27 March 2025

SWISS CHINA CHAMBER OF COMMERCE
BYLAWS

("National Bylaws")

Last modified by resolution of the National General Assembly of 27 March 2025.

ARTICLE 1 DEFINITIONS

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

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

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

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

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

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

Regional Offices are the regional organizations within the National Chamber.

The Board of Directors of a Regional Office (the “Regional Board”) is the executive Board of a Regional Office.

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

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

ARTICLE 2 REGIONAL OFFICES

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

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

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

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

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

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

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

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

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

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

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

(2) Visiting members of the China Swiss Chamber of Commerce, Zurich, or of its regional chapters, and the Swiss Chamber of Commerce in Hong Kong Ltd. have the same rights as members described in Article 4 (6) of the National Bylaws, but do not have voting rights.

(3) Individual members of the China Swiss Chamber of Commerce, Zurich, or of its regional chapters, as well as of the Swiss Chamber of Commerce in Hong Kong Ltd. taking residence in China and having paid their annual fees in Switzerland or Hong Kong can enjoy membership status in a Regional Office, but do not have voting rights until the next RAGA. This privilege does not apply to Corporate Members.

(4) The National Chamber may invite one representative each from the China Swiss Chamber of Commerce in Switzerland and the Swiss Chamber of Commerce in Hong Kong Ltd. as non-voting members of the National Board.

ARTICLE 4 MEMBERSHIP

(1) Applicants submit their application to the respective Regional Board.

(2) Candidates for National Honorary Membership shall not be required to make applications. Admissions to National Honorary Membership shall be proposed by the National Board upon recommendation by a Regional Board and approved by the NAGA.

(3) Each Regional Board shall, except with respect to National Honorary Membership, decide on the admissibility of an applicant for membership or for a change in classification of membership by simple majority.

(4) Members accepted by a Regional Board that do not qualify for Corporate Membership or Individual Membership shall be listed as "National Corporate Associates without voting rights and need to be approved by the National Board additionally to the Regional Board.

(5) An application may be refused without giving any reason. If an application has been refused, any member of the respective Chamber may file a motion to the Regional Board requesting for admitting the applicant at the next RAGA. Such resolution must be approved by two thirds (⅔) of the members present in person or by proxy at the RAGA.

Members have the right to attend all activities of any Regional Office at members' conditions.

(6) Members shall pay an annual membership fee to the respective Regional Office.

(7) The yearly amount of membership fees shall be approved by the RAGA upon proposal by the Regional Board and, following approval by the RAGA, confirmed by the NAGA.

(8) Updated member lists are filed with the Regional Board and the National Board.

ARTICLE 5 REGIONAL GENERAL ASSEMBLY

(1) The RAGA is the supreme body of each Regional Office.

(2) Each Regional Office shall hold at least one RAGA per year.

ARTICLE 6 REGIONAL BOARD

(1) Members of the Regional Board shall be elected by the RAGA.

(2) Eligible for election as a board member is only a person who is a member with voting rights of the respective Regional Office or a representative of such member with voting rights.

(3) The Regional Board constitutes itself. The President of the Regional Board shall be confirmed by the RAGA upon proposal by the Regional Board, and thereupon, confirmed by the NAGA.

(4) The term of office of a member of the Regional Board shall be defined in the regional bylaws.

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

ARTICLE 7 NOMINATION TO THE NATIONAL BOARD

(1) The Regional Offices shall each be represented by two members on the National Board. The National Treasurer shall be nominated by the National Board. The Chairman of the National Board shall be elected for a term of one year and may be re-elected for up to two consecutive terms. Additionally, the Chairman must agree to assume the role of the legal representative in the event of a change in legal representation, meaning that the condition of becoming Chairman may also lead to the Chairman assuming the position of legal representative.

ARTICLE 8 NATIONAL GENERAL ASSEMBLY

(1) The ordinary NAGA meeting shall in principle take place each time under the auspices of a different Regional Office, on a rotating basis.

(2) A member shall have voting rights at a NAGA, under the conditions hat:

(a) the member attends the NAGA in person or by online voting; and
(b) the member has been confirmed by the National Board based on the list provided by the Regional Boards; and
(c) the member has paid all his dues in full before the NAGA meeting for the year the NAGA meeting is closing.

The National Board shall establish the representation of members at the NAGA meeting and to announce each representation before the first voting.

ARTICLE 9 AWARD OF CONTRACTS

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

(2) Regional and National Board members or their employers shall be awarded such contracts only if they are proven to be more competitive than other bidders and after other bidders have been informed of the bid by the Board member or their employers and had the opportunity to counteroffer.

ARTICLE 10 NOMINATION AND LEGAL REPRESENTATIVE RULE

(1) ***Appointment and Qualification:***

a. The Legal Representative shall be appointed by the National Board and shall fulfill the following requirements:
    i. Be a member of the Board of Directors from one of the four regions
    ii. hold Swiss or Chinese citizenship;
    iii. If no legal representative can be found, the Chairman shall assume the role of legal representative.

(2) **Reporting and Oversight:**

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

(3) **Financial Transactions:**

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

(4) **Reporting by SwissCham Offices:**

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

(5) **Custody of Official Stamp:**

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

(6) **Succession Planning:**

a. In the event of a vacancy in the Legal Representative position, the National Board is tasked with nominating a replacement within one month. In the event of a change in legal representation, and no legal representative can be found, the chairman must agree to assume the role of legal representative. The transition to the new Legal Representative shall commence promptly within two weeks after nomination to ensure seamless continuity of governance.

ARTICLE 11 FINAL PROVISIONS

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