



BYLAWS

These Bylaws have been adopted by the Chamber's Board of Directors (the "**Board**") pursuant to Regulation 10.2 of the Articles of Association to assist the Board and its committees in the exercise of their responsibilities. The Board will review these Bylaws at least annually and, if appropriate, revise the Bylaws from time to time.

Responsibilities of the Board

The Board of Directors is the only governance body that has the mandate to develop and approve the strategy, budget and Bylaws of the Chamber. It is ultimately responsible for the organization and management of the Chamber's operations. The Board is responsible for the Chamber's long-term development and strategy, for regularly controlling and evaluating the Chamber's operations and its financial performance.

Agenda Items for Board

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| 1. | Call to order | Board Chairperson |
| 2. | Approval of minutes | everyone |
| 3. | Task list review | General Manager |
| 4. | General Manager report | General Manager |
| 5. | Financial report | Treasurer |
| 6. | Chapter report | Chapter Committee Chairpersons |
| 7. | Lobbying | Board Chairperson |
| 8. | Other topics | Board Chairperson |
| 9. | Next meeting | Board Chairperson |
| 10. | Adjournment | Board Chairperson |

Meetings of the Board

The Board shall meet four to five times every fiscal year. During these meetings, the Board shall discuss and decide on relevant topics, which could include the following topics:

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| Jan-Feb | Review and approval of Bylaws |
| Mar | Review and approval of General Manager Instruction |
| Mar-Apr | General Manager evaluation |
| May-Jun | Annual General Meeting |

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| Aug-Sep | Mid-year budget vs actual Next year budget and strategy review |
| Oct-Dec | Next year budget approval Strategy approval |

Voting

Subject to the Articles of Association the Regulations, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.

On such a vote, each Board Director participating at the directors' meeting has 1 vote. If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.

Duties of the Board Chairperson

The principal role of the Board Chairperson is to manage and to provide leadership to the Board of the Chamber. The Board Chairperson is accountable to the Board and acts as a direct liaison between the Board and the General Manager. The Board Chairperson acts as the communicator for Board decisions where appropriate.

More specifically, the duties and responsibilities of the Board Chairperson are as follows:

- to ensure that the Board Directors are properly informed and that sufficient information is provided to enable the Board Directors to form appropriate judgments;
- set the agenda for meetings of the Board;
- to act as Chair at meetings of the Board;
- to recommend an annual schedule of the date, time and location of Board meetings;
- to call special meetings of the Board where appropriate; and
- to carry out other duties and responsibilities set out in the Articles and these Bylaws.

Duties of the General Manager

The Board appoints the General Manager which is entrusted to implement and execute the Board's strategy and who will report to the Board. The General Manager shall manage the business in accordance with guidelines and instructions from the Board, set out in the General Manager Instruction.

The General Manager may not make decisions in matters that are of an extraordinary nature. If the General Manager is in doubt on whether a matter is within his or her authority, the General Manager shall confer with the Board Chairperson. The Board Chairperson makes the final decision in such a case.

The General Manager is a Director of the Board and will attend and vote on all Board meetings in the same way as other Directors unless the Board has decided otherwise.

General Manager Evaluation and Management Succession

The Board Chairperson and the two Chapter Committee Chairpersons will evaluate the General Manager's performance and propose the General Manager's compensation level based on this evaluation and adopt bonus program, if any.

The Board Chairperson and the two Chapter Committee Chairpersons will report to the Board annually on succession planning for the General Manager.

Size of the Board

The Articles of Association prescribes that the number of Directors, which shall constitute the whole Board shall not be less than five (5) and no more than 13. The Board shall be composed of a Board Chairperson, two Vice Board Chairpersons, a Treasurer and a General Manager and up to eight (8) general Board members. The exact number of Directors within such range shall be fixed from time to time by resolution of the Board.

Beijing and Shanghai Chapter Committees

The Chamber has two permanent Chapter Committees to support and provide advice to the Board, General Manager and operational team in the implementation of the Board's strategy. Those are the Beijing Chapter Committee and the Shanghai Chapter Committee. Each Chapter Committee is led by a Chapter Committee Chairperson selected among the Board Vice Chairpersons. This means that each of the two Board Vice Chairpersons will also serve in the dual role as a Chapter Committee Chairperson for one of the Chapter Committees.

Each Chapter Committee Chairperson has the duty to appoint the members of each Chapter Committee, except for the Vice Chapter Committee Chairperson, that is elected by the Election Committee. The nominations to the respective Chapter Committee should be prepared by the Chapter Committee Chairperson together with the General Manager with a view to ensure the nomination of balanced Committees with experienced, engaged and committed members that can fulfill the Board delegated mission. They should take into account the value of corporate partners. However suitability is a pre-requisite.

The Board of Directors shall review the nominations and appoint the Chapter Committee.

The two Chapter Committees play an important advisory role to the Board, but have no executive power. Chapter Committee participation, support, advice and recommendations shall be encouraged and welcomed by the Board of Directors and the General Manager.

The primary functions of the Chapter Committees are to:

- Advise the Board of Directors on major strategy decisions and issues
- Channel any improvement and development ideas and suggestions to the Board of Directors
- Advise and review planning and arrangement on local speaking events and seminars
- Engage in events, networking groups and other SwedCham offerings
- Promote the Chamber at its designated location and attract new members
- Act as a resource to assist the SwedCham management team

Authorisations and rights of Board Directors and Chapter Committee Members

Except as set out below, each Board Director and Chapter Committee Member is entitled to provide information about the Chamber's activities and collect relevant information on behalf of the Chamber.

Only the Board Chairperson is permitted to interact with mainstream media on behalf of the Chamber. The Board Chairperson may sub-delegate such interactions to a Director. The Board Chairperson shall report mainstream media contacts and any sub-delegation to the Board of Directors. Other than that, no Board Director or Chapter Committee Member may represent the Chamber's position or viewpoint on any question to any outside party without prior approval by the Board of Directors.

No Board Director or Chapter Committee Member shall make any commitment on behalf of the Chamber to any outside party without prior approval by the Board of Directors.

Board Directors and Chapter Committee Members shall use the following approved titles:

For the Board of Directors:

- Board Chairman or Chairwoman (Chi: 董事会主席)
- Board Vice Chairman or Chairwoman (Chi: 董事会副主席)
- Board Director (Chi: 董事)

For the Chapter Committees:

- Beijing or Shanghai Chapter Committee Chairman or Chairwoman (Chi: 北京/上海委员会会长)
- Beijing (or Shanghai) Chapter Committee Member (Chi: 北京/上海委员会委员)

The Directors and Chapter Committee Members are entitled to request a reasonable amount of business cards from the Chamber, on the condition that they only can be used during active tenure.