiguous mandate, as well as avoiding the need to restart the lengthy registration process for the legal representative.

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.	This article sets out the critical internal controls for company stamps ('chops'). The requirement for dual consent from both the Legal Representative and the Managing Director creates a robust safeguard, preventing any individual from unilaterally binding the Chamber and mitigating the risk of fraud or unauthorised commitment. This framework is reinforced by a comprehensive documentation and oversight control loop. Mandatory logging of all stamp usage establishes a vital audit trail, while the Managing Director's annual report to the Board ensures active oversight. This structure enables the Board to fulfil its fiduciary duties by verifying compliance with the dual-control protocols and maintaining oversight of these sensitive functions.
12.1 **Size of the Regional Board and Constitution**	1 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.	These two articles mirror the governance principles of the National Board at a regional level. The key distinction is the flexibility granted to each Regional Board to determine its own size, up to a maximum of eleven members. This practical approach allows each region to adapt its governance structure to the specific needs and size of its local membership, while taking regional differences into account.
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.	This article outlines the eligibility criteria for Regional Board members, emphasising a substantive connection to the Chamber and personal integrity. The broadened affiliation requirement reflects the evolving structure of the Chamber by enabling Regional Board members to either be individual members, or be employed by, formally associated with, or otherwise professionally connected to, a corporate member or a Friend of the National Chamber. This ensures that regional leadership is drawn from individuals who are actively engaged in the Chamber's ecosystem and familiar with its objectives, activities and values. The requirement for integrity, professionalism and a clean criminal record serves as an essential risk management and governance safeguard. It guarantees that Regional Board members are credible individuals whose professional conduct will not expose the Chamber to legal, regulatory or reputational risks, particularly when interacting with PRC authorities and other external stakeholders.
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	This article sets out the enforcement mechanism for board member reputational standards, providing the Regional Board with a framework to address potential misconduct. This framework enables the Board to take appropriate action when a director's behaviour poses a reputational risk. Definitions of grounds for concern:

	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.	a) Gross negligence of duty: This refers to a serious and repeated failure to fulfil the responsibilities and obligations expected of a Regional Board member, including persistent non-participation in meetings, failure to carry out assigned tasks or disregard of fiduciary or governance duties. Such conduct must undermine the effectiveness or reputation of the Board or the Chamber. b) Violation of PRC laws or regulations: This includes any confirmed breach of the laws, administrative regulations or binding regulatory directives of the People's Republic of China that may affect the legal standing, public image or operational integrity of the Chamber, its regional offices or its members adversely. c) Affiliation with a member that does not have an clean record on China's corporate social credit system: This refers to a situation in which the board member is affiliated with a member that has been subject to adverse entries, penalties or blacklisting under the PRC corporate social credit system. Such violations may include tax, customs, environmental, labour or regulatory compliance obligations and may cast doubt on the board member's suitability in terms of their reputation. d) Any other conduct deemed significantly detrimental to the National Chamber, the Regional Offices, their members, or the Swiss business community in China. This includes any serious behaviour, whether legal, ethical or reputational, that damages the interests, credibility or cohesion of the Chamber or its community, including public misconduct, conflicts of interest or actions that are incompatible with the

		values and objectives of the Chamber. The assessment of such conduct shall take into account its impact, recurrence and the member's role within the organisation. The article also establishes fair due process for such sensitive situations, taking a gradual approach. Initial formal written concerns give directors the chance to resign voluntarily, providing an opportunity for a professional resolution. If this is declined, the process escalates to an extraordinary National or Regional General Meeting. This ensures democratic oversight, whereby the Board can only recommend removal, and the general membership holds the ultimate authority.
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.	This article sets out a proactive due diligence framework for Regional Board elections. By requiring candidates to submit formal written declarations of their personal compliance with PRC law and of their affiliated company's clean corporate social credit record, the procedure places initial responsibility on candidates to affirm their suitability. This procedure provides the foundation for subsequent regional office background checks. The verification process balances professionalism with democratic oversight. Candidates may withdraw discreetly if concerns arise, thus avoiding potential embarrassment. However, if candidates proceed, the ultimate decision rests with the voting members, who will be presented with the findings of the background checks at the Regional General Assembly. This approach empowers the electorate to make fully informed judgements, while ensuring that elections are

		transparent and that the administration serves as fact-finder and the membership retains final authority.
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.	Article 13 focuses on the Chamber's financial integrity framework, which is implemented through a mandatory independent audit. The article explicitly addresses the auditor, who is appointed by a non-affiliated third party to ensure objectivity. Furthermore, thanks to the created structure, the auditor is accountable to the leadership yet independent from its membership. This strikes a crucial balance between oversight and stability. The audit scope is comprehensive, covering both the National Chamber and the Regional Office accounts. Transparency is further improved by distributing the final audit report to all members, not just the leadership. This full-disclosure mechanism empowers members with direct oversight, which is essential for building and maintaining trust in the Chamber's financial management.
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.	
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.	This article sets out a procurement framework for large-value contracts based on fiscal prudence and fairness. Setting an open bidding threshold of RMB 500,000 ensures that significant expenditure is subject to competition, promoting fair market pricing and preventing

	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.	large contracts from being awarded without transparency. Requiring participation from all relevant Regional Office members also provides a tangible benefit, reinforcing the value of Chamber membership. The conflict of interest provisions create stringent safeguards when a company affiliated with a Board member is bidding. The procedure sets an exceptionally high bar: the affiliate's bid is disclosed to competitors, who are then given an opportunity to re-bid. This forces the board-affiliated company to prove that its offer is genuinely more competitive, even after its rivals have received a strategic advantage. This mechanism protects against any perception of self-dealing or favouritism, safeguarding the integrity of both the Chamber and its board members.
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.	This article outlines the Chamber's legitimate sources of funding and establishes guiding principles for allocating resources. By specifying revenue streams, such as membership fees and service income, the provision aligns with PRC regulatory requirements for foreign non-profits, which stipulate clear financial sourcing. The 'lawful resources' clause allows for the acceptance of sponsorships while affirming a commitment to compliance. While the article grants the National Board the authority to use these funds to achieve its annual aims, this power is balanced by an explicit duty to consider the needs of the Regional Office. This creates a crucial check and balance within the Chamber's structure, ensuring that resource allocation supports the entire organisation. Regional needs are hereby taken into consideration (see Article 10.3 of the AoA).

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.	This article outlines the key internal controls governing the Chamber's banking infrastructure. These requirements centralise financial authority at the highest governance level. They serve as a crucial safeguard against potential mismanagement or fraud by preventing any individual officer or staff member from making unilateral banking decisions. Direct board-level approval ensures complete visibility and control over all banking relationships.
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.	As PRC law requires foreign chambers of commerce to keep accounting records at their offices (Article 9 of the Interim Provisions), this article sets out the Chamber's specific accounting requirements. It defines a clear workflow, assigning responsibility for preparing annual financial statements for the National Board to the Managing Director. The supporting clauses, which require adherence to commercial principles and asset valuation at historical cost, as well as the production of a balance sheet and profit and loss accounts, are all essential components of this compliance framework. These rules are designed to ensure that the Chamber's financial reporting is transparent and professionally managed.
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	These articles establish the fundamental principle of limited liability. The Chamber's obligations can only be met using its own assets, which provides crucial protection for the personal assets of everyone involved, from general members to directors and staff.

	personally liable for the debts or obligations of the National Chamber.	This protection is standard for any formal organisation, as it enables individuals to take on leadership roles without taking on personal financial responsibility for the entity's debts.
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.	
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.	This article sets out the legal framework for the dissolution and liquidation of the Chamber. Responsibility for liquidation is assigned to the National Board, who are most familiar with operations. However, an important safeguard is included, allowing the NAGA — who must approve dissolution — to appoint a different liquidator if necessary. This ensures that ultimate oversight rests with the members. The second clause is also important for compliance with PRC law. It mandates that any surplus assets remaining after liquidation cannot be distributed to members for private gain, but must instead be transferred to another institution with a similar mission or charitable purpose, as determined by the NAGA. This directly aligns with Article 10 of the Interim Provisions, which prohibits the distribution of funds to members. Furthermore, Article 13 of the Interim Provisions specifies the procedure for formally ceasing operations once liquidation is complete. Once liquidation is complete, the Chairman must submit a formal application, along with a certificate confirming completion of the

		liquidation process, to the PRC Registration Authority in order to officially cancel its registration.
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.	This article is a vital governance tool for addressing any ambiguities or issues not explicitly covered in the AoA. It gives the National Board the discretionary authority needed to make final decisions on such matters, ensuring that the Chamber can operate with agility and avoid administrative paralysis when faced with the unexpected. However, this power is explicitly limited, as any decision must be consistent with applicable PRC laws and regulations.
20 Notification	Members will be notified in writing, including via electronic means.	This final article outlines the Chamber's updated official communication methods, which are now in line with modern business practices in China. Electronic means are now considered legitimate, with email and important communication platforms such as WeChat validated as official 'in writing' channels. This modernisation is important for ensuring effective communication with members, improving the Chamber's operations and fostering stronger engagement.