

**THE SWEDISH CHAMBER OF COMMERCE IN CHINA**  
Mission Statement, Articles of Association and Regulations concerning  
the Application of the Articles of Association

**I**                      **MISSION STATEMENT FOR THE SWEDISH CHAMBER  
OF COMMERCE IN CHINA**

**PURPOSE**

The Swedish Chamber of Commerce in China (the “Chamber”) engages in activities that enhance its members’ business interests in China and that can not easily be undertaken by the members themselves.

**VISION**

The Chamber will be the natural point of contact and voice for businesses with a Swedish connection in China.

**ACTIVITIES**

The Chamber provides services in three areas: information, events and lobbying.

**1. Information**

The Chamber serves its members with useful written information, knowledge and analyses. The Chamber distributes information through the following channels:

- Member Directory
- Dragon News
- [www.swedishchamber.com.cn](http://www.swedishchamber.com.cn)
- Mailings
- Direct contact with members

**2. Events**

Chamber events aim at enhancing knowledge in particular areas of interest to members and at networking. The Chamber arranges events such as:

- Networking events
- Knowledge enhancing meetings and seminars
- Workshops

- Celebrations and traditions
- Young Professionals' events

### **3. Lobbying**

Lobbying aims at communicating a valid image of China in Sweden and of Sweden in China but also at influencing the general business climate within which our companies work. Industry-specific lobbying is the responsibility of the European Chamber of Commerce.

#### PR

The Chamber distributes information on China so as to serve its members business interests.

#### Business Confidence Survey

The survey creates a baseline for discussions of the business climate for businesses with a Swedish connection in China.

### **PERSONNEL AND ORGANIZATION**

The Chamber is a non-profit membership association with a central board and two chapters: Beijing and Shanghai.

The Chamber maintains one national office, currently in Beijing, led by a General Manager. Each chapter also employs a resource person.

The Annual General Meeting (AGM) appoints a board, the makeup of which is representative of all chapters, which are active at the time of the AGM.

### **FINANCES**

The Swedish Chamber finances its activities through:

- Membership fees
- Receipts from events
- Receipts from sales of the Member Directory
- Receipts from advertisements in Dragon News

II ARTICLES OF ASSOCIATION INCLUDING  
REGULATIONS CONCERNING THE APPLICATION OF  
THE ARTICLES OF ASSOCIATION FOR THE SWEDISH  
CHAMBER OF COMMERCE IN CHINA

(Text in *italics* indicates Regulation text.)

TERMS

“AGM”	<i>means any annual meeting of the Chamber</i>
“Articles”	means the Articles of Association of the Chamber
“Associate Member”	<i>has the meaning set out in Article 2 b of the Articles</i>
“By-laws”	<i>means any by-law issued pursuant to the Regulations</i>
“Board”	means the Board of Directors of the Chamber
“China”	means the People’s Republic of China
“Chamber”	means the Swedish Chamber of Commerce in China
“Committee”	<i>means any committee established by the Board</i>
“EGM”	<i>means any extra general meeting of the Chamber</i>
“Honorary Member”	<i>has the meaning set out in Article 2 c of the Articles</i>
“Majority vote”	<i>means a vote comprised of more than half of the votes of those voting Members in attendance at any meeting, AGM or EGM of the Chamber.</i>
“Meeting”	<i>means any meeting of the Chamber, the Board or any Committee but shall not include AGM or EGM</i>
“Member”	means a Member of the Chamber and includes Ordinary Members, Associate Members and Honorary Members
“Minutes”	<i>means the written minutes taken at any AGM, EGM or Meeting</i>
“Ordinary Member”	<i>has the meaning set out in Article 2 a of the Articles</i>
“Resolutions”	<i>means the regulations of the Chamber concerning the application of the Articles, [as amended and varied from time to time]</i>
“Treasurer”	<i>means the person holding this office on the Board from time to time and who is in charge of the financial accounts, expenses and other financial matters of the Chamber</i>

OBJECTIVES

1. To promote, study, extend, advance and protect commercial and industrial relations, investments and trade between Sweden and China, subject to the laws, regulations and rules of China, in such a way that activities do not harm the national security and social public interest of China, in particular
  - a. by providing information from members’ knowledge to the Chinese and

Swedish Governments and other authorities on legislative and other measures affecting trade between Sweden and China, and making recommendations on method or policy where deemed appropriate or required,

- b. by organizing regular luncheon meetings and other social functions and discussions, trade delegations, exhibitions, lectures or seminars, and**
- c. by collecting, evaluating and disseminating among its members statistical and other information concerning commerce or other understandings of interest to them.**

## **MEMBERS**

### **2. Membership shall be composed of three categories: Ordinary Membership, Associate Membership and Honorary Membership:**

- a. Any legally registered representative office or branch of a Swedish company or organization in China involved or interested in commerce between Sweden and China may apply to be an Ordinary Member.**
- b. Any non-Chinese nationality individual over age 18 working in a legally registered representative office or branch of a Swedish company or organization in China, but residing in China, who is involved or interested in commerce between Sweden and China, may apply to be an Associate Member.**
- c. The Board shall have the power to invite any person of non-Chinese nationality to become Honorary Members of the Chamber. The membership and its obligation can not be entrusted or transferred.**

### *Regulations*

*For the purpose of registration, the number for each class of membership of the Chamber is declared to be unlimited.*

### **3. The members must abide by Chinese laws and the regulations of these Articles.**

## **VOTING RIGHTS**

### **4. There shall be voting and non-voting membership. Each Ordinary Member and each Associate Member shall have one vote. Honorary members do not have voting rights.**

## **ACCEDING TO AND SECEDING FROM THE CHAMBER**

### **5. Members who wish to accede to the Chamber shall submit a written application to the Board and provide information of company and personal data. Members who wish to secede from the Chamber shall apply with written seceding application to the Board.**

*Regulations*

*The Board may decide on all matters relating to the acceptance of new Members or the secession or expulsion of existing Members.*

**FEES AND SUBSCRIPTIONS**

- 6. In order to cover the running costs of the Chamber, a membership fee shall be paid by each member on an annual basis. The amount for Ordinary Members and Associate Members shall be determined by the Board annually for confirmation by the members at the General Meeting and shall be effective from the first of January each year.**

*Regulations*

*Only members that have paid the membership fee and any other dues to the Chamber shall have voting rights.*

- 7. An Honorary Member shall be entitled to membership without payment of any fees.**

**ANNUAL GENERAL MEETING**

- 8. The AGM is the highest organ of the Chamber. The AGM shall, inter alia:**
- a. verify the annual statement of accounts;**
  - b. summarize the annual report of the Board; and**
  - c. elect the Board for the ensuing year.**
- 9. The AGM of the Chamber, of which twenty-one (21) days' notice shall be given in writing to each Member, shall be held at least once a year at such time and place as prescribed by the Board.**

*Regulations*

*EGM's of the Chamber can be convened after a decision by the Board or on the request of twenty (20) Members. The Board is responsible for sending notices to call for the EGM containing time and place for the meeting as well as the agenda for the meeting. Such notice should be sent out with at least twenty-one (21) days notice prior to the meeting.*

**BOARD AND GENERAL MANAGER**

- 10. The affairs of the Chamber shall be managed by a Board that is elected by the membership of the Chamber. The Board shall be composed of a Chairman, Vice-Chairman, Treasurer and General Manager, plus up to eight (8) general committee members who shall be elected annually by the members. Any three office bearers and any three (3) committee members shall form a quorum.**

## *Regulations*

- 10.1 *The Board, subject to the provisions of the Articles, the Regulations, shall direct and regulate the affairs of the Chamber, shall authorize signatories on the Chamber's accounts and shall otherwise act in its name.*
- 10.2 *The Board shall have power from time to time to make such By-laws as may be necessary for the furtherance of the purposes for which the Chamber was established, for the orderly and efficient conduct of their own proceedings, for the appointment of their own Meetings, for the regulation of the various committees of the Chamber, and more specified procedures for carrying on the general business of the Chamber provided such By-laws are not repugnant to, or inconsistent with, the terms of the Articles or the Regulations. The Board may at any time revoke or alter any of the said By-laws.*
- 10.3 *At each AGM, three persons, out of which one should be appointed chairman of the committee, shall be elected to constitute an election committee. They shall be elected for one year, until the next AGM. It is the election committee's duty to prepare the election of Board members, Chairman, Vice Chairman, General Manager, Treasurer and auditors, and to make suggestions to the AGM of persons for these positions.*
- 10.4 *All office bearers and committee members of the Board are elected for one year.*
- 10.5 *New members of the Board shall enter office as soon as the AGM has been held. They shall remain in office until the next AGM.*
- 10.6 *The office of a member of the Board shall be vacated if:*
- 10.6.1 *the member resigns by notice in writing to the Chairman; or*
- 10.6.2 *the member is removed from office pursuant to a resolution passed at an AGM or EGM.*
- 10.7 *The Board may meet together for the dispatch of business and adjourn and otherwise regulate their Meetings as they think fit.*
- 10.8 *No Board Meeting of the Chamber shall be held at which a quorum is not present.*
- 10.9 *A resolution in writing signed by all members of the Board, shall be deemed to be a valid resolution passed at a Meeting of the Board. Any such resolution shall be deemed to have been passed at a Meeting held on the date on which the last Board member signed the resolution. Such a resolution may consist of several documents in the like form, each signed by one or more members of the Board.*

- 11. The Board Meetings of the Chamber shall be presided over by the Chairman. In the Chairman's absence, the Vice Chairman will act in his stead in all meetings or other affairs and activities of the Chamber. The day to day affairs of finance shall be managed by the Treasurer. The day to day affairs of Chamber shall be managed by the General Manager whose responsibilities and authorities shall be determined by the Board.**

*Regulations*

- 11.1 At each AGM two persons shall be elected to act as auditors. The auditors shall be elected for one year, until next AGM. It is the auditors' duty to audit the books, account, profit and loss accounts, balance sheet, etc., of the Chamber before an AGM, and at the AGM present a report over their audit and their recommendations to whether the statements for the previous year should be approved or not.*

**SOURCE OF FUNDS OF THE CHAMBER**

- 12. There are two sources of funds for the Chamber: annual fees paid by members, and donations.**

*Regulations*

- 12.1 The funds and business of the Chamber shall be managed, and the income and property of the Chamber shall be solely applied towards the objective of the Chamber, in accordance with the Articles, the Regulations and the By-laws. No portion of the same shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.*
- 12.2 Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Chamber or to any Member of the Chamber in return for any services actually rendered to the Chamber; no member of the Board (or any Committee) shall be appointed to any salaried office of the Chamber or any office of the Chamber which is paid by fees. Further no remuneration or other benefit in money (money's worth) shall be given by the Chamber to any member of the Board (or Committee) except in re-payment of out-of-pocket expenses.*
- 12.3 The members of the Board (and any Committee) shall be entitled to be indemnified from the funds and assets of the Chamber against all liabilities obligations which they (or any of them) may incur in good faith in the performance or purported of their duties as members of the Board (or Committee).*

**DISBANDING AND TERMINATION OF THE CHAMBER**

**13. The disbanding and termination of the Chamber shall be determined by the AGM. After the disbanding and termination of the Chamber all the property of the Chamber shall be given or transferred to some other institution(s) or charitable organization having objectives similar to those of the Chamber.**

*Regulations*

- 13.1 To the extent permitted by law the liability of the Members is limited to an amount as may be required not exceeding fifty United States dollars (US\$50). Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up, to pay the debts and liabilities of the Chamber contracted during his term as a Member and to pay the costs, charges and expenses incurred in the winding up of the Chamber, such amount as may be required not exceeding fifty United States dollars (US\$50) per Member.*
- 13.2 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 objectives similar to those of the Chamber, the institution(s) to be determined by the Members of the Chamber at, or before, the time of dissolution (or in default thereof by a person nominated by the then current Swedish Ambassador to China) and if and so far as effect cannot be given to such provision, then to some charitable object.*
- 13.3 The personal liability of Members of the Chamber is limited to the amount stipulated in Regulation 13.1 above. Board members shall not be liable for any expenses, losses or damages caused by or owing to any acts or omissions while performing authorized activities on behalf of the Chamber.*

**CHAMBER ADDRESS**

- 14. The address of the Chamber shall be:**  
**SAS Radisson Hotel**  
**No. 6A, East Beisanhuan Road,**  
**Chaoyang District, 100028**  
**Tel: +86-10-5922 3388 ext. 313**  
**Fax: +86-10-6462 7454**

**AMENDMENT OF ARTICLES**

- 15. Any amendments to the Articles of Association shall be made only with the consent more than half of the Ordinary Members and submitted to the relevant examination and approval authorities for approval.**

**These Articles of Association have been duly adopted and are effective as of date**



**which the Chamber is approved for establishment.**

*These Regulations concerning the application of the Articles of Association of the Chamber have been duly adopted on [April 15, 2008]. These Regulations shall replace any previously adopted Regulations concerning the Articles of Association of the Chamber.*