



Bylaws - June 2021

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## PREAMBLE

The British Chamber of Commerce in China (the “Chamber”) was established on 23 October 1993 as a foreign chamber of commerce. It was originally established as the Association of British Commerce in China on 1 April 1981 before being converted in name and legal structure in 1993.

These Bylaws of the Chamber were adopted at an Annual General Meeting held on Thursday 24 June 2021 and replaced the Bylaws that were in effect prior to this date.

## Chapter 1. PRELIMINARY

1. The Chamber was established on 23 October 1993 as a foreign chamber of commerce.
2. The objectives of the Chamber are:
  - i. To promote conditions for trade and commerce between the People’s Republic of China (“China”) and the United Kingdom (“UK”).
  - ii. To consider questions and provide information to the relevant authorities concerning business between the UK and China and make recommendations on policy where appropriate.
  - iii. To provide a forum for the receipt and dissemination of views and information relating to trade and commerce.
  - iv. To work with existing organisations in China and elsewhere to further the ends of Chamber.

## Chapter 2. MEMBERSHIP

3. Membership of the Chamber shall be unlimited in number and shall be open to any company or individual who wishes to join.
4. Corporate Members (Voting Corporate Members or “VCM”) shall be any company, or other organisations which are incorporated or registered in any part of the United Kingdom or which satisfy the Committee of a substantial connection with the United Kingdom.
5. Local Members are those Members who apply for membership solely to interact with a particular Representative Office and not with the Chamber nationally. Organisations that have a significant presence in Beijing where the British Chamber of Commerce in China is registered and from where it operates and who would exceed the threshold for SME membership will be expected to apply for membership of the Chamber, rather than a Representative Office, unless, at the discretion of the Managing Director exceptional circumstances apply. Nothing in this article would prevent such an organisation from applying for or maintaining a membership of the Chamber and one or more Representative Offices.
6. Corporate Members without a registered presence or a substantial connection with the UK and those corporations that elect to be Local Members only shall be Members ex officio and without the right to vote (Non-voting Corporate or “NVCM”) on Chamber matters. The decisions on whether a Corporate Member is a VCM or NVCM is at the discretion of the Committee. Once a member is classified as either one, their status can change if their position changes.
7. Voting Corporate Members (VCM) and Non-Voting Corporate Members (NVCM) and individual members shall have an entry in the Members directory.
8. Individual Members shall be any individual who has an interest in the promotion of trade

and commerce between the UK and China but for whatever reason is unable to join as a Corporate Member. An Individual Member to which Article 5 applies is a Local Member.

9. Individual Members will not have the right to vote on Chamber matters but have an entry in the Members' directory.
10. Honorary Members shall be:
  - i. British or Chinese citizens recognized for their outstanding accomplishments and stature in the community, who have made notable contributions to trade, commerce, and / or relations between the UK and China;
  - ii. Members of the staff of the British Embassy to China;
  - iii. Members of the staff of the British Council in China.
11. Honorary Members shall be Members ex officio, without the right to vote on Chamber matters or have an entry in the Members' directory and shall not have to pay subscriptions
12. Any entity admitted to Membership, shall nominate one person as its representative to the Chamber. For Voting Corporate Members ("VCM"), this person shall be eligible for election to the Committee and will undertake all of the rights and duties of membership
13. Members of the Chamber shall have no liability for the debts and obligations of the Chamber and shall only be liable for such debts and obligations to the extent of their paid-in annual subscriptions.
14. No portion of the funds or property of the Chamber shall be paid or transferred directly or indirectly by way of dividend, bonus or any other way of profit to the Members.

### **Chapter 3. ELECTION OF MEMBERS**

15. Other than Local Members, the election of all Members to the Chamber will be approved by the Managing Director of the British Chamber of Commerce in China within the guidelines set by the Committee. Any potential Member whose qualifications are in doubt will be referred by the Managing Director to the next Committee meeting to take appropriate advice.
16. Local Members shall be subject to approval by the relevant Area Board or managing director of the relevant Representative Office.
17. Honorary Members shall be nominated by the Executive Committee and elected by Special Resolution of the Members in a General Meeting of the Chamber.
18. All bodies and persons admitted to membership shall be entered in the Register of Members accordingly.

### **Chapter 4. SUBSCRIPTIONS**

19. Membership subscriptions will be fixed annually by the Committee. This should be considered following consultation with any partner organisation with whom a reciprocal or joint membership offering is in place.
20. New Members will pay their initial subscriptions upon their election to the Chamber. Membership will only commence from the date of the subscription received by Chamber. All rights and benefits shall be withdrawn from Members who are more than two months in arrears of payment of their membership fees.
21. Local Member subscriptions will be fixed annually by the Area Board of the relevant Representative Office. The Area Board of the relevant Representative Office will also be responsible for the collection of corresponding Local Member subscriptions, following up on

membership renewals and terminations in the event of non-renewal or delinquency in payment.

## **Chapter 5. VOTE OF MEMBERS**

22. At General Meetings of the Chamber:
- i. Every VCM will have one vote.
  - ii. NVCM will not have voting rights and not be eligible for election to the committee but will be entitled to attend and speak at General Meetings of the Chamber and may be co-opted to the Committee.
  - iii. Individual Members will not have voting rights, will not be eligible for election to the Committee, but will be entitled to attend and can speak at General Meetings of the Chamber and may be co-opted to the Committee.

## **Chapter 6. RETIREMENT AND EXPULSION OF MEMBERS**

23. A Member may be removed from membership by resolution of the Members in General Meeting for any reason they deem appropriate.
24. The Committee have discretion to terminate the membership of any Member for any reason it deems appropriate and subsequently inform that member in writing.
25. Any Member or Associate will cease to be a Member:
- i. If its annual subscription is more than sixty days in arrears, or if it refuses to pay any other moneys which it owes to the Chamber
26. Any Member who ceases to be a Member shall not be entitled to any refund of subscription either in whole or in part.

## **Chapter 7. ANNUAL AND GENERAL MEETINGS**

27. The Annual General Meeting of the Chamber will be held once a year.
28. Twenty-one days' notice of the AGM shall be given to each Member.
29. The purpose of the AGM is to:
- i. Receive the annual report of the Committee;
  - ii. Receive the annual statement of accounts;
  - iii. Elect the Committee for the coming year;
  - iv. Consider any business presented to the committee at least twenty-one days in advance.
30. Proxy Voting and Electronic Voting ("E-voting")
- i. If a VCM is unable to attend in person an AGM or Special General Meeting the VCM will be able to vote by Proxy or by E-voting in a manner determined by the Committee.
  - ii. The official British Chamber of Commerce in China ("BCCC") Proxy form will be made available by the BCCC secretariat or Returning Officer upon request and is the only document that may be used to issue a Proxy Vote.
  - iii. The Proxy voting form will be available seven days before the appropriate AGM or vote on a Special Resolution.
  - iv. Proxy voting forms must be duly completed and received by the Returning Officer a full 24 hours before the commencement of the AGM or Special General Meeting.
  - v. A VCM Proxy vote may only be assigned to another representative from the respective

VCM, or the Returning Officer, attending the AGM or Special General Meeting.

31. Ordinary General Meetings shall be convened as required by the Committee.
32. A meeting called for the passing of a Special Resolution shall require twenty-one days' notice to be given in writing to each Member.
33. For all other General Meetings twenty-one days' notice will also be given in writing to each Member.
34. Written notice for General Meetings shall include
  - i. The place, date and time of the meeting.
  - ii. Whether the meeting is an Annual, Special, or Ordinary General Meeting.
  - iii. Notice of any special resolution to be proposed or any business other than routine business.
  - iv. Details of any E-voting arrangement and facility to attend by video conference, which, if made available, shall be a valid form of attendance.
35. All General Meetings of the Chamber shall be chaired by the Chair or a Vice Chair, and in their absence, the meeting shall elect a Chair.
36. The Chair presiding at any General Meeting shall have an original and also a casting vote.
37. No business shall be transacted at any meeting unless a quorum of Members is present, in person, by proxy or, as applicable, through video conference. Ten Members that are entitled to vote at a General Meeting shall be a quorum for all General Meetings.
38. If an amendment to a resolution is ruled out of order by the Chair of the meeting, the original resolution will not be invalidated. No amendments to a Special Resolution may be considered or voted upon.
39. If a quorum is not present at any meeting it will be adjourned to a date decided upon by those present. Six Members, including at least two of the four Chamber Officers (Chair, Vice Chairs and Treasurer) attending the adjourned meeting will constitute a quorum.
40. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chair of the meeting or by at least five VCMs present.
41. VCMs who are entitled to vote on special resolution matters, at an Annual or other General Meeting, may exercise their vote by sending to the designated Chamber the ballot paper accompanying written notice of the special resolution matters to be decided, with clear indication of their approval or not. The ballot paper or proxy vote must be returned 24 hours prior to the meeting.

## **Chapter 8. THE COMMITTEE**

42. The business and funds of the Chamber shall be managed by the Committee
43. The duties and functions of the Committee shall be as follows:
  - i. To convene and set the agenda for General Meetings of Members.
  - ii. To adopt such Regulations as it deems necessary.
  - iii. To accept the resignation of Committee Members.
  - iv. The Officers of the Committee can hire and dismiss salaried employees of the Chamber, including but not limited to the Managing Director, subject to the relevant laws of the PRC. Other members of the committee can be co-opted to this process when appropriate.
  - v. To take and furnish offices for the use of the Chamber.

- vi. To prepare the action plans, annual budgets and financial reports of the Chamber for submission to the Annual General Meeting.
  - vii. To establish standing and special Sub-Committees of the Chamber, appoint their Chairs, and participate in at least one of the following:
    - (1) Develop membership strategy;
    - (2) Have oversight of the membership offering to help ensure membership retention and a regular pipeline of new Members;
    - (3) Develop events strategy;
    - (4) Have oversight of the events programme to help ensure that the programme of events reflects the needs of members and is financially viable;
    - (5) Develop communications strategy including:
      - (a) Connectivity with Members;
      - (b) Interactions with other British Chambers, British Embassy, EU Delegation, and other relevant bodies or organisations;
      - (c) Marketing;
      - (d) Advertising.
    - (6) Help to prepare budget and align budget with activities of other sub committees;
    - (7) Monitor performance against targets;
  - viii. To establish and champion Chamber Forums:
    - (1) Appoint, in conjunction with the Managing Director, their Chairs and other forum officers;
    - (2) Help develop forum strategy and guidelines;
    - (3) Endeavour to ensure that each forum is active and operates within its guidelines;
  - ix. To handle any matter not coming within the exclusive responsibility of a General Meeting.
  - x. To do all things necessary and convenient to the conduct of the Chamber's business, including but not limited to, opening bank accounts, holding and disbursing funds, entering into contracts or agreements, and authorizing the allocation and appropriation of funds in accordance with the provisions of any applicable Financial Standing Orders of the Chamber.
44. The Committee shall consist of:
- i. Elected Committee Members who shall be:
    - (1) Officers, including one Chair, two Vice Chairs, and one Treasurer, who shall be limited to authorised representatives of VCMs only, who have been elected to the Committee, and who will be responsible for the day-to-day business of the Chamber and be entitled to vote on all issues before the Committee; and
    - (2) Six at-large Committee Members, who shall be authorized representatives of VCMs, who shall have been elected to the Committee, and who will assist the Officers in carrying out the day-to-day business of the Chamber and be entitled to vote on all issues before the Committee.
    - (3) One ex officio General Counsel who shall be nominated by the Executive Committee to serve as the general counsel to the British Chamber of Commerce in China. Ex officio roles do not have a vote. The General Counsel shall be a lawyer qualified in a jurisdiction in the United Kingdom and / or the People's Republic of China.
  - ii. Representatives of the following are invited at the discretion of the Executive Committee: the British Embassy in the PRC, the British Council, the China-Britain Business Council and the Confederation of British Industry, who may become members of the Committee ex officio, without the right to vote, and who may be removed by a majority vote of the Executive Committee.
  - iii. Other Great Britain and NI stakeholders are to be considered when relevant.
  - iv. Not more than six Co-opted Members, who shall be such Members of the Chamber as

- may be invited from time to time by the Committee to attend meetings of the Committee; who shall be members of the Committee ex officio and without a right to vote. VCM, NVCM and Individuals who are Members may be co-opted by the Committee.
- v. The Managing Director of the Chamber, who shall be a member of the Committee ex officio and without a right to vote.
  - vi. Such outside Observers and Advisers, who need not be Members of the Chamber, as the Committee may from time to time decide to invite; who shall be members of the Committee ex officio and without a right to vote.
  - vii. Past Chairmen of the Chamber having served within the past two years, are invited to attend Committee meetings, who shall be members of the Committee ex officio and without a right to vote; and
  - viii. A representative of any Representative Office, as the Committee may from time to time resolve to invite, who shall be a member of the Committee ex officio and without a right to vote.
45. Only Elected Committee Members are entitled to vote at meetings of the Committee, but all other Committee Members, observers and advisers shall have the right to speak and be heard at such meetings.
46. General Provisions for the Election of Committee Members:
- i. Elections of Elected Committee Members are to take place at the Annual General Meeting and to be conducted by a 'Returning Officer', who shall normally be the representative of the British Embassy, but if he or she is unable or unwilling to act the Chair shall nominate another person who shall be approved by the Committee.
  - ii. Nominations for Committee Officer positions and At-Large Committee Member positions shall be opened by the Returning Officer twenty-one days before the election by circulating notice to all Corporate Members.
  - iii. Only representatives of VCMs shall be eligible for nomination to a Committee Officer position or At-Large Committee Member positions.
  - iv. Committee Officer positions will be for terms of two years. Vice Chair positions will be staggered with one position elected each year. Chair and a Vice Chair will be elected in one year, Treasurer and a Vice Chair will be elected in the alternate year. If a Vice Chair resigns or leaves the position before the end of the term his / her successor will serve the remainder of the term. At Large Committee Member positions will be for a term of one year.
  - v. A Chair may not serve consecutive two-year terms. Vice Chair and Treasurer Officer positions shall be eligible to serve a maximum of two consecutive two-year terms. At-Large Committee Members will not be restricted to consecutive term limits.
  - vi. Nominations for the Chair will have served in the Executive Committee as a Committee Officer or At Large Committee Member in the year prior to the election, been in an active leadership position in a Chamber Forum in the year prior to the election, or previously played an active and prominent role in the Executive Committee or Chamber initiatives. Should there be no candidate, representatives from VCM will be permitted.
  - vii. Only nominations submitted to the Returning Officer in writing and with the names of the proposing and seconding by VCMs before the close of business eight days before the opening of the Annual General Meeting shall be accepted.
  - viii. In order to be valid, nominations must also specify the position for which the individual is nominated and contain the signature of the nominee, the signatures of the proposer and seconder, and a statement that she/he agrees to accept the duties of such position if elected.
  - ix. The Committee may also table nominations if there are fewer candidates than positions to be filled.
  - x. The Returning Officer will circulate the final list of candidates no less than seven days before the time of the opening of the Annual General Meeting, and will be responsible for preparing ballot papers, conduct of elections, counting votes and declaration of results.



- xi. All voting shall be by poll.
  - xii. In the event the number of candidates is equal to or less than the number of Elected Committee Member positions to be filled, the Returning Officer may declare the result without a vote, whether in general or with regard to a particular category only.
47. Voting Methods for the Election of Election of the Chair and Treasurer:
- i. The Offices of Chair and the Treasurer shall each be filled by a separate election.
  - ii. Where there are two candidates for either position, votes in each such election shall be cast under a simple majority vote system where the winning candidate shall be the one with the higher number of votes with eligible Members voting for one candidate only for each such position.
  - iii. Where there are more than two candidates for either position, votes in each such election shall be cast under the system normally known as 'alternative vote', by which voters rank candidates in order of preference.
  - iv. Should no candidate succeed in achieving an overall majority (50% of the valid votes cast plus 1) of first preferences, the candidate who receives the lowest number of votes shall be eliminated and his votes redistributed at full value in accordance with any second preference expressed in those ballots.
  - v. If after this stage no candidate achieves an overall majority, the remaining candidate with the lowest number of votes shall be eliminated, and his votes redistributed at full value according to the next valid preference expressed therein.
  - vi. This process shall continue until one candidate has achieved an overall majority.
  - vii. In the event of a tie, the Chair shall have a second or casting vote.
48. Voting Methods for the Election of At-Large Committee Members and Vice Chairs:
- i. Separate elections shall be held for the selection of the six At-Large Committee Members, on the one hand, and the two Vice Chairs, on the other, and a multiple voting system shall be used for each such election.
  - ii. Each Voting Corporate Member shall have one vote for each position to be filled (six votes for At-Large Committee Members, and two for Vice Chairs), which shall be expressed by placing an 'X' next to the names of six candidates for At Large Committee Member positions and two candidates for Vice Chair positions. Where there are more or less votes cast than positions available the Returning Officer will be required to declare the vote invalid.
  - iii. Where a voter erroneously places numbers next to names, the Returning Officer shall have the option at his or her absolute discretion to decide that the voter has expressed a determination to cast one vote for each of the candidates indicated.
  - iv. The six candidates for the At-Large Committee positions with the most votes shall be declared elected to the six At-Large Committee Member positions, and the two candidates for the Vice Chair positions with the most votes shall be declared elected to the two Vice Chair positions.
  - v. In the event of a tie, the Chair shall have a second or casting vote.
49. A candidate standing for any of the Committee Officer positions who is unsuccessful in such election, shall be eligible to stand as a candidate for an At-Large Committee Member position at the same Annual General Meeting.
50. Accordingly, the election for At-Large Committee Member positions shall take place after those for each of the Committee Officer positions and ballot papers for the At-Large Committee Member positions shall include the name of each of those candidates standing for Committee Officers who has indicated his willingness to stand for election as an At-Large Committee Member if he is unsuccessful in the election for the relevant Committee Officer position.
51. Members of the Committee shall enter office as soon as the Annual General Meeting has been held and shall remain in office until their successors assume office.

52. The office of an Elected Member of the Committee shall be vacated if such Elected Member of the Committee:
  - i. resigns his/her office by notice in writing to the Chair or a Vice Chair;
  - ii. is directly or indirectly interested in any material contract with the Chamber and fails to declare the nature of his interest to the Committee;
  - iii. ceases to be the authorised representative of a Corporate Member;
  - iv. fails to attend three meetings of the Committee (cumulatively) for which the member has been notified, unless this provision be waived by resolution of the Committee;
  - v. is removed by a Special Resolution of the Chamber in General Meeting;
  - vi. brings the Chamber into disrepute, in the opinion of a majority of the other members of the Committee.
53. The Committee shall have power at any time to appoint the authorized representative of any Corporate Member to be a member of the Committee in order to fill a casual vacancy among the Elected Members of the Committee or as an addition to the existing members, but provided that the total number of Committee Members of each class shall not at any time exceed the number fixed in accordance with the Articles of Association and these Bylaws.
54. Any Member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
55. The Committee may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and three Members entitled to vote shall form a quorum to conduct business.
56. The Chair or any three Elected Members of the Committee may at any time require the Chair to convene a meeting of the Committee. At all meetings of the Committee, only Elected Members of the Committee shall have the right to vote, and each shall have one vote. In case of an equality of votes, the Chair shall have a second or casting vote.
57. Each year the newly elected Committee shall, in conjunction with the Managing Director, as soon as possible and in any event not later than two months prior to the commencement of the financial year of the Chamber immediately after such election, prepare a business plan and a budget for that coming financial year. This business plan and budget then to be formally approved by the Committee. The financial year starts on 1st April.
58. All deeds and other instruments requiring the Seal and also all documents and cheques requiring signature shall be signed by any two of the Chair, either Vice Chairs, the Treasurer, the Managing Director and such other person or persons being Members of the Committee, as the Committee shall from time to time be nominated for that purpose.
59. To the extent permitted by PRC law and the Chamber's Articles, these Bylaws and any applicable Regulations and Financial Standing Orders, the Committee may exercise all the powers of the Chamber to borrow money and to mortgage or charge its undertaking, property and revenues and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Chamber or any third party.

## Chapter 9. OFFICERS

60. The Officers of the Chamber shall, with the assistance and under the guidance of the Members, oversee the day-to-day operations of the Chamber and implement the resolutions of the Committee and the General Meetings. The Officers' positions and duties are as follows:
  - i. The Chair shall exercise supervision over the day-to-day affairs of the Chamber, represent the Chamber to those outside the organisation, and act as Chair of General Meetings and meetings of the Committee. He/She shall nominate chairmen of all standing and special committees, for approval by the Committee. Any individual shall be eligible to serve a maximum of two consecutive terms as Chair.

- ii. The Vice Chairs shall assist the Chair in carrying out his duties, and the Chair shall nominate a Vice Chair to assume the duties and responsibilities of the Chair in his absence.
  - iii. The Treasurer, who must be a certified or chartered accountant unless otherwise approved by the Committee, shall exercise supervision over the financial affairs of the Chamber, prepare and present the annual financial reports and budgets of the Chamber, coordinate the efforts of the auditors appointed by the Committee, coordinate the establishment and implementation of procedures and standards for the orderly conduct of the financial affairs of the Chamber, and supervise the Managing Director in the maintenance of the financial records of the Chamber and managing the day-to-day conduct of the financial affairs of the Chamber.
  - iv. There can also be an Honorary Chair, who can be the retired Chair from the previous year and who shall serve ex officio, without a right to vote, for one year.
  - v. The Chamber may in addition elect Honorary Officers, who shall be members of the Committee ex officio, without a right to vote, who shall serve for life and without any obligation to pay subscriptions, and who shall be elected by Special Resolution of the Chamber upon nomination by the Committee. The Chamber may elect not more than one (1) Honorary President and not more than three (3) Honorary Vice Presidents.
61. The Officers of the Committee, other than Honorary Chair and Honorary Officers, shall respectively be regarded as the Officers of the Chamber.
62. If the position of any Officer shall for any reason fall vacant, the Committee shall at its next meeting elect an acting replacement from amongst their number to hold office until the next Annual General Meeting.

## Chapter 10. MANAGING DIRECTOR

63. The Committee shall, resources permitting, hire one individual to act as Managing Director of the Chamber. The Managing Director shall devote his entire working time to the affairs of the Chamber except as otherwise approved by the Committee. He shall serve as the administrative officer responsible for the conduct of day-to-day Chamber affairs and shall perform such functions and duties as may be directed by the Committee. The Managing Director shall attend, ex-officio, without vote, meetings of the Committee and General Meetings of the Chamber.
64. The Managing Director shall have the following duties:
- i. He or she shall be responsible for the care and use of the Chamber's property and possessions and of the Chamber's seal.
  - ii. He or she shall be responsible, under the supervision of the Treasurer, for keeping the Chamber's accounts and financial records, attending to the collection and recording of subscriptions, fees and assessments, and providing proper accounting and disbursement of the Chamber's funds. He or she shall sign cheques and vouchers on behalf of the Chamber as instructed by the Committee and in accordance with the Articles, these Bylaws and applicable Financial Standing Orders of the Chamber.
  - iii. The Managing Director shall be responsible for taking the minutes and records of meetings of the Chamber and the Committee, and for keeping the minutes and records of Sub-Committees of the Chamber. He or she shall be responsible for maintaining the membership registry.
  - iv. He or she shall, subject to the direction of the Chair and the Committee, attend to the correspondence of the Chamber and the Committee, give due notice of and coordinate all meetings of the Chamber and its committees, and handle other administrative matters as required by the Chair and the Committee.
  - v. He or she shall, examine qualifications of applicants for membership and rule on applications for membership. Any potential member whose qualifications are in doubt

will be referred by the Managing Director to the next Committee meeting to take appropriate advice.

## **Chapter 11. WRITTEN AND SPECIAL RESOLUTIONS**

65. A resolution in writing signed by all members of the elected Committee shall be equally as valid as a resolution passed at a meeting of the Committee. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Committee member to sign.
66. Special Resolutions of General Meetings of the Chamber shall be passed in accordance with the provisions of Chapter Seven above, except that they shall be passed by a 2/3 majority of the Members present and voting. For its adoption to be valid, the text of a proposed Special Resolution must be notified to all Members entitled to vote not less than twenty-one days prior to the meeting at which it is adopted.

## **Chapter 12. REGULATIONS AND FINANCIAL STANDING ORDERS**

67. The Committee may from time to time make such Regulations as are necessary to pursue its objectives, appoint and manage its employees, conduct its meetings and pursue its business in the most efficient and effective way; provided they are not inconsistent with the terms of the Articles or these Bylaws. The Committee may, at any time, revoke or alter any of the said day to day Regulations, and all Regulations will be available for review at all times by all Members and Associates of the Chamber.
68. Changes to the Bylaws must be approved by either the AGM or a Special General meeting.
69. The Chamber shall establish Financial Standing Orders to standardise practices with respect to the signing of cheques, withdrawals and deposits, spending authorisations, receipts and recordation, and other financial matters. The Financial Standing Orders of the Chamber shall be adopted and amended by a majority vote of the Executive Committee.

## **Chapter 13. SUB-COMMITTEES**

70. The Committee shall have power to appoint standing or ad hoc Sub-Committees for special purposes and may make Regulations to govern the membership and conduct of business of such Sub-Committees. The Chair of each Sub-Committee shall report to a designated Elected Member of the Committee.

## **Chapter 14. RECORDS**

71. A correct record of the proceedings of the Chamber and its Committee and Sub-Committees shall be kept by the Managing Director, who shall also have the custody of all documents, statistical and commercial works, and other property of a like nature belonging to the Chamber. An annual report of the Committee shall be prepared and printed by the Chair in consultation with and with the assistance of the Committee for presentation and adoption (after amendment if necessary) by the Chamber at the Annual General Meeting.
72. Minutes of General Meetings and Committee meetings of the Chamber shall be taken by a member of the Chamber's secretariat and distributed to the members of the Chamber or Committee (as the case may be) for review not less than seven days prior to the next General or Committee Meeting. After approval at the next successive General or Committee Meeting, the minutes shall be certified by the Chair of each such Meeting as the official minutes of the

Chamber or Committee. The minutes shall at all times be available for review at its administrative offices by the Members of the Chamber. The Managing Director shall collect copies of minutes from Sub-Committee chairmen and keep such minutes for the record in the administrative offices of the Chamber.

## **Chapter 15. ACCOUNTS**

73. The books of account shall be kept at the administrative offices of the Chamber, or at such other place or places as the Committee thinks fit and shall always be open to the inspection of members of the Chamber.
74. The Committee shall from time to time prepare and put before the Chamber in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are maintained by the Chamber.
75. A copy of every balance sheet which is to be laid before the Chamber in General Meeting together with a copy of the report of the Committee and a copy of the auditor's report, shall be sent to every Member not less than five days before the date of the meeting.

## **Chapter 16. AUDIT**

76. Auditors shall be appointed, and their duties regulated in accordance with relevant PRC law on the certification and registration of accountants. At all times the duties of such auditors shall be carried out in accordance with generally accepted accounting principles.

## **Chapter 17. NOTICES**

77. Notices may be served upon Members and Associates either by hand delivery, by facsimile transmission, by electronic means or by post in prepaid letters or circulars, addressed to such Members at their registered addresses or by advertisement twice in one or more daily newspapers circulating in Beijing, China.
78. Any notice shall be deemed to have been served:
  - i. if sent by post at the time when the letter or circular containing the same would be delivered in the ordinary course of post;
  - ii. if delivered by hand, when physically delivered;
  - iii. if by facsimile transmission, on receipt by the sender of an acknowledgement or transmission report generated by the machine from which the facsimile was sent;
  - iv. if sent by email, when the sender receives an automated message confirming delivery.
  - v. All notices will be confirmed in parallel by electronic means to the registered email address as given to BCCC.

## **Chapter 18. INDEMNITY**

79. The Members of the Committee shall be entitled to be indemnified from the funds and assets of the Chamber against all liabilities and obligations which they, or any of them, may incur in good faith in the performance of their duties as such members of the Committee, other than any liability which attaches to them by law in respect of any negligence, default, or breach of duty or trust. Every Member of the Committee shall be indemnified from the funds and the assets of the Chamber against any liability incurred by him in defending any proceedings, whether civil or criminal, arising from the conduct of his duties for the Chamber and in which judgment is given in his favour or in which he is acquitted or in connection with any

application in which relief is granted to him by the relevant court.

## **Chapter 19. AMENDMENT**

80. Day to day operational arrangements may be supplemented or amended from time to time by a majority vote of the Executive Committee. Bylaw amendments must go to vote by Special Resolution at the AGM or a Special General Meeting.

## **Chapter 20. REPRESENTATIVE OFFICES AND AREA BOARDS**

81. The Chamber is a national and unified chamber of commerce under Chinese law. The Chamber may approve or decide on the establishment and dissolution, as the case may be, from time to time, of a representative office or chapter for a specific geographical area in China ("Representative Office"). A proposal by any Corporate Member that the Chamber establish a Representative Office shall be decided on by the Committee by majority vote, but such proposal and decision shall not be considered where its adoption would be contrary to relevant laws and regulations. The Committee may impose conditions on the establishment of such a Representative Office.
82. Each Representative Office shall establish an area board ("Area Board") for the purpose of furthering the interests of Local Members.
83. The composition of each Area Board and its detailed regulations for proceedings, elections, staffing of Representative Offices and duties and obligations shall be determined by the Area Board, but such regulations shall not conflict with those provisions set out in Appendix B.
84. The managing director or general manager of an Area Board shall be appointed by the Area Board after consultation with the Managing Director.
85. The Chair, the Vice Chairs, Treasurer and Managing Director together with the chair and vice chair(s) of each Area Board shall constitute a national committee of the Chamber ("National Committee") which shall meet every two months or at such frequency as the Chair may determine to consider matters proposed by the Chair and/or any other Area Board chair. A majority of members of the National Committee may also convene a meeting of the National Committee through notice in writing served on each of the other members of the National Committee.
86. Each Representative Office shall do all things reasonably necessary for the Chamber to maintain records of income and expenses generated and incurred by such Representative Office and to facilitate the audit of the Chamber's accounts, including the accounts of the Representative Office.
87. Official tax invoices ("Fapiao") for local membership or activities relating to a Representative Office shall be issued by the Chamber until such time as a Representative Office is permitted to do so by relevant laws and regulations. The Representative Office shall provide all reasonable assistance to the Chamber to enable the issuance of such Fapiao and for accurate record keeping.
88. The Representative Office may not open a bank account, but the Chamber shall open and operate a bank account specially designated for the use of the Representative Office for which the signatories shall include the Managing Director and such person (from the officers of the Representative Office) as the Representative Office may notify the Chamber.
89. The annual budget for a Representative Office shall be determined by the Area Board in consultation with the Managing Director and subject to the approval of the Committee. No Representative Office shall allow the intentional deviation from its approved annual budget without the prior approval of the Managing Director and the managing director or treasurer,

as appropriate, of each Relevant Rep Office shall report regularly to the Managing Director on matters of expenditure and operations of the Relevant Rep Office to enable the Managing Director to conduct reasonable oversight.

## Chapter 21. WINDING UP

90. If on the winding up or dissolution of the Chamber there remains, after the payment of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution(s) having objects similar to those of the Chamber, such institution(s) to be determined by the Members of the Chamber at, or before, the time of dissolution (or in lieu thereof, by a person nominated by the current British Ambassador to China) and if and so far as effect cannot be given to such provision, then to some charitable object.

Adopted this 24<sup>th</sup> day of June, 2021 at an AGM of the same date.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Title

## APPENDIX A INTERPRETATION

**'The Articles'** means Articles of Association of the Chamber as from time to time duly added to or altered.

**'Area Board'** means the executive committee for a Representative Office.

**'Bylaws'** means Bylaws of the Chamber as from time to time amended or supplemented in accordance with Chapter 19.

**'British Citizen'** means a person who is a British citizen pursuant to Part I of the British Nationality Act 1981 of the United Kingdom.

**'Officers'** means the persons holding the respective offices on the Committee of the Chamber as provided in Chapter 9, being the Chair, the Vice-Chairs and the Treasurer.

**'Chamber'** or **'BCCC'** means "The British Chamber of Commerce in China located and duly registered in Beijing, People's Republic of China.

**'Chair'** means the chairman of the Chamber.

**'Committee'** or **'Executive Committee'** means the executive committee of the Chamber as constituted at any given time.

**'E-voting'** means electronic voting at a General Meeting in a manner determined by the Committee.

**'General Meeting'** means a general meeting of the Members and includes any AGM, Special General Meeting and Ordinary General Meeting.

**'Managing Director'** means the person who serves as the administrative officer responsible for the conduct of the day-to-day affairs of the Chamber.

**'Member'** means a duly registered member of the Chamber in accordance with Chapter Three.

**'Month'** means calendar month.

**'National Committee'** means the committee constituted by the Chair, Vice Chairs, Treasurer and Managing Director together with the chair and vice chair(s) of each Area Board.

**'Representative Office'** means a representative office of the Chamber established for a specific geographical area in China in accordance with Chapter 20.

**'Resolution'** means a resolution adopted by a simple majority of Members entitled to vote at a General Meeting or meeting of the Committee.

**'Special Resolution'** means a Resolution adopted by a General Meeting of the Chamber in accordance with Chapter 11.

**'Treasurer'** means the person who is responsible for supervising the financial affairs of the Chamber in accordance with Chapter 9.

**'Vice Chair'** means a vice-chair of the Chamber.



**'In Writing'** and **'Written'** means the representation or reproduction of words or symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

For the purposes of these Bylaws, **'United Kingdom'** (UK) shall mean the territorial area comprising Great Britain, Northern Ireland, the Channel Islands and the Isle of Man.

Words importing the masculine gender shall also include the feminine gender, the word **'it'** shall include **'he'** and **'she'**, words importing the singular number only shall also include the plural number and vice versa; and words importing persons include corporations, partnerships, unincorporated associations and societies.

Reference to any Clause, Article or Chapter is a reference to a clause, article or chapter of these Bylaws.

## **APPENDIX B      REGULATIONS FOR REPRESENTATIVE BOARDS AND AREA BOARDS**

### Representative Office Regulations

1. Each Representative Office shall establish an Area Board and shall adopt and update regulations in the nature of bylaws (“Representative Office Regulations”) regulating, amongst other things, those matters set out in the Bylaws, as amended from time to time except as stipulated in, and so long as consistent with, this Appendix B or any successor provisions.
2. Any proposed deviation from the provisions of the Bylaws in the Representative Office Regulations proposed to be adopted by a Representative Office, other than purely necessary, consequential changes, shall be submitted to the Chamber for approval. Further, the Representative Office Regulations adopted by any Representative Office shall be submitted to the Chamber for filing as soon as practicable after adoption and after any amendment.
3. The initial proposed members of an Area Board at the time of registration of the relevant Representative Office shall be subject to approval of the Committee which approval shall not be unreasonably withheld. It is assumed that any persons serving in a role analogous to an Area Board member immediately prior to registration of the Relevant Representative Office shall, if willing to do so, continue to act as a member of the Area Board immediately following registration of the Relevant Representative Office.
4. A Representative Office shall nominate a person to act as Chair and up to two persons to act as Vice Chairs of the Area Board.
5. Representative Office Regulations relating to Members shall be construed as reference to Local Members unless expressly stated otherwise.
6. The Representative Office Regulations shall include provisions for an Annual General Meeting of Local Members (“Local AGM”). The Local AGM shall be held not less than one month and not more than three months prior to the holding of the AGM under the Bylaws. The Chamber shall ensure that the Area Board is informed of the proposed date of the AGM in sufficient time for the Area Board to make adequate preparations for and to give due notice of the Local AGM.
7. The Representative Office Regulations shall not contain provisions such as those for Audit (chapter 16), Indemnity (chapter 18), Representative Offices and Area Boards (chapter 20), Winding up (chapter 21) and Appendix B of the Bylaws.