

STATUTES
of the
GERMAN CHAMBER of COMMERCE
in CHINA
SHANGHAI

Shanghai, 28 September 2017

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PREAMBLE

The *German Chamber of Commerce in China • Shanghai* is the regional chamber organization within the framework of the German Chamber of Commerce in China operating under the Articles of Association of the German Chamber of Commerce in China. In case of discrepancies between these Statutes and the Articles of Association of the German Chamber of Commerce in China, the latter shall prevail.

The *German Chamber of Commerce in China • Shanghai* is not an independent legal entity under Chinese law.

The mission of the *German Chamber of Commerce in China • Shanghai* is to promote economic ties between the Federal Republic of Germany ("**Germany**") and the People's Republic of China („**China**") with a special focus on its geographical area, to provide a forum for its members and to advocate member interests with relevant organizations.

In order to provide a suitable framework, the *German Chamber of Commerce in China • Shanghai* adopts the following Statutes:

CHAPTER 1 General Clauses

Article 1 Name, Office, Geographical Area, Business Year

1. The name of the organization is „*German Chamber of Commerce in China • Shanghai*" ("**German Chamber Shanghai**").
2. The German Chamber Shanghai has its office in Shanghai.
3. The geographical area of activities of the German Chamber Shanghai comprises of Shanghai and the provinces of Jiangsu, Zhejiang, Anhui, Shandong, Henan and Hubei.
4. The business year of the German Chamber Shanghai is the calendar year, from January 1 to December 31.

Article 2 Objectives of the German Chamber Shanghai

The objectives of the German Chamber Shanghai are:

1. to represent, support and protect the interests of its members within the boundaries of the relevant laws, the Articles of Association of the German Chamber of Commerce in China and these Statutes;
2. to promote business relations between companies in Germany and China;
3. to serve as a responsible organization and cooperate with the authorities of both countries with the aim of furthering the common economic interests;
4. to provide non-profit services to its members.

Article 3 Services of the German Chamber Shanghai

1. The German Chamber Shanghai may provide services to members and non-members.
2. Subject to Article 3.3 below, the German Chamber Shanghai generally provides services to its members free of charge.
3. In case specific services involve expenditures or the German Chamber Shanghai involves supporting third parties, the corresponding expenditure shall be charged to the service recipient. The amount of the charged expenditure shall be made known prior to the rendering of the service.

Article 4 Relationship with Deutscher Industrie- und Handelskammertag

1. In pursuing its objectives, the German Chamber Shanghai shall cooperate with the Delegation of the Deutscher Industrie- und Handelskammertag in Shanghai ("**Delegation Shanghai**"). The German Chamber Shanghai understands itself as an equal partner organization to the Delegation Shanghai. The Delegate in Shanghai of the German Chambers of Commerce and Industry (Deutscher Industrie- und Handelskammertag in Berlin, "**DIHK**") is an official representative of German business interests in China, and conducts German trade promotion under the mandate of the German Federal Ministry for Economic Affairs and Energy (Bundesministerium für Wirtschaft und Energie).
2. The German Chamber Shanghai:
 - a. supports the objectives and activities of the Delegation Shanghai representing the economic interest of Germany in China;
 - b. assists the Delegation Shanghai in fulfilling the latter's task to promote the bilateral economic relations between the two countries;
 - c. cooperates closely and trustfully with the DIHK.
3. The Board of Directors of the German Chamber Shanghai shall
 - a. respect the Delegation Shanghai regarding the latter's rights and responsibilities and
 - b. work with the Delegation Shanghai to achieve benefits for the German industry and the members of the German Chamber Shanghai.
4. The German Chamber Shanghai aims at concluding separate agreement(s) with the DIHK, the Delegation Shanghai and/or with the German Industry & Commerce (Taicang) Co., Ltd. ("**GIC**") to set out further cooperation details.

CHAPTER 2 Members

Article 5 Membership

1. Membership of the German Chamber Shanghai shall comprise of five categories:
 - a. Corporate Membership

“Corporate Members” are foreign-invested enterprises, or their branches, representative offices of foreign enterprises, other commercial establishments or economic organizations set up by foreign enterprises or economic organizations in China in accordance with Chinese law, unless barred from membership under Chinese law.
 - b. Individual Membership

“Individual Members” are foreign individuals engaged in commercial activities between Germany and China, unless barred from membership under Chinese law.
 - c. Associate Membership

“Associate Members” are entities that do not qualify for Corporate Membership, or individuals who do not qualify for Individual Membership. Chinese enterprises or individuals may apply for Associate Membership provided that they have a relevant business interest in Germany and that such membership is in accordance with applicable laws.
 - d. Special Membership

“Special Members” are institutions rendering or having rendered outstanding services to the German Chamber Shanghai and its members. Special Members are elected by the Board of Directors. An election needs a two-thirds majority of the votes. Special Members shall be entitled to all of the privileges of Associate Membership, except as otherwise provided, and shall be exempt from payment of entrance fees and membership contributions.
 - e. Honorary Membership

“Honorary Members” are individuals of outstanding esteem and reputation or individuals who have rendered outstanding support to the German Chamber Shanghai and its members. They are elected by the Board of Directors. An election needs a two-thirds majority of the votes. Honorary Members shall be entitled to all of the privileges of Associate Membership, except as otherwise provided, and shall be exempt from payment of entrance fees and membership contributions.
2. Commencement of Membership
 - a. Admission to the German Chamber Shanghai, except for Special Membership and for Honorary Membership, is granted on the basis of a written application. An application form can be obtained from the office of the German Chamber Shanghai.
 - b. The Board of Directors decides on accepting membership or on the change in classification of membership by simple majority. The applicant shall be notified of the decision in writing. The Board of Directors is not obliged to disclose the reasons for which membership is accepted or rejected.

- c. The membership in the German Chamber Shanghai commences upon issue of a respective written notification to the member under the precondition that the membership fees (if applicable) have been paid.

3. Adjustment of Membership Fees

If considered economically necessary by the Board of Directors, membership fees can be adjusted by the Board of Directors.

4. Termination of Membership

- a. Membership in the German Chamber Shanghai automatically terminates upon termination of business, liquidation or death of a member.

- b. Termination upon notice of resignation by a member:

- i. The membership in the German Chamber Shanghai may be resigned by written notice of a member with a notice period of at least three months before the end of the business year. The Board of Directors may waive the observance of the three-months period if the member provides sufficient reasons justifying a shorter notice period.

- ii. In the event that a member, after having received a written reminder to pay his annual membership fee, is still in arrears after a three months grace period, this shall be deemed as a unilateral resignation declaration by the member with immediate effect.

- c. Termination upon decision by the Board of Directors:

The Board of Directors may exclude a member from the German Chamber Shanghai with a two-thirds majority on important grounds. Important grounds are in particular:

- i. any action of the member highly detrimental to the objectives, rules and spirit of these Statutes; and
- ii. dishonorable conduct of the member.

If any such reason for a member's exclusion becomes known, the Executive Director or the Chairperson shall immediately contact the member concerned in writing, asking the member to submit in writing his observations on the charges made against him within a period of two weeks. If the reasons for exclusion are upheld by the Board of Directors, the Chairperson of the Board or the Executive Director shall inform the member of the decision to exclude him by registered letter. The exclusion shall be deemed effective upon the posting of the registered letter. Exclusion does not entitle the member concerned to any reimbursement of membership contributions, nor does it establish any claim on the German Chamber Shanghai's assets.

Article 6 Register of Members

The German Chamber Shanghai shall maintain a register of its members. The register shall be kept by the German Chamber Shanghai's office. For each member it shall contain the following particulars:

1. *in case of Corporate Membership*: name, registered address, registered capital, number of employees, name of legal representative, name and address of the ultimate German parent company; name, contact data and email address of the “Permanent Representative” and one “Alternate Representative” of the member;
2. *in case of Individual Membership*: name, nationality and address of the member; telephone- and fax numbers, email address of the member;
3. type of *activity* of the member;
4. date of admittance to the German Chamber Shanghai.

Article 7 Rights and Obligations of Members

1. Member’s Obligations

- a. The members shall assist the German Chamber Shanghai in achieving its objectives.
- b. The members shall observe these Statutes, any by-laws and the decisions of the organs of the German Chamber Shanghai.
- c. The members shall pay annual membership fees.

2. Member’s Rights

- a. All members of the German Chamber Shanghai shall have the right to participate in General Meetings.
- b. Corporate and Individual Members (jointly “**Voting Members**”) have the right to vote in a General Meeting. Voting Members shall have this voting right only provided that all their past and current year(s)’ membership fees due are paid on the Day of the General Meeting. All other members shall not have voting rights in a General Meeting.
- c. Voting Members shall have the right to vote according to the following provisions:
 - i. Each Voting Member has one vote.
 - ii. A Corporate Member shall register two authorized representatives, namely one “Permanent Representative” and one “Alternate Representative”. Both representatives are entitled to participate in a General Meeting, but only one representative, namely the Permanent Representative or in his absence the Alternate Representative shall have the right to vote.
 - iii. A Voting Member's right to vote may be transferred to another Voting Member by means of a written authorization (proxy), but no Voting Member shall hold more than three authorizations of this kind. An authorization by a Corporate Member shall be signed by its Permanent Representative. Any such authorization must be submitted to the Executive Director not later than 24 hours prior to the time and date at which such authorization is to be used for voting.

- iv. In case of absence and instead of voting by proxy, a Voting Member may also choose to use other forms of voting if offered in accordance with these Statutes.

CHAPTER 3 General Meeting

Article 8 General Meeting

1. The General Meeting shall be the principal organ of the German Chamber Shanghai. An Ordinary General Meeting shall be held at least every second year in the first quarter of the business year.
2. Extraordinary General Meetings shall be convened:
 - a. if the Board of Directors so decides,
 - b. if at least 20 percent of the total number of Voting Members submit a written application to the Board of Directors stating the reasons.
3. Apart from its statutory functions, the General Meeting:
 - a. adopts reports by the Chairperson, the Executive Director, the Treasurer and the Auditors;
 - b. elects the Members of the Board of Directors, with the exception of the Executive Director;
 - c. elects an Auditor for a period of two years, proposed by the Board of Directors, who shall not be a member of the Board of Directors;
 - d. decides on motions, with the exception of those concerning applications of admission and matters handled by other organs of the German Chamber Shanghai according to these Statutes.

Article 9 Procedures

1. General Meeting
 - a. General Meetings are convened by the Executive Director. Written invitations are sent by ordinary mail, by fax transmission or in the form of Chamber circulars at least six weeks prior to the planned General Meeting. They shall inform about the agenda, date, time and venue of the General Meeting. The Board of Directors may decide to allow regular mail and online voting regarding motions and elections on the agenda.
 - b. General Meetings shall be chaired by the Chairperson or by the Vice-Chairperson.
 - c. Decisions may only be taken on matters on the agenda. Any member who wishes to place a motion on the agenda of a General Meeting may do so. This member shall give written notice to the Executive Director latest four weeks before the meeting is due to be held, to allow sufficient notification and preparation time, including – if the Board of Directors so decides - for regular mail and online voting on such motion.

- d. A General Meeting requires a quorum of at least 15 percent of the total number of all Voting Members as determined three days before the General Meeting. In order to determine whether the quorum has been met, the following shall be counted at the beginning of the General Meeting:
 - i. The number of all physically present Voting Members, plus
 - ii. The number of all Voting Members validly represented via proxy by another Voting Member, plus
 - iii. The number of all Voting Members which have validly participated in the vote by mail (if the Board of Directors has decided to allow regular mail voting by secret ballot according to the procedure set out in Article 9.2 d below), plus
 - iv. The number of all Voting Members which have validly participated in the vote online (if the Board of Directors has decided to allow online voting by secret ballot according to the procedure set out in Article 9.2 d below)
 - e. In case the quorum is not met at the announced time, the meeting shall be adjourned for 30 minutes. The Chairperson / Vice-Chairperson shall then convene a new meeting which then may take valid decisions irrespective of the number of Voting Members participating. When inviting to a General Meeting, the invitation must indicate that the regular quorum requirements will no longer apply in case the Chairperson / Vice-Chairperson convenes a new meeting in accordance with above procedure.
 - f. In General Meetings, decisions shall be taken by a simple majority of all valid votes unless these Statutes provide otherwise. All decisions must be taken by secret ballot if the Board of Directors has decided to allow voting according to Article 9.1 d (iii) or (iv) above. In case voting only occurs according to Article 9.1 d (i) and (ii) above, the General Meeting may decide not to use a secret ballot.
 - g. The results of the voting according to Article 9.1 d (iii) or (iv) above, shall only be reported to the General Meeting jointly with the results of the respective voting according to Article 9.1 d (i) and (ii) above.
 - h. Minutes shall be drafted for all General Meetings. For that purpose, the Chairperson shall appoint a recording secretary. Not later than one month after a General Meeting, the minutes shall be reviewed by the Chairperson, corrected as necessary and approved by the Board of Directors. The minutes shall then be distributed to all members.
2. Written Procedure
- a. Upon decision of the Board of Directors, decisions of the General Meeting can also be adopted in a written procedure without any physical meeting.
 - b. In case of a written procedure, the Board of Directors shall send the announcement, agenda, drafts for motions to be decided upon, as well as other relevant materials to the members by mail, e-mail or in form of Chamber circulars.

- c. In the announcement, the members shall be invited to submit their comments on the agenda, the drafts for motions to be decided upon or the other relevant materials to the Executive Director within a defined time period, the minimum duration of which shall be four weeks. Upon the end of this period, the Board of Directors shall meet, discuss the comments received and decide on whether or not to alter the meeting's materials. The Board of Directors shall then re-send the altered materials in the way described above, together with a summary of the comments received and an explanation on the changes made.
- d. The voting in the written procedure shall take place through a regular mail secret written ballot and/or through online voting. The period for the members to submit their votes to the German Chamber Shanghai shall be 21 days, calculated from the time the final materials to be voted upon are sent out to the members. Votes received after this period shall not be included in the vote count.
- e. The Executive Director shall report the result of the written procedure to the members in the way described in Article 9.2 b above within a week after the end of voting period.

CHAPTER 4 Board of Directors

Article 10 Composition of the Board of Directors

1. The Board of Directors shall be composed of nine members,
 - a. The Board of Directors shall be composed of representatives of Corporate Members and the representative of the Delegation Shanghai ("**Delegate**"). The representatives shall have a good standing in the German-Chinese business community.
 - b. A member of the Board of Directors shall not at the same time serve as a member of a Board of Directors of another German regional chamber in China.
 - c. A member of the Board of Directors shall act in an honorary capacity.
2. Offices within the Board of Directors
 - a. The Delegate Shanghai shall serve as the Executive Director of the German Chamber Shanghai.
 - b. The Board of Directors shall elect, amongst its members, by simple majority of the votes the Chairperson, Vice-Chairperson, and the Treasurer.
 - c. The Chairperson may appoint a recording secretary for the meetings of the Board of Directors.
 - d. The Board of Directors may decide to establish additional offices or to close them.

Article 11 Election of the Members of the Board of Directors

1. Procedures

- a. Elections to the Board of Directors shall be conducted in a fair and transparent way by secret ballot. Ballots shall be cast at a General Meeting or by mail or online prior to the General Meeting at which the election to the Board of Directors is held.
- b. The incumbent Board of Directors shall decide the number of directors to be elected to the next Board of Directors in accordance with Article 10.1. The decision shall not be made less than three months prior to the General Meeting at which the election shall be held. If no decision is taken, the number of Directors shall remain unchanged.
- c. The Delegate shall be a member of the Board of Directors upon his appointment as Delegate by the DIHK; he does not stand for election.
- d. The Board of Directors shall adopt detailed rules for the election procedure ("**Election Rules**"). The Election Rules shall not be in conflict with these Statutes and be published in an appropriate manner. The adoption of and any amendment to the Election Rules must occur no later than six weeks prior to the General Meeting at which the election is held.

2. Terms of Office

- a. The members of the Board of Directors shall, with the exception of the Delegate, be elected to terms of two years and may be re-elected for consecutive terms.
- b. If the Board of Directors is convinced that an elected or nominated member of the Board of Directors shows a behavior persistently detrimental to the basic principles of these Statutes and the objectives of the German Chamber Shanghai, the Board of Directors and the respective member shall then try to find a common agreement within a period of sixty days. If an agreement cannot be reached, the General Meeting may discharge the respective member from the Board of Directors with a two-thirds majority.

3. Vacancies

If a member of the Board of Directors leaves or is discharged before the expiration of his term of office, he shall be replaced by the candidate for Board of Directors membership who, although not being elected to the Board of Directors in the last elections, ranked next in terms of number of votes received and agrees to be available for office. If a further vacancy occurs, this procedure shall be repeated. The replacing candidates must fulfill the criteria as established in Art. 10.1.a. In case the Delegate leaves or is discharged from his office in the Board of Directors before the expiration of his term in office, the DIHK shall be reminded to appoint a new Delegate in accordance with these Statutes.

Article 12 Tasks and Responsibilities of the Board of Directors

The tasks and responsibilities of the Board of Directors include:

1. to promote the objectives of the German Chamber Shanghai and to ensure that it fulfills its duties;

2. to lay down general guidelines for the management of the German Chamber Shanghai, including regulations on the internal approval processes regarding any legal acts leading to obligations of the German Chamber Shanghai;
3. to represent, promote and protect the interests of the members;
4. to report to the General Meeting;
5. to admit new members;
6. to exclude members whose behavior is grossly detrimental to the interests and objectives of the German Chamber Shanghai or who culpably violate these Statutes;
7. to decide upon membership fees and membership sub-categories;
8. to appoint persons as needed to assist in achieving the objectives of the German Chamber Shanghai;
9. to appoint committees or subcommittees as needed, and delegate duties or powers as needed;
10. to fulfill all the tasks of the German Chamber Shanghai which do not belong to the lawful or statutory rights or obligations of the General Meeting or the Executive Director;
11. to adopt the budget proposed by the Executive Director and review performance against budget;
12. to establish, if necessary, an Advisory Board of Directors;
13. to exercise general supervision of the Chamber's affairs.

Article 13 Responsibilities of the Office Holders

1. The Chairperson of the Board of Directors shall preside over the General Meetings, in the event that the Chairperson is not available for a General Meeting, the meeting shall be chaired by the Vice-Chairperson.
2. Within the regulations set out in these Statutes, the Chairperson of the Board of Directors or the Executive Director shall represent the German Chamber Shanghai individually in the Chamber's external relations.
3. In the event the Chairperson of the Board of Directors or the Executive Director view a decision of the Board of Directors as in violation with the interest of the German Chamber Shanghai and if the decision is of basic relevance, the Chairperson of the Board of Directors or the Executive Director shall have the right to raise an objection to the decision of the Board of Directors. The decision of the Board of Directors shall not be carried out unless the Board of Directors has overruled the respective objection with a two-thirds majority.
4. The Treasurer shall, within the overall budgetary responsibility of the Board of Directors and in close cooperation with the Executive Director, supervise the financial transactions of the Chamber.

Article 14 Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be convened and chaired by the Chairperson. If the Chairperson is unavailable for a board meeting, the meeting shall be chaired by the Vice-Chairperson.
2. The Board of Directors shall meet at regular intervals not less than every three months to discuss ongoing matters of concern to the German Chamber Shanghai. Invitations shall be sent out not later than four days prior to the date of the meeting, together with the agenda.
3. The constituent meeting of an in part or fully newly elected Board of Directors chaired by the Executive Director shall take place immediately after the Ordinary General Meeting.
4. The Board of Directors requires a quorum of at least the majority of its members to be present or represented in the relevant meeting. A member of the Board of Directors may authorize another member of the Board in writing (proxy) to represent him during a board meeting. Unless these Statutes provide otherwise, decisions may be taken by a simple majority of the present or represented members of the Board. In case of a parity of votes, the Chairperson has a casting vote. In urgent cases, decisions by the Board of Directors may be circulated in writing by the Chairperson for decision by the Board of Directors.
5. The Board of Directors may invite non-members of the Board of Directors to attend the meetings; such non-members have no voting rights at such meetings.
6. Minutes shall be taken at all meetings of the Board of Directors. The minutes shall be reviewed and corrected by the Chairperson or any other appointed member of the Board of Directors. The minutes shall be circulated within the Board members not later than two weeks after the meeting and shall be approved by the Board of Directors.

CHAPTER 5 Management, Finance, Auditor

Article 15 Executive Director

1. The Executive Director shall be responsible for the daily operation of the German Chamber Shanghai within the framework of these Statutes, the guidelines of the Board of Directors and the relevant agreements signed by the German Chamber Shanghai.
2. The Executive Director shall have the following responsibilities:
 - a. to implement resolutions, decisions and guidelines of the Board of Directors;
 - b. to prepare and submit for consideration and approval by the Board of Directors an annual business plan and budget, the annual financial statement or other reports or plans as the Board of Directors may require;
 - c. to propose and/or enact changes to the German Chamber Shanghai's management organization within the scope delegated by the Board of Directors.

Article 16 Executive Chamber Manager

The Executive Director shall appoint the Executive Chamber Manager in accordance with the nomination by the Board of Directors. The Executive Chamber Manager shall serve as the deputy to the Executive Director and reports to the Board of Directors and to the Executive Director.

Article 17 Finance

1. The German Chamber Shanghai's funds and assets derive from:
 - a. Membership contributions;
 - b. Expenditure charges for costs incurred by the German Chamber Shanghai;
 - a. Subsidies and other grants.
2. The German Chamber Shanghai may seek supplementary funds by accepting contributions from third parties for the purpose of promoting the statutory objectives and carrying out the operation of the German Chamber Shanghai.
3. The Executive Director shall dispose upon the financial resources in accordance with the budget, unless the Board of Directors decides otherwise. Where the German Chamber Shanghai receives special purpose grants, they may only be used for the intended purposes.
4. If the German Chamber Shanghai is dissolved, any assets remaining after settlement of liabilities and not dedicated to any special purposes shall, by decision of an Extraordinary General Meeting, be transferred to an institution or a project which promotes German-Chinese economic relations.

Article 18 Auditor

1. The German Chamber Shanghai's accounts shall be audited yearly.
2. The Auditor shall take record of the books, cash in hand and of the amounts available in the German Chamber Shanghai's bank accounts as on December 31.
3. The result of the audit shall be announced to the members at the General Meeting.

CHAPTER 6 Supplementary Provisions

Article 19 Liabilities

Liabilities shall be met exclusively from the German Chamber Shanghai's assets. The members of the Board of Directors, the Executive Director and the executive staff of the German Chamber Shanghai may not be held liable, except in cases of grossly negligent or intentional acts or omissions.

Article 20 Arbitration

The Board of Directors may appoint an Arbitration Committee to settle any disputes arising out of the membership of the German Chamber Shanghai.

Article 21 Amendments to the Statutes of the German Chamber Shanghai

1. These Statutes may be amended by decision of a General Meeting on the proposal of the Board of Directors or following a written motion by at least 10 % of the Voting Members. Any decision to alter or to make additions to these Statutes shall require a two-thirds majority of the votes.
2. The Board of Directors may choose to conduct the vote on the amendments through the written procedure as described in Article 9.2.

Article 22 Dissolution of the German Chamber Shanghai

1. A motion to dissolve the German Chamber Shanghai may be raised by the Board of Directors or by at least half of the Voting Members of the German Chamber Shanghai. In this case, the Board of Directors must convene an Extraordinary General Meeting within eight weeks.
2. The German Chamber Shanghai may only be dissolved by a decision of an Extraordinary General Meeting exclusively convened for this purpose. Article 9.2 shall not be applicable. The invitation to attend the Extraordinary General Meeting which is to decide upon the dissolution of the German Chamber Shanghai must specifically indicate the purpose of the meeting and have been mailed at least six weeks prior to the meeting. The procedures set out in Article 9.1, except for Article 9.1 c, shall be observed.
3. The dissolution of the German Chamber Shanghai may only be decided by a two-thirds majority of the votes.
4. The Extraordinary General Meeting may decide by simple majority on the disposal of the German Chamber Shanghai's assets. They shall be used to further strengthen German-Chinese business relations.

Article 23 Address of the German Chamber Shanghai

The address of the German Chamber Shanghai shall be as follows:

German Chamber of Commerce in China | Shanghai
29/F Gopher Center, 757 Mengzi Road
Huangpu District, Wuliqiao Sub-District
200023 Shanghai, PR China.

Article 24 Entry into Force

These Statutes shall enter into force upon adoption by the members of the German Chamber Shanghai on 28 September 2017. Any previous Statutes of the German Chamber Shanghai, including the ones adopted on 6 November 2014, shall cease to be valid at the same time.
