

# CONSTITUTION OF THE BRITISH CHAMBER OF COMMERCE SHANGHAI

## CHAPTER 1: PRELIMINARY

- 1.1 The British Chamber of Commerce in Shanghai (the “**Chamber**”) was originally formed in May 1915. Following its closure in 1949, the Chamber was reformed in 1995 after 9 years of relatively informal existence as the Association of British Commerce in China (Shanghai). Since 2016 the legal structure of the Chamber has been a wholly foreign owned enterprise called British Chamber of Commerce Shanghai Consulting Co., Ltd and owned by its holding company, BritCham Shanghai Ltd., incorporated in the UK.
- 1.2 Chinese laws and regulations in force as at the date of these Regulations only recognise the registration in the whole of China of one chamber of commerce per foreign country. For the UK this is the British Chamber of Commerce in China (the “**BCCC**”), based in Beijing. The British Chamber of Commerce Shanghai works closely with the other chapters of the British chambers of commerce in China and other bodies that promote UK business interests in China.
- 1.3 These Regulations constitute operating guidelines for the Chamber, its board of directors and the ExCo. They are drawn up with due consideration of the articles of association and other constitutive documents of the Chamber. These Regulations seek to leave the ExCo with the flexibility to shape the Chamber as considered necessary or desirable by the ExCo based on events and circumstances of which they are aware.
- 1.4 Unless otherwise stipulated herein, the capitalised terms in these Regulation have the meanings set out in Chapter 18.

## CHAPTER 2: OBJECTIVES

- 2.1 The purpose of the Chamber is to make connections that open opportunity, empower businesses and unite our community in China.
- 2.2 The objective of the Chamber is to deliver value to Members through:
  - (a) Advocacy – the advocacy of policies and industries, including:
    - (i) by empowering Members to develop better trade relations and enabling policy reform; and
    - (ii) promoting success of Members and sharing essential industry insights;
  - (b) Knowledge – enabling businesses to flourish through online and in-person knowledge-sharing events from roundtables, panel discussions and networking events; to training and mentoring; and

- (c) Community – creating community activity that unites our members through social gatherings, signature events and storytelling, such that beyond just business, the Chamber is where trusted friendships are made.
- 2.3 To achieve its goals of promoting UK business interests in China and providing value to Members, the Chamber champions sustainability and continual consideration of material environmental, social and governance (ESG) factors in business.

### **CHAPTER 3: MEMBERSHIP**

- 3.1 Membership of the Chamber shall be unlimited in number. The ExCo shall seek to attract new Members and retain existing Members in particular that represent a cross-section of sectors that promote UK interests in China.
- 3.2 Membership shall be open to any person which prior to their admission satisfies the ExCo (or the Executive Director, where the ExCo has delegated authority to the Executive Director) that it meets all qualifications for membership in any one or more of the categories set out in the separate list of membership categories published by the Chamber and which may be amended with approval of the ExCo from time to time (the "**Membership Category List**").
- 3.3 By applying for membership of the Chamber, each Member is deemed to have acknowledged and agreed:
- (a) to support the objectives of the Chamber; and
  - (b) abide by these Regulations and any other rules governing the operation of the Chamber in force from time to time.
- 3.4 By renewing membership of the Chamber pursuant to Article 5.2, each Member is deemed to have re-confirmed the acknowledgements and agreements made on applying for membership of the Chamber, as set out in Article 3.3.
- 3.5 Diversity and inclusion: One of the core principles of the Chamber in promoting the business interests of UK Companies and members from the British business community is that its Members and employees may come from any ethnicity, nationality, gender, sexual orientation or religious group.
- 3.6 An organisation accepted for Membership as a Corporate Member shall nominate its Authorised Representative to the Chamber. The Authorised Representative may at any time by written notice to the Executive Director nominate a new Authorised Representative to replace the current Authorised Representative.
- 3.7 Members shall enjoy limited liability for the debts and obligations of the Chamber and shall be liable for such debts and obligations only to the amount (if any) for the time being unpaid of their respective annual subscriptions or fees for their participation at the Chamber's events.

#### **CHAPTER 4: ADMISSION, LEAVING AND REMOVAL OF MEMBERS**

- 4.1 The admission of a Member shall be reviewed by the ExCo at its next meeting following admission of that Member. The ExCo may rescind or otherwise refuse admission of a Member on agreement of not less than twenty-five per cent. (25%) of the ExCo members at a meeting of properly constituted quorum. If any applicant fails to be admitted, the ExCo may decline to give any reason. The ExCo may refuse to admit an individual as an Individual Member if they would otherwise qualify as the representative of a Corporate Member.
- 4.2 All organisations and persons admitted to Membership in accordance with these Regulations shall be Members and shall be entered in the list of Members accordingly. The Chamber may make the list of Members publicly available and each Corporate Member grants the Chamber permission to use any name or logo of that Member on the Company's website and in any marketing or other materials of the Chamber to identify that organisation as a Member.
- 4.3 The ExCo has the right to remove Members (without providing explanation) by agreement of no less than seventy-five per cent. (75%) of the ExCo members at a meeting of properly constituted quorum. Grounds for removal shall include non-payment of subscription fees, bringing the Chamber into disrepute or breach of these Regulations or any other rules governing the operation of the Chamber in force from time to time.
- 4.4 Any Member may leave the Chamber by letting their Membership subscription fees lapse or, if earlier, by notifying the Executive Director in writing no less than thirty (30) days in advance.
- 4.5 Any Member which ceases to be a Member shall not be entitled to any refund of subscription fees in whole or in part.

#### **CHAPTER 5: SUBSCRIPTIONS**

- 5.1 Membership subscriptions for each Financial Year shall be at such rate as shall be approved by the ExCo in respect of each category of Membership and published by the Chamber on its website.
- 5.2 Newly admitted Members shall pay initial subscriptions within thirty (30) days of their admission to the Chamber. No later than thirty (30) days in advance of each anniversary of the date on which an existing Member joined the Chamber, that Member shall pay the amount of their applicable annual subscription as determined in accordance with Article 5.1.
- 5.3 A Member whose subscription fees are in arrears, unless otherwise agreed by the ExCo:
  - (a) shall cease to have any voting rights for so long as such dues remain unpaid;

- (b) shall not be named as a Member in the membership directory on the public website of the Chamber; and
- (c) may only attend an event organised by the Chamber provided that the event allows non-member attendance and the Member pays non-member rates to so attend.

## **CHAPTER 6: ANNUAL AND GENERAL MEETINGS**

- 6.1 The Annual General Meeting of the Chamber, of which no less than twenty-one (21) days' notice shall be given by a notice addressed to each Member (or their respective Authorised Representative), shall be held once in every calendar year at such time, date (not being more than fifteen (15) months after the last preceding Annual General Meeting) and place as may be prescribed by the ExCo to:
- (a) receive the annual report of the ExCo;
  - (b) receive the annual summary of financial performance;
  - (c) announce the result of the elections for the ExCo for the ensuing year;
  - (d) consider and, if necessary, take action, with reference to any business or motion of which not less than twenty-one (21) days' notice in writing may have been given.
- 6.2 Ordinary General Meetings of the Chamber shall be convened by the ExCo as required or on the requisition of twenty (20) voting Members. Notice of a General Meeting of the Chamber other than an Annual General Meeting of the Chamber shall be given in writing to each Member at least five (5) days prior to the date of the meeting.
- 6.3 Written notices for a General Meeting of the Chamber shall specify the place, date and time of the meeting. The accidental omission to give notice of a General Meeting of the Chamber to, or the non-receipt of notice of such a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 6.4 All General Meetings of the Chamber shall be presided over by the Chair or a Vice-Chair of the ExCo. The chairperson presiding at any General Meeting of the Chamber shall have an original and also a second or casting vote in the case of an equality of votes. No business shall be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The number of people entitled to vote in accordance with Article 6.5 must be forty (40) or more to form a quorum for business to be transacted.
- 6.5 At any General Meeting of the Chamber a resolution put to the vote may, unless otherwise agreed by the ExCo, be decided on by two thirds majority vote evidenced by a show of hands. The ExCo may from time to time stipulate the manner in which any General Meeting of the Chamber shall proceed.

- 6.6 No resolution passed at any General Meeting of the Chamber shall be rescinded except by a resolution passed at a General Meeting of the Chamber for which due notice has been given to pass such resolution.
- 6.7 A Member may authorise in writing or in any other manner satisfactory to the chairperson of the meeting (whose decision in this respect shall be final) such person as they think fit to act as their representative at any meeting of the Chamber and the person so authorised shall be entitled to exercise all the powers of such Member which they represent.
- 6.8 At General Meetings of the Chamber, Members' votes shall be counted as shown in the column entitled "Votes count as" in the Membership Category List.

## **CHAPTER 7: EXCO**

- 7.1 The business and assets of the Chamber shall be managed by the employees of the Chamber within the authorities and limits approved by the ExCo.
- 7.2 The duties and functions of the ExCo shall be:
- (a) to determine and guide the overall strategy, plans, and activities of the Chamber;
  - (b) to approve the business plan and budget of the Chamber for each Financial Year;
  - (c) to hire and dismiss the most senior employee of the Chamber and approve the hiring and dismissal of other employees and to oversee staff issues as appropriate;
  - (d) to convene and set the agenda for General Meetings of the Chamber;
  - (e) to supplement or amend these Regulations as it deems necessary in accordance with the terms of Chapter 16 below;
  - (f) to examine the qualifications of applicants for membership and to rule on applications for membership or cases where members may be removed;
  - (g) to approve any capital expenditure by the Chamber where such approval is not delegated to the Executive Director or Treasurer;
  - (h) to approve annual budgets and summary financial reports of the Chamber;
  - (i) to establish or disband Committees for special purposes and may make regulations to govern the membership and conduct of business of such groups;
  - (j) as individual members of the ExCo, to each sponsor a Committee and act as a liaison between the ExCo and that Committee;
  - (k) to handle any matter not coming within the exclusive responsibility of the General Meetings of the Chamber; and

- (l) act as the ultimate appeal body in disciplinary or complaint matters of the Chamber.
- 7.3 The business plan and budget for the next Financial Year shall be ready for discussion by the ExCo in accordance with Article 7.2(b) no later than the last ExCo meeting before the end of the then current Financial Year.
- 7.4 The ExCo shall consist of:
- (a) elected ExCo members, including:
    - (i) officers which comprise of one (1) Chair, a maximum of two (2) Vice-Chairs, and one (1) Treasurer, each of whom shall be elected to the ExCo in accordance with Article 8 below and be responsible for the day-to-day business of the Chamber; and
    - (ii) up to seven (7) at-large ExCo members, who shall be elected to the ExCo in accordance with Article 7.7 below. Each at-large ExCo member is required to fulfil the duties set out in Articles 7.2 and 7.3;
  - (b) the British Consul-General in Shanghai or Deputy Consul-General in Shanghai and the Shanghai representative of the British Council, who shall each be members of the ExCo *ex officio*, without the right to vote, and may be removed from the ExCo upon a vote of elected ExCo members;
  - (c) honorary Members (who need not be paying Members), who may be invited by resolution of the ExCo from time to time to become members of the ExCo *ex officio* without the right to vote; and
  - (d) up to two (2) co-opted ExCo members, who may be invited by resolution of the ExCo from time to time to become members of the ExCo *ex officio* without the right to vote. The Chair is responsible for formally proposing the invitation of a co-opted member to the ExCo for approval by a simple majority vote of the ExCo at a meeting of properly constituted quorum. Only one (1) co-opted member may be proposed for approval at each ExCo meeting. Co-opted ExCo members shall have a limited tenure and be invited to the ExCo on a project basis (or such shorter period as determined by the then Chair).
- 7.5 Only elected ExCo members shall be entitled to vote at meetings of the ExCo, but all other ExCo members shall have the right to speak and be heard at such meetings. Each elected ExCo member shall carry one (1) vote for each resolution that is considered at an ExCo meeting.
- 7.6 The Executive Director and/or other employees of the Chamber who are invited by the Chair shall attend the meetings of the ExCo to report to the ExCo and take minutes, but none of the Executive Director or such other employees are members of the ExCo and they shall not have the right to vote at the meetings.
- 7.7 Election of ExCo members:

- (a) General provisions:
- (i) Elections of ExCo members shall take place prior to the Annual General Meeting and shall be conducted by a “returning officer”, who shall normally be a representative of the British Consulate General in Shanghai, but, if they are unable or unwilling to act, the Chair shall nominate another person who shall be approved by the ExCo.
  - (ii) The Election Manager shall circulate, in electronic or other form, nomination forms and an explanation of the nomination and election procedures to all voting Members not less than sixty-five (65) days before the close of the election.
  - (iii) A voting Member may nominate any other voting Member for an at large position on the ExCo provided that the nominee is either (1) an Individual Member holding UK citizenship or (2) a UK citizen or Authorised Representative of a Corporate Member that is either a UK Company or a company that has significant business interest in the UK.
  - (iv) To be valid, nominations must contain the signature of the nominee and a statement that they agree to accept the duties of serving on the ExCo if elected.
  - (v) The returning officer shall be responsible for receiving the nominations and may appoint the Executive Director or another employee of the Chamber (subject to approval by the ExCo) to receive the nominations. Nominations shall be received for a period of at least twenty-one (21) working days after circulation of the nomination forms.
  - (vi) All duly nominated candidates for all vacant positions in the ExCo must be vetted and approved by a majority vote of the existing ExCo prior to the Chamber proceeding to the voting process. If a majority vote of the existing ExCo agree that an interview of a nominated candidate is necessary to verify the suitability of that candidate, two members of the ExCo shall be nominated by the ExCo to conduct such interview together with the Executive Director. A duly nominated candidate may be rejected by a majority vote of the existing ExCo after considering all relevant factors.
  - (vii) The Election Manager shall, three (3) working days before the opening of the voting period, provide the returning officer with a list of all the approved candidates and a sample ballot (or such other method of voting as deemed appropriate) in electronic or other form.
  - (viii) If the number of nominations is less than the number of vacancies in the ExCo, the then Chair of the ExCo may decide to extend the nomination period to allow for further candidates to be identified. If the number of

candidates is equal to or less than the number of elected ExCo member positions to be filled, the returning officer may declare the result without a vote.

- (ix) The Election Manager, under the supervision and instruction of the returning officer, shall be responsible for preparing ballots, the conduct of the elections, counting votes and the declaration of the results, and shall be responsible for circulating to all voting Members the final list of candidates and the ballots no less than ten (10) days before the time of the closing of the election.
- (x) The non-receipt of any communication by any person entitled to received notices and papers related to the election of the ExCo members shall not invalidate the election unless the returning officer judges that such non-receipt has had a material effect on the election.

(b) Voting:

- (i) Voting shall commence at the end of a four (4) week canvassing period and shall remain open for a minimum of seven (7) working days. The closing date of the vote shall be at least three (3) days prior to the Annual General Meeting.
- (ii) Each Member's vote shall be weighted depending on the membership category of the corresponding Member by reference to the Membership Category List. Each voting Member shall have one (1) vote (as weighted) for each position to be filled. However, a voting Member may choose not to use its full allocation of votes.
- (iii) All voting shall be in secret, and votes shall be cast by hand delivery, e-mail, facsimile transmission or post directly to the returning officer or, if established for a particular vote as notified to Members at the time that the relevant ballots are circulated, via an online voting system.
- (iv) If two or more candidates each receive the same number of votes, then the winner shall be decided based on who had the highest number of Members voting for them. If they received an equal number of Members voting for them then the winner would be determined by a second or casting vote from the Chair of the ExCo.

7.8 Members of the ExCo shall enter office as soon as the Annual General Meeting of the Chamber has been held and shall remain in office until their respective successors assume office. ExCo members shall be elected to a term of two consecutive years, after which they shall be entitled to stand for re-election for a second or third term.

7.9 ExCo meetings:

- (a) The ExCo shall meet together (where possible on a monthly basis) to dispatch business and shall adjourn and otherwise regulate their meetings as they think fit. The Chair may at any time, or any three (3) elected members of the ExCo may at any time require the Chair to, convene a meeting of the ExCo.
- (b) Unless the Chair decides otherwise, four (4) members of the ExCo entitled to vote, including at least one (1) ExCo officer and one (1) at-large ExCo member, shall form a quorum to conduct business.
- (c) Except as otherwise specified in these Regulations, motions shall be passed on a simple majority vote, with voting allocations as prescribed in Article 7.5. In the event of a split vote, the Chair shall have a second or casting vote.

7.10 Elected ExCo members must attend a minimum of fifty per cent. (50%) of all ExCo meetings held in a particular Financial Year. If they do not, they shall not qualify to stand for re-election at the end of the current term.

7.11 Removal of ExCo Members: If an ExCo Member fails to attend three (3) consecutive ExCo meetings, they must attend the fourth meeting and give due explanation to the ExCo. The ExCo shall then decide to accept or reject the explanation. If not accepted, the individual shall be removed as an ExCo member. If the ExCo Member fails to attend four (4) consecutive meetings, they are assumed to have resigned from ExCo. A member of ExCo other than the Chair can also be removed by a two thirds majority of the ExCo for poor professionalism, level of contribution or engagement.

7.12 A resolution in writing signed in one or more counterparts by or on behalf of all members of the ExCo who would have been entitled to vote on such resolution if it had been proposed at a meeting of the ExCo (or where such members have otherwise indicated their agreement to it in writing), provided that their number shall be sufficient to constitute at least the equivalent of a quorum for a meeting of the ExCo, shall be as valid as a resolution passed at a meeting of the ExCo. Any such resolution shall be deemed to have been passed at a meeting held on the date on which the resolution was signed by the last member of the ExCo to sign or otherwise indicate their agreement to it.

## **CHAPTER 8: OFFICERS**

8.1 Appointment of Officers:

- (a) The Officers shall be appointed from among the group of ExCo members. An Officer must be either (1) an Individual Member holding UK citizenship or (2) a UK citizen or Authorised Representative of a Corporate Member that is either a UK Company or a company that has significant business interest in the UK. Prior to appointment as an Officer, the ExCo member must have either (1) served for a period of more than six (6) months as an ExCo member; or (2) in

an active leadership capacity within the Chamber (e.g., as a Committee chair or vice-chair) for a period of more than twelve (12) months.

- (b) The Chair may not serve more than two (2) terms as Chair consecutively. If the Chair position is vacant after an Annual General Meeting of the Chamber or at another time during the period between Annual General Meetings of the Chamber, a new Chair shall be elected by a majority vote of voting ExCo members at the next available meeting of the ExCo for a term of up to two (2) consecutive years. A vote for a new Chair can also be initiated at any time by a seventy-five per cent. (75%) majority of the ExCo members (excluding the prospective Chair). This vote shall be organised by the former Chair or, if they are not available, another Officer or, if an Officer is not available, another ExCo member agreed upon by a majority of the ExCo. For the purposes of this vote, the ExCo members who were not able to physically join the meeting may vote by indicating their choice by email to the organiser of the vote.
- (c) The Treasurer and up to two (2) Vice Chairs shall be proposed by the Chair for a term of two (2) years from the group of ExCo members. The Chair's proposals for these Officers shall be approved unless the other members of the ExCo (excluding the Chair and the nominee for each position) unanimously disagree with a proposal for a position. The Treasurer position should be allocated to an ExCo member with a financial background. If none is available, the Chair should consider whether to co-opt a suitable additional ExCo member.
- (d) No Officer may serve more than two (2) consecutive terms (four (4) consecutive years) either as an Officer or an at-large ExCo member; or serve for more than three (3) consecutive terms (six (6) consecutive years) on the ExCo unless there is unanimous approval of the ExCo members for someone to serve for a longer period.
- (e) If the position of any Officer shall for any reason fall vacant, the Chair shall nominate an acting replacement from among the other ExCo members, subject to endorsement by the ExCo, to hold office until the next ExCo Meeting.

## 8.2 Responsibilities of Officers:

- (a) The Officers of the Chamber shall oversee the operations of the Chamber and ensure the resolutions of the ExCo and the General Meetings of the Chamber are implemented.
- (b) The business plan and budget of the Chamber for the next Financial Year shall be prepared by Chair, Treasurer and the Executive Director.
- (c) The Officers' positions and duties shall be as follows:
  - (i) The Chair shall supervise the Executive Director in discharging responsibilities, act as Chair of General Meetings of the Chamber and meetings of the ExCo. The Chair shall be authorised to represent the

Chamber to external organisations and individuals and sign documents in the name of the Chamber and may delegate such authority to one (1) or both Vice-Chairs to sign documents if the Chair is absent. The Chair shall assume any duties not delegated to the Executive Director in accordance with Article 9.4. The Chair shall also be responsible for accepting the resignation of ExCo members.

- (ii) The Vice Chairs shall assist the Chair in carrying out their duties and shall (subject to prior delegation pursuant to Article 8.2(c)(i) where appropriate) assume the duties and responsibilities of the Chair if the Chair is absent.
  - (iii) The Treasurer shall exercise supervision over and oversee the establishment and implementation of procedures and standards for the orderly conduct of the financial affairs of the Chamber in accordance with Chapter 13 below. The Treasurer, in consultation with the other Officers, shall approve annual salary changes and bonuses of the employees of the Chamber. Only the Treasurer or, if absent, the Chair, may approve personal expenses claimed by the Executive Director and determine the financial authority of the Executive Director and any other employees of the Chamber authorised to approve payments, or enter financial commitments, on behalf of the Chamber.
- (d) No press statements of any kind shall be issued in the name of the Chamber without being approved by the Chair or one or both Vice-Chairs beforehand.

## **CHAPTER 9: EXECUTIVE DIRECTOR**

- 9.1 The Chamber shall appoint an Executive Director on such terms as are determined by the ExCo in accordance with Article 7.2.
- 9.2 A legal representative of the Chamber shall be appointed by the ExCo in accordance with Chinese regulations. No individual may concurrently act as the legal representative of the Chamber and the Executive Director.
- 9.3 Legal documents and the company and other chops of the Chamber should be kept securely at the offices of a member of ExCo (preferably a legal or accountancy firm) appointed by the Chair. The Accountant or Executive Director of the Chamber may sign and/or “chop” documents on behalf of the Chamber as necessary to carry out the Chamber’s business within authorisation limits set by the ExCo and the legal representative.
- 9.4 The ExCo may delegate some or all of the following duties to the Executive Director:
- (a) to manage the day-to-day operational matters of the Chamber and provide a point of contact for Members for administrative matters;
  - (b) to maintain electronic records of Members;

- (c) (together with the Accountant) to maintain control over, custody of and records of the Chamber's assets;
- (d) (together with the Accountant) to maintain written records of subscription payments, together with original supporting documentation of all receipts and payments made on behalf of the Chamber;
- (e) to organise meetings of the ExCo and Members and coordinate the taking, distribution and maintenance of complete records of the meeting minutes;
- (f) (together with the Accountant) to be responsible for the preparation of accounts in accordance with procedures and standards as set out in Chapter 13;
- (g) to hire, dismiss, manage and discipline employees of the Chamber, in consultation with the Chair and the ExCo as appropriate;
- (h) in consultation with the Chair and the Treasurer, to make minor changes to salaries of the employees of the Chamber between the annual salary adjustments;
- (i) to represent the Chamber to external organisations and individuals;
- (j) to enter into contracts on behalf of the Chamber up to a value determined from time to time by the ExCo; and
- (k) other such matters as shall be of assistance to the Chair and Officers in fulfilling their duties set out in Chapter 8.

## **CHAPTER 10: COMMITTEES**

- 10.1 The Chamber shall have Committees as part of its value proposition to Members.
- 10.2 The operation, conduct and administrative procedures of Committees shall be governed by separate "Rules and Guidelines for British Chamber Committees" which shall be approved by the ExCo from time to time.

## **CHAPTER 11: CODE OF CONDUCT**

- 11.1 All Members, Officers, members of the ExCo and employees of the Chamber shall uphold this Chapter 11, which will be enforced by the Chamber throughout its operations.
- 11.2 The Chamber welcomes diversity as core to the continued success of the UK. The Chamber shall not tolerate inappropriate behaviour towards a Member, Officer, member of the ExCo or employee of the Chamber based on their ethnicity, nationality, gender, sexual orientation or religious beliefs.
- 11.3 The Chamber expects cooperation from all Members to help ensure a safe, harassment-free environment for all individuals. Examples of behaviour that contributes to creating a positive environment include:

- (a) using welcoming and inclusive language;
  - (b) being respectful of different perspectives and opinions;
  - (c) gracefully accepting any constructive feedback; and
  - (d) showing empathy towards other Members, Officers, members of the ExCo and employees of the Chamber.
- 11.4 The Chamber shall not tolerate any form of harassment or discrimination by Members, Officers, members of the ExCo or employees of the Chamber. Examples of harassment and other unacceptable behaviour include:
- (a) any form of discrimination against someone because of age, gender reassignment, being married or in a civil partnership, being pregnant or on maternity leave, disability, race (including colour, nationality, ethnic or national origin), religion or belief, sex, or sexual orientation;
  - (b) the use of sexualised language or imagery and unwelcome sexual attention or advances;
  - (c) deliberate intimidation, stalking, following, harassing photography or recording;
  - (d) sustained disruption of talks or other events;
  - (e) publishing other Members' private information, such as a physical or electronic address, without explicit permission; and
  - (f) other conduct which may reasonably be considered inappropriate in a professional setting.
- 11.5 The Chamber may take any action it deems appropriate against any Member which violates this Chapter 11, including issuing a warning to the offender, expelling the offender from events, or reporting the offender to local law enforcement. The Chamber also reserves the right at its sole discretion to refuse admittance to events or competitions if a person is against or behaves inconsistently with this Chapter 11 and serious violation of the principles of this Chapter 11 shall result in termination of Membership in accordance with Article 4.3.
- 11.6 Complaints process: The Chamber will endeavor to treat a Member's complaints or concerns discreetly, promptly and fairly, having due regard to the circumstances and the relevant provisions of these Regulations. If a Member of the Chamber wishes to raise a complaint or concern regarding the conduct or actions of a Member, Officer, ExCo member or employee of the Chamber whose actions or behavior may either bring the Chamber into disrepute or raise concerns about the professionalism of the Member, Officer, ExCo member or employee of the Chamber, the Member may raise the complaint or concern in writing or orally to the following individuals:
- (a) the Executive Director, who shall escalate the complaint or concern to the ExCo for guidance on handling the matter; or

- (b) an ExCo officer who shall report the complaint or concern to the other ExCo members and may, if necessary, call a special meeting of ExCo.

The recipient of the complaint or concern will bring the matter to the attention of the relevant ExCo members at the earliest possible opportunity. The ExCo members will investigate and carry out remedial measures as determined appropriate and necessary by the ExCo members. Information pertaining to the complainant's identity will only be revealed with the complainant's consent and only to the extent necessary to investigate the complaint or concern.

## **CHAPTER 12: RECORDS**

- 12.1 A correct record of the proceedings of the Chamber, the ExCo and the Committees shall be kept by the Executive 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.
- 12.2 An annual report of the ExCo (which, at the discretion of the Chair, may or may not be in written form) shall be prepared by the Chair, in consultation with and with the assistance of the ExCo, for presentation to the Chamber at the Annual General Meeting.
- 12.3 Minutes of ExCo meetings and General Meetings of the Chamber shall be taken and distributed to the members of the ExCo for review not less than three (3) days prior to the next ExCo meeting. After approval at the next successive ExCo meeting, the minutes shall be certified by the Chair as the official minutes of the ExCo or, as the case may be, General Meeting of the Chamber. Minutes shall at all times be available for review by the Members at the Chamber's administrative offices. An employee of the Chamber nominated by the Executive Director shall collect copies of minutes from Committee chairs and keep such minutes for the record in the administrative offices of the Chamber.

## **CHAPTER 13: ACCOUNTS**

- 13.1 The books of account of the Chamber shall be kept by the Accountant.
- 13.2 Management accounts comprising bank reconciliations and summaries of income and expenditure and a balance sheet shall be subject to review by the Executive Director and the Treasurer on a monthly basis. These management accounts shall be open to inspection by members of the ExCo at the following ExCo meeting on no shorter than two (2) weeks' written notice to the Treasurer and the Executive Director.
- 13.3 Accounts and records of transactions entered into by the Chamber shall be kept by the Chamber in accordance with the applicable accounting and other laws of the respective jurisdictions in which the legal entities operated by the Chamber conduct business and that require such accounts and records.

- 13.4 Every six (6) months, the Treasurer shall present an income and expenditure summary to the ExCo.
- 13.5 Annual financial statements shall be prepared in the format required under the accounting and other laws applicable to the Chamber by the Accountant or a certified public accountancy firm appointed by the Executive Director, audited by a registered independent certified public accountancy firm, reviewed by the Treasurer, and approved by the legal representative of the Chamber and the Accountant.
- 13.6 Summary financial information of the consolidated activities of the legal entities operated by the Chamber shall be presented to the Chamber at the Annual General Meeting of the Chamber.

#### **CHAPTER 14: NOTICES**

- 14.1 Notices may be served in writing upon Members either by hand delivery, by e-mail, facsimile transmission, or by post in prepaid letters or circulars, addressed to Members at their registered or other addresses notified in writing to the Chamber.
- 14.2 Any notice sent shall be deemed to have been served at the time when the e-mail, letter or circular containing the same would be delivered in the ordinary course.

#### **CHAPTER 15: INDEMNITY OF EXCO MEMBERS**

- 15.1 The members of the ExCo 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 ExCo, other than any liability which attaches to them by law in respect of any negligence, default, or breach of duty or trust.
- 15.2 Each member of the ExCo shall be indemnified from the funds and the assets of the Chamber against any liability incurred by them in defending any proceedings, whether civil or criminal, arising from the conduct of their duties for the Chamber and in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by a court.

#### **CHAPTER 16: AMENDMENTS**

- 16.1 These Regulations may be supplemented or amended from time to time by the ExCo.
- 16.2 A conforming copy of these Regulations, as supplemented or amended, shall be made available:
- (a) subject to contrary instruction of the ExCo, on the public website of the Chamber; and
  - (b) for review and copying by Members at the administrative offices of the Chamber,

in each case, within thirty (30) days of the ExCo's decision to so supplement or amend.

#### **CHAPTER 17: RELATIONSHIP WITH BRANCHES OF THE BCCC**

- 17.1 The Chamber shall be entirely responsible for its own funds, liabilities and obligations (whether contractual or otherwise) and shall not represent to any party in any manner that the BCCC or any of its branches are liable for the same.
- 17.2 Likewise, the Chamber shall not bear responsibility for the liabilities and obligations of the BCCC or any of its branches.

#### **CHAPTER 18: INTERPRETATION**

- 18.1 In these Regulations, unless there is something in the subject or the context inconsistent with it:
- (a) **"Accountant"** means the accountant of the Chamber appointed from time to time by the Executive Director with the prior approval of the Treasurer;
  - (b) **"Authorised Representative"** means a person who is duly authorised to represent a Member to the Chamber, as nominated in accordance with Article 3.5;
  - (c) **"Chair"** means the chairperson of the ExCo appointed from time to time in accordance with Article 8.1;
  - (d) **"China"** or **"PRC"** means the People's Republic of China which, for the purposes of these Regulations, excludes the Special Administrative Regions of Hong Kong and Macau, and Taiwan;
  - (e) **"Committee"** means an industry or other specific committee group formed by Members with the approval of ExCo;
  - (f) **"Corporate Member"** means a Member categorised as a "Corporate" Member (as indicated in the Membership Category List);
  - (g) **"Election Manager"** means an employee of the Chamber appointed by the ExCo to assist in management of the process to elect ExCo members;
  - (h) **"ExCo"** means the Executive Committee of the Chamber as constituted from time to time;
  - (i) **"Executive Director"** means the individual who acts as the operational head of chamber and an *ex-officio* member of ExCo, as appointed from time to time in accordance with Article 9.1;
  - (j) **"Financial Year"** means each calendar year starting on 1 January and ending 31 December;

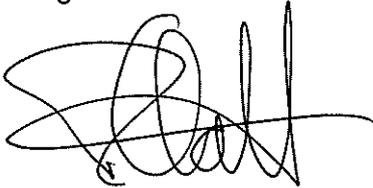
- (k) **“Individual Member”** means a Member categorised as an “Individual” Member (as indicated in the Membership Category List);
  - (l) **“Member”** means a member of the Chamber duly registered in accordance with Article 3; and “Membership” shall be construed accordingly;
  - (m) **“Membership Category List”** has the meaning given to it in Article 3.2.
  - (n) **“Officer”** means each of the Chair, any Vice-Chair, the Treasurer and any other individuals holding office on the ExCo as set out in Article 8.1;
  - (o) **“Regulations”** means the provisions of this Constitution which constitute the operating guidelines for the Chamber, its board of directors and the ExCo.
  - (p) **“Treasurer”** means the treasurer of the Chamber appointed from time to time in accordance with Article 8.1(c);
  - (q) **“UK Company”** means an organisation that is either a company, partnership, sole proprietorship, unincorporated association, society or other organisation which:
    - (i) is incorporated, registered or regulated in any part of the UK; or
    - (ii) is substantially owned or managed by UK interests or which has substantial subsidiaries in the UK; or
    - (iii) has affiliates or part of its group incorporated or registered in the UK;
  - (r) **“UK”** means the territorial area comprising Great Britain, Northern Ireland, the Channel Islands and Isle of Man; and
  - (s) **“Vice-Chair”** means a vice-chairperson of the ExCo appointed from time to time in accordance with Article 8.1(c).
- 18.2 Words denoting the singular shall include the plural and vice versa. Words of the masculine gender shall also include the feminine gender, the neuter gender and vice versa. Words denoting persons shall include bodies corporate and unincorporated associations.
- 18.3 The words "including" and "include", and words of similar effect shall not be deemed to limit the general effect of the words which precede them.
- 18.4 References to any English legal term shall, in respect of any jurisdiction other than England, be construed as references to the term or concept which most nearly corresponds to it in that jurisdiction.
- 18.5 A reference to time is to the local time in Shanghai in the PRC.
- 18.6 Headings are for convenience only and do not affect interpretation of these Regulations.

AGREED FORM

Adopted this 24<sup>th</sup> day of September 2021 by the Executive Committee of the British Chamber of Commerce Shanghai.

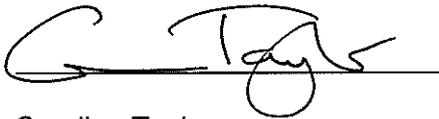
These Regulations shall be interpreted in accordance with English law.

Signed on behalf of the Executive Committee:



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Ray Chisnall  
Chair



Caroline Taylor  
Vice-Chair



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Ted Wan  
Vice-Chair