



## **Constitution of The British Chamber of Commerce South West China (BCCSWC)**

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## **Chapter 1 Preliminary**

1. The British Chamber of Commerce in South West China (The Chamber) was established on **\*\*\*DATE\*\*\***. June, 1997
2. The objectives of the Chamber are:
  - i. To promote conditions for Trade and Commerce between the People's Republic of China (China) and the United Kingdom (UK).
  - ii. To consider questions and provide information to the relevant authorities concerning business between the UK and China, and make recommendations on policy where appropriate.
  - iii. To provide a forum for the receipt and dissemination of views and information relating to Trade and Commerce.
  - iv. To work with existing organizations in the People's Republic of China and elsewhere toward the ends of the Chamber.

## **Chapter 2 Membership**

4. Membership of the Chamber shall be unlimited in number and shall be open to any company or individual who wishes to join.
5. Corporate Members shall be any company, or other organisations which are incorporated or registered in any part of the United Kingdom or which satisfy the Committee of a substantial connection with the United Kingdom.
6. Corporate Members without a registered presence or a substantial connection with the UK shall be Members ex officio and without the right to vote (Non-voting Corporate or "NVCM") on Chamber matters. The decisions on whether voting or non-voting Corporate Member is at the discretion of the Committee. Once a member is classified as either one, their status can change if their position changes.
7. VCM and NVCM shall have an entry in the Members directory.
8. Individual Members shall be any individual who has an interest in the promotion of trade and commerce between the UK and China but for whatever reason is unable to join as a Corporate Member.
9. Individual Members will not have the right to vote on Chamber matters or have an entry in the Members' directory.
10. Honorary Members shall be:



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

### **Chapter 3 Election of Members**

15. The election of all members to the Chamber will be approved by the Managing Director of the British Chamber of Commerce.
16. Honorary Members shall be nominated by the Executive Committee and elected by Special Resolution of the Members in a General Meeting of the Chamber.
17. All bodies and persons admitted to membership shall be entered in the Register of Members accordingly.

### **Chapter 4 Subscriptions**

18. Membership subscriptions will be fixed annually by the Committee
19. Newly elected Members will pay their initial subscriptions prior to their election to the Chamber. Membership will commence from the date of their election, rights



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and benefits shall be withdrawn from members who are more than two months in arrears of payment of their membership fees.

## **Chapter 5 Vote of Members**

20. At General Meetings of the Chamber:

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

## **Chapter 6 Retirement and Expulsion of Members**

21. A Member may be removed from membership by resolution of the Members in General Meeting for any reason they deem appropriate.

22. The Committee have discretion to terminate the membership of any Member for any reason it deems appropriate.

23. Any Member or Associate will cease to be a Member:

- i. If its annual subscription is more than sixty days in arrears, or if it refuses to pay any other moneys which it owes to the Chamber

24. Any Member who ceases to be a Member shall not be entitled to any refund of subscription either in whole or in part.

## **Chapter 7 Annual and General Meetings**

25. The Annual General Meeting of the Chamber will be held once a year.

26. Twenty eight days' notice shall be given to each Member,

27. The purpose of the AGM is to:

- i. Receive the annual report of the Committee;
- ii. Receive the annual statement of accounts;
- iii. Elect the Committee for the coming year;
- iv. Consider any business presented to the committee at least fourteen days in advance.

28. Ordinary General Meetings shall be convened as required by the Committee.



29. For a meeting called for the passing of a Special Resolution twenty one days notice shall be given in writing to each member
30. For all other General Meetings twenty one days notice will be given in writing to each member
31. Written notice for General Meetings shall include
  - i. The place, date and time of the meeting.
  - ii. Whether the meeting is an Annual or Ordinary General Meeting.
  - iii. Notice of any special resolution to be proposed or any business other than routine business.
32. All General Meetings of the Chamber shall be chaired by the Chairman or a ViceChairman, and in their absence the meeting shall elect a chairman.
33. The chairman presiding at any General Meeting shall have an original and also a casting vote.
34. No business shall be transacted at any meeting unless a quorum of Members is present. Ten Members that are entitled to vote shall be a quorum for all General Meetings.
35. If an amendment to a resolution is ruled out of order by the chairman of the meeting, the original resolution will not be invalidated.
36. If a quorum is not present at any meeting it will be adjourned to a date decided upon by those present. Whatever numbers attend the adjourned meeting will constitute a quorum.
37. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the chairman of the meeting or by at least five VCM's present.
38. VCM's who are entitled to vote on matters at an Annual or other General Meeting may exercise their vote by sending to the designated Chamber the ballot paper accompanying written notice of the matters to be decided.

## **Chapter 8 The Committee**

39. The business and funds of the Chamber shall be managed by the Committee



40. The duties and functions of the Committee shall be as follows:
- i. To convene and set the agenda for General Meetings of Members.
  - ii. To adopt such Regulations as it deems necessary.
  - iii. To accept the resignation of Committee members.
  - iv. To hire and dismiss salaried employees of the Chamber, including but not limited to the Managing Director, subject to the relevant laws of the PRC.
  - v. To take and furnish offices for the use of the Chamber.
  - vi. To prepare the action plans, annual budgets and financial reports of the Chamber for submission to the Annual General Meeting.
  - vii. To establish standing and special Sub-Committees of the Chamber and appoint their chairmen, upon recommendation of the Chairman.
  - viii. To handle any matter not coming within the exclusive responsibility of the General Meeting.
  - ix. To do all things necessary and convenient to the conduct of the Chamber's business, including but not limited to, opening bank accounts, holding and disbursing funds, entering into contracts or agreements, and authorizing the allocation and appropriation of funds in accordance with the provisions of any applicable Financial Standing Orders of the Chamber.
41. The Committee shall consist of:
- i. Elected Committee Members who shall be:
    - a. Officers, including one Chairman, two Vice Chairmen (one based in Chengdu and one based in Chongqing), and one Treasurer, who shall be limited to authorized representatives of VCM's only, who have been elected to the Committee, and who will be responsible for the day-to-day business of the Chamber and be entitled to vote on all issues before the Committee; and
    - b. Six at-large Committee Members (four based in Chengdu and two based in Chongqing), who shall be authorized representatives of VCM's, who shall have been elected to the Committee, and who will assist the Officers in carrying out the day-to-day business of the Chamber and be entitled to vote on all issues before the Committee.
  - ii. One representative each of the British Consulate (Chongqing), the British Council, the China-Britain Business Council and the Confederation of British Industry, who shall become members of the Committee ex officio, without the right to vote, and who may be removed by a majority vote of the Executive Committee;
  - iii. Not more than six Co-opted Members, who shall be such Members of the Chamber as may be invited from time to time by the Committee to attend meetings of the Committee; who shall be members of the Committee ex



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- officio and without a right to vote. VCM, NVCM and Individuals who are Members may be Co-opted by the Committee.
- iv. The Managing Director of the Chamber, who shall be a member of the Committee ex officio and without a right to vote;
  - v. Such outside Observers and Advisers, who need not be Members of the Chamber, as the Committee may from time to time decide to invite; who shall be members of the Committee ex officio and without a right to vote
  - vi. Past Chairmen of the Chamber having served within the past two years, who shall be members of the Committee ex officio and without a right to vote; and
  - vii. A representative of any branch or chapter of the Chamber, as the Committee may from time to time resolve to invite, who shall be a member of the Committee ex officio and without a right to vote
42. Only Elected Committee Members are entitled to vote at meetings of the Committee, but all other Committee members, observers and advisers shall have the right to speak and be heard at such meetings.
43. General Provisions for the Election of Committee Members:
- i. Elections of Elected Committee Members are to take place at the Annual General Meeting and to be conducted by a 'Returning Officer', who shall normally be the representative of the British Embassy, but if he is unable or unwilling to act the Chairman shall nominate another person who shall be approved by the Committee.
  - ii. Nominations for Committee Officer positions and At-Large Committee Member positions shall be opened by the Returning Officer twenty-eight days before the election by circulating notice to all Corporate Members.
  - iii. Only representatives of VCM's shall be eligible for nomination to a Committee Officer position or At-Large Committee Member positions.
  - iv. Only nominations submitted to the Returning Officer in writing and with the names of the proposing and seconding by VCM's before the close of business seven days before the opening of the Annual General Meeting shall be accepted.
  - v. In order to be valid nominations must also specify the position for which the individual is nominated and a statement that he agrees to accept the duties of such position if elected.
  - vi. The Committee may also table nominations if there are fewer candidates than positions to be filled.
  - vii. The Returning Officer will circulate the final list of candidates no less than seventy-two hours before the time of the opening of the Annual General Meeting, and will be responsible for preparing ballot papers, conduct of elections, counting votes and declaration of results.



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- viii. All voting shall be by poll.
- ix. In the event that the number of candidates is equal to or less than the number of Elected Committee Member positions to be filled, the Returning Officer may declare the result without a vote, whether in general or with regard to a particular category only.
44. Voting Methods for the Election of Election of the Chairman and Treasurer:
- i. The Offices of Chairman and the Treasurer shall each be filled by a separate election.
  - ii. Where there are two candidates for either position, votes in each such election shall be cast under a simple majority vote system where the winning candidate shall be the one with the higher number of votes with eligible Members voting for one candidate only for each such position.
  - iii. Where there are more than two candidates for either position, votes in each such election shall be cast under the system normally known as 'alternative vote', by which voters rank candidates in order of preference.
  - iv. Should no candidate succeed in achieving an overall majority (50% of the valid votes cast plus 1) of first preferences, the candidate who receives the lowest number of votes shall be eliminated and his votes redistributed at full value in accordance with any second preference expressed in those ballots.
  - v. If after this stage no candidate achieves an overall majority, the remaining candidate with the lowest number of votes shall be eliminated, and his votes redistributed at full value according to the next valid preference expressed therein.
  - vi. This process shall continue until one candidate has achieved an overall majority.
  - vii. In the event of a tie, the Chairman shall have a second or casting vote.
45. Voting Methods for the Election of At-Large Committee Members and Vice Chairmen:
- i. Separate elections shall be held for the selection of the six At-Large Committee Members, on the one hand, and the two Vice Chairmen, on the other, and a multiple voting system shall be used for each such election.
  - ii. Each Corporate Member shall have one vote for each position to be filled (six votes for At-Large Committee Members, and two for Vice Chairmen), which shall be expressed by placing an 'X' next to the names of up to six candidates for At Large Committee Member positions and two candidates for Vice Chairman positions.
  - iii. Where a voter erroneously places numbers next to names, the Returning Officer shall have the option at his absolute discretion to decide that the voter has expressed a determination to cast one vote for each of the candidates indicated.





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- iv. The six candidates for the At-Large Committee positions with the most votes shall be declared elected to the six At-Large Committee Member positions, and the two candidates for the Vice Chairman positions with the most votes shall be declared elected to the two Vice Chairman positions.
- v. In the event of a tie, the Chairman shall have a second or casting vote
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46. A candidate standing for any of the Committee Officer positions who is unsuccessful in such election, shall be eligible to stand as a candidate for an AtLarge Committee Member position at the same Annual General Meeting
47. . Accordingly, the election for At-Large Committee Member positions shall take place after those for each of the Committee Officer positions and ballot papers for the At-Large Committee Member positions shall include the name of each of those candidates standing for Committee Officers who has indicated his willingness to stand for election as an At-Large Committee Member if he is unsuccessful in the election for the relevant Committee Officer position
48. Members of the Committee shall enter office as soon as the Annual General Meeting has been held and shall remain in office until their successors assume office.
49. The office of an Elected Member of the Committee shall be vacated if such Elected Member of the Committee:
- i. resigns his office by notice in writing to the Chairman or a Vice Chairman;
  - ii. is directly or indirectly interested in any material contract with the Chamber and fails to declare the nature of his interest to the Committee; or;
  - iii. ceases to be the authorized representative of a Corporate Member
  - iv. fails to attend three meetings of the Committee for which the member has been notified, unless this provision be waived by resolution of the Committee;
  - v. is removed by a Special Resolution of the Chamber in General Meeting
  - vi. brings the chamber into disrepute, in the opinion of a majority of the other members of the committee.
50. The Committee shall have power at any time to appoint the authorized representative of any Corporate Member to be a member of the Committee in order to fill a casual vacancy among the Elected Members of the Committee or as an addition to the existing members, but provided that the total number of Committee Members of each class shall not at any time exceed the number fixed in accordance with the Articles of Association and these Bye Laws.



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51. Any member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
  52. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and three members entitled to vote shall form a quorum to conduct business.
  53. The Chairman or any three Elected Members of the Committee may at any time require the Chairman to convene a meeting of the Committee. At all meetings of the Committee, only Elected Members of the Committee shall have the right to vote, and each shall have one vote. In case of an equality of votes, the Chairman shall have a second or casting vote.
  54. Each year the newly elected Committee shall, as soon as possible and in any event not later than two months prior to the commencement of the financial year of the Chamber immediately after such election, prepare a business plan and a budget for that coming financial year.
  55. When the draft business plan and budget have been approved by the Committee they shall be submitted for approval by resolution of a General Meeting.
  56. All deeds and other instruments requiring the Seal and also all documents and cheques requiring signature shall be signed by any two of the Chairman, either Vice-Chairman, the Treasurer, the Managing Director and such other person or persons being members of the Committee, as the Committee shall from time to time nominate for that purpose.
  57. To the extent permitted by PRC law and the Chambers Articles, these Bye Laws and any applicable Regulations and Financial Standing Orders, the Committee may exercise all the powers of the Chamber to borrow money and to mortgage or charge its undertaking, property and revenues and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Chamber or any third party.

## **Chapter 9      Officers**

58. The Officers of the Chamber shall, with the assistance and under the guidance of the Members, oversee the day-to-day operations of the Chamber and implement the resolutions of the Committee and the General Meetings. The Officers' positions and duties are as follows:



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- i. The Chairman shall exercise supervision over the day-to-day affairs of the Chamber, represent the Chamber to those outside the organization, and act as Chairman of General Meetings and meetings of the Committee. He shall nominate chairmen of all standing and special committees, for approval by the Committee. Any individual shall be eligible to serve a maximum of two consecutive terms as Chairman.
  - ii. The Vice Chairmen shall assist the Chairman in carrying out his duties, and the Chairman shall nominate one Vice Chairman to assume the duties and responsibilities of the Chairman in his absence.
  - iii. The Treasurer shall exercise supervision over the financial affairs of the Chamber, prepare and present the annual financial reports and budgets of the Chamber, coordinate the efforts of the auditors appointed by the Committee, coordinate the establishment and implementation of procedures and standards for the orderly conduct of the financial affairs of the Chamber, and supervise the Managing Director in the maintenance of the financial records of the Chamber and managing the day-to-day conduct of the financial affairs of the Chamber.
  - iv. There shall also be an Honorary Chairman, who shall be the retired Chairman from the previous year and who shall serve ex officio, without a right to vote, for one year.
  - v. The Chamber may in addition elect Honorary Officers, who shall be members of the Committee ex officio, without a right to vote, who shall serve for life and without any obligation to pay subscriptions, and who shall be elected by Special Resolution of the Chamber upon nomination by the Committee. The Chamber may elect not more than one (1) Honorary President and not more than three (3) Honorary Vice Presidents.
59. The Officers of the Committee, other than Honorary Chairman and Honorary Officers, shall respectively be regarded as the Officers of the Chamber.
60. If the position of any Officer shall for any reason fall vacant, the Committee shall at its next meeting elect an acting replacement from amongst their number to hold office until the next Annual General Meeting.

## **Chapter 10 Managing Director**

61. The Committee shall, resources permitting, hire one individual to act as Managing Director of the Chamber. The Managing Director shall devote his entire working time to the affairs of the Chamber except as otherwise approved by the Committee. He shall serve as the administrative officer responsible for the conduct of day-to-day Chamber affairs and shall perform such functions and duties as may be directed by the Committee. The Managing Director shall attend,

ex-officio, without vote, meetings of the Committee and General Meetings of the Chamber.

62. The Managing Director shall have the following duties:

- i. He shall be responsible for the care and use of the Chamber's property and possessions and of the Chamber's seal.
- ii. He shall be responsible, under the supervision of the Treasurer, for keeping the Chamber's accounts and financial records, attending to the collection and recording of subscriptions, fees and assessments, and providing proper accounting and disbursement of the Chamber's funds. He shall sign cheques and vouchers on behalf of the Chamber as instructed by the Committee and in accordance with the Articles, these Bye Laws and applicable Financial Standing Orders of the Chamber.
- iii. The Managing Director shall be responsible for taking the minutes and records of meetings of the Chamber and the Committee, and for keeping the minutes and records of Sub-Committees of the Chamber. He shall be responsible for maintaining the membership registry.
- iv. He shall, subject to the direction of the Chairman and the Committee, attend to the correspondence of the Chamber and the Committee, give due notice of and coordinate all meetings of the Chamber and its committees, and handle other administrative matters as required by the Chairman and the Committee.
- v. He shall, examine qualifications of applicants for membership and rule on applications for membership.

## **Chapter 11 Written and Special Resolutions**

63. A resolution in writing signed by or on behalf of all members of the Committee, shall be equally as valid as a resolution passed at a meeting of the Committee. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.

64. Special Resolutions of General Meetings of the Chamber shall be passed in accordance with the provisions of Chapter Seven above, except that they shall be passed by a 2/3 majority of the Members present and voting. In order for its adoption to be valid, the text of a proposed Special Resolution must be notified to all Members entitled to vote not less than twenty-one days prior to the meeting at which it is adopted.

## **Chapter 12 Regulations and Financial Standing Orders**

65. The Committee may from time to time make such Regulations as are necessary to pursue its objectives, appoint and manage its employees, conduct its meetings



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and pursue its business in the most efficient and effective way; provided they are not inconsistent with the terms of the Articles of Association or this Constitution. The Committee may, at any time, revoke or alter any of the said Regulations, and all Regulations will be available for review at all times by all Members and Associates of the Chamber.

66. The Chamber shall establish Financial Standing Orders to standardize practices with respect to the signing of cheques, withdrawals and deposits, spending authorizations, receipts and recordation, and other financial matters. The Financial Standing Orders of the Chamber shall be adopted and amended by a majority vote of the Executive Committee.

### **Chapter 13 Sub-Committees**

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

### **Chapter 14 Records**

68. A correct record of the proceedings of the Chamber and its Committee and SubCommittees shall be kept by the Managing Director, who shall also have the custody of all documents, statistical and commercial works, and other property of a like nature belonging to the Chamber. An annual report of the Committee shall be prepared and printed by the Chairman in consultation with and with the assistance of the Committee for presentation and adoption (after amendment if necessary) by the Chamber at the Annual General Meeting.
69. Minutes of General Meetings and Committee meetings of the Chamber shall be taken by the Managing Director and distributed to the members of the Chamber or Committee (as the case may be) for review not less than three days prior to the next General or Committee Meeting. After approval at the next successive General or Committee Meeting, the minutes shall be certified by the Chairman of each such Meeting as the official minutes of the Chamber or Committee. The minutes shall at all times be available for review at its administrative offices by the Members of the Chamber. The Managing Director shall collect copies of minutes from Sub-Committee chairmen and keep such minutes for the record in the administrative offices of the Chamber.



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## **Chapter 15 Accounts**

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

## **Chapter 16 Audit**

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

## **Chapter 17 Notices**

74. Notices may be served upon Members and Associates either by hand delivery, by facsimile transmission, by electronic means or by post in prepaid letters or circulars, addressed to such Members at their registered addresses or by advertisement twice in one or more daily newspapers circulating in Beijing, China.
75. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post.

## **Chapter 18 Indemnity**

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



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and in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court.

### **Chapter 19 Amendment**

77. This constitution may be supplemented or amended at an Annual General Meeting or a Special General Meeting subject to a 2/3<sup>rd</sup> majority vote.

### **Chapter 20 Branches of The Chamber in Other Parts of China**

A proposal by any Corporate Member that the Chamber establish a branch or chapter in any other part of China may be decided on by the EXCO by majority vote, but such proposal and decision shall not be considered where its adoption would be contrary to relevant laws and regulations. The EXCO may impose conditions on the establishment of such a branch or chapter (the 'Branch').

### **Chapter 21 Winding Up**

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

### **Chapter 22 Equality**

79. Underpinning the work of the British Chamber of Commerce South West China is the belief that all people are created equal in rights, dignity, and the potential to achieve great things. True opportunity requires that we all have equal access to the benefits, burdens and responsibilities of our society regardless of race, sex, gender, class, religion, sexual orientation, disability, or other aspects of what we look like or where we come from.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2012 by Special Resolution of the



**British Chamber of Commerce in China**  
中国英国商会

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British Chamber of Commerce South West China (BCCSWC)

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Name

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Name

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Title

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Title





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## **Appendix A Interpretation**

'The Articles' means Articles of Association of the Chamber as from time to time added to or altered in accordance with the Articles.

'Bye Laws' means Bye Laws of the British Chamber of Commerce in China as from time to time amended or supplemented.

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

'The Officers' means the persons holding the respective offices on the Committee of the Chamber as provided in Chapter Nine of these Bye Laws.

'The Chamber' means 'The British Chamber of Commerce in China located in Beijing, People's Republic of China.

'The Committee' means the Committee of the Chamber as constituted at any given time.

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

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

'Month' means calendar month;

'In Writing' and 'Written' means written or produced by any substitute for writing.

'Resolution' means a resolution adopted with a show of hands by a simple majority of Members present and entitled to vote at a General Meeting or meeting of the Committee.

Special Resolution means a resolution adopted by a General Meeting of the Chamber in accordance with Article sixty-three of this Constitution.

Words importing the masculine gender shall also include the feminine gender, the word 'it' shall include 'he' and 'she', words importing the singular number only shall

also include the plural number and vice versa; and words importing persons include corporations, partnerships, un-incorporated associations and societies.