



## **REPRESENTATIVE OFFICE REGULATIONS**

# **THE BRITISH CHAMBER OF COMMERCE SOUTHWEST CHINA**

## **TABLE OF CONTENTS**

Preamble

Chapter1 Preliminary

CHAPTER 2 Local Membership

CHAPTER 3 Election of Local Members

CHAPTER 4 Subscriptions

CHAPTER 5 Vote of Local Members

CHAPTER 6 Retirement and Expulsion of Local Members

CHAPTER 7 Annual and General Meetings

CHAPTER 8 The Area Board

CHAPTER 9 Local Officers

CHAPTER 10 Managing Director

CHAPTER 11 Written and Special Resolutions

CHAPTER 12 Regulations and Financial Standing Orders

CHAPTER 13 Sub-Committees

CHAPTER 14 Records

CHAPTER 15 Accounts

CHAPTER 16 Notices

CHAPTER 17 Amendment

CHAPTER 18 Dissolution

Appendix A                      Interpretation

## **PREAMBLE**

The British Chamber of Commerce in China is a national and unified chamber of commerce under Chinese law with representative offices or chapters for specific geographical areas in China. In accordance with its Articles of Association and Bylaws, these Representative Office Regulations are adopted by the Representative Office for Southwest China.

## **CHAPTER 1 PRELIMINARY**

1. The British Chamber of Commerce Southwest China was established June 1997 to serve the interests of British Businesses operating in Sichuan, Guizhou and Yunnan Provinces and Chongqing Municipality. It is a representative office of the British Chamber of Commerce in China.
2. The Chamber and its Representative Office objectives 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 organisations in China and elsewhere to further the ends of Chamber.

## **CHAPTER 2 LOCAL MEMBERSHIP**

3. Local Members are those Members who apply for membership solely to interact with the Representative Office for Southwest China and not with the Chamber nationally.
4. Organisations may apply for or maintain a membership of the British Chamber of Commerce in China and one or more Representative Offices.
5. Local Membership shall be unlimited in number and shall be open to any company or individual who wishes to join.
6. Corporate Local Members (Voting Corporate Members or “VCM”) shall be any company, or other organisations which are incorporated or registered in any part of the United Kingdom or which satisfy the Area Board of a substantial connection with the United Kingdom.
7. Corporate Local Members without a registered presence or a substantial connection with the UK shall be Local Members without the right to vote. The decisions on whether a Corporate Member is a VCM or NVCM is at the discretion of the Area Board. Once a member is classified as either one, their status can change if their position changes.
8. Individual Local 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. Individual Members will not have the right to vote on Chamber or Representative Office matters.
9. Voting Corporate Members (VCM), Non-Voting Corporate Members (NVCM) and individual members shall have an entry in the Local Members directory.
10. Honorary Local Members shall be:

- i. British or Chinese citizens recognized for their outstanding accomplishments and stature in the community, who have made notable contributions to trade, commerce, and / or relations between the UK and China;
  - ii. Members of the staff of the British Consulate General Chongqing;
  - iii. Members of the staff of the British Council in Southwest China.
11. Honorary Members shall be Members ex officio, without the right to vote on Chamber matters or 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 Area Board and will undertake all of the rights and duties of membership
13. Local Members shall have no liability for the debts and obligations of the Chamber or its Representative Office and shall only be liable for such debts and obligations to the extent of their paid-in annual subscriptions.
14. No portion of the funds or property of the Chamber or its Representative Office 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 LOCAL MEMBERS**

15. Local Members shall be subject to approval by the Area Board or Managing Director of the Representative Office. Any potential Member whose qualifications are in doubt will be referred by the Managing Director to the next Area Board meeting to take appropriate advice.
16. Honorary Members shall be nominated by the Area Board and elected by Special Resolution in a Local General Meeting.
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 Area Board. This should be considered following consultation with any partner organisation with whom a reciprocal or joint membership offering is in place.
19. New Members will pay their initial subscriptions upon their election to the Chamber. Membership will only commence from the date of the subscription received by Chamber. All rights and benefits shall be withdrawn from Members who are more than two months in arrears of payment of their membership fees.
20. The Area Board will be responsible for the collection of Local Member subscriptions, following up on membership renewals and terminations in the event of non-renewal or delinquency in payment.

### **CHAPTER 5 VOTE OF LOCAL MEMBERS**

21. At Local 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 Area Board but

will be entitled to attend and speak at Local General Meetings of the Chamber and may be co-opted to the Area Board.

- iii. Individual Members will not have voting rights, will not be eligible for election to the Area Board but will be entitled to attend and can speak at Local General Meetings and may be co-opted to the Area Board.

## **CHAPTER 6 RETIREMENT AND EXPULSION OF LOCAL MEMBERS**

- 22. A Local Member may be removed from membership by resolution in a Local General Meeting for any reason they deem appropriate.
- 23. The Area Board have discretion to terminate the membership of any Local Member for any reason it deems appropriate and subsequently inform that member in writing.
- 24. Any Local 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
- 25. 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**

- 26. The Annual General Meeting of Local Members ("Local AGM") will be held once a year not less than one month and not more than three months prior to the holding of the AGM of the British Chamber of Commerce in China as specified under the Bylaws.
- 27. Twenty-one days' notice of the Local AGM shall be given to each Local Member.
- 28. The purpose of the Local AGM is to:
  - i. Receive the annual report of the Area Board;
  - ii. Receive the annual statement of accounts;
  - iii. Elect the Area Board for the coming year;
  - iv. Consider any business presented to the Area Board at least twenty-one days in advance.
- 29. Proxy Voting and Electronic Voting ("E-voting")
  - i. If a VCM is unable to attend in person a Local AGM or Special Local General Meeting the VCM will be able to vote by Proxy or by E-voting in a manner determined by the Area Board.
  - ii. The official Representative Office Proxy form will be made available by the secretariat or Returning Officer upon request and is the only document that may be used to issue a Proxy Vote.
  - iii. The Proxy voting form will be available seven days before the appropriate Local AGM or vote on a Special Resolution.
  - iv. Proxy voting forms must be duly completed and received by the Returning Officer a full 24 hours before the commencement of the AGM or Special General Meeting.
- 30. Ordinary General Meetings shall be convened as required by the Area Board.
- 31. A meeting called for the passing of a Special Resolution shall require twenty-one days' notice to be given in writing to each Local Member.
- 32. For all other General Meetings twenty-one days' notice will also be given in writing to each Local Member.

33. Written notice for Local General Meetings shall include
  - i. The place, date and time of the meeting.
  - ii. Whether the meeting is an Annual, Special, or Ordinary General Meeting.
  - iii. Notice of any special resolution to be proposed or any business other than routine business.
  - iv. Details of any E-voting arrangement and facility to attend by video conference, which, if made available, shall be a valid form of attendance.
34. All Local General Meetings of the Chamber shall be chaired by the Local Chair or a Local Vice Chair, and in their absence, the meeting shall elect a Chair.
35. The Chair presiding at any General Meeting shall have an original and also a casting vote.
36. No business shall be transacted at any meeting unless a quorum of Local Members is present, in person, by proxy or, as applicable, through video conference. Ten Local Members that are entitled to vote at a Local General Meeting shall be a quorum for all Local General Meetings.
37. If an amendment to a resolution is ruled out of order by the Chair of the meeting, the original resolution will not be invalidated. No amendments to a Special Resolution may be considered or voted upon.
38. If a quorum is not present at any meeting it will be adjourned to a date decided upon by those present. Six Local Members, including at least two of the four Local Area Officers (Chair, Vice Chairs and Treasurer) attending the adjourned meeting will constitute a quorum.
39. At any Local 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 Chair of the meeting or by at least five VCMs present.
40. VCMs who are entitled to vote on special resolution matters, at an Annual or other Local General Meeting, may exercise their vote by sending to the Representative Office the ballot paper accompanying written notice of the special resolution matters to be decided, with clear indication of their approval or not. The ballot paper or proxy vote must be returned 24 hours prior to the meeting.

## **CHAPTER 8 THE AREA BOARD**

41. The business and funds of the Representative Office shall be managed by the Area Board
42. The duties and functions of the Area Board shall be as follows:
  - i. To convene and set the agenda for Local General Meetings of Members.
  - ii. To adopt such Regulations as it deems necessary.
  - iii. To accept the resignation of Area Board Members.
  - iv. The Officers of the Area Board can hire and dismiss salaried employees of the Representative Office, including but not limited to the Managing Director, subject to the relevant laws of the PRC. Other members of the committee can be co-opted to this process when appropriate.
  - v. To take and furnish offices for the use of the Representative Office.
  - vi. To prepare the action plans, annual budgets and financial reports of the Representative Office for submission to the Local AGM.
  - vii. To establish standing and special Sub-Committees of the Representative Office, appoint their Chairs, and participate in at least one of the following:
    - (1) Develop membership strategy;
    - (2) Have oversight of the membership offering to help ensure membership retention and a regular pipeline of new Members;

- (3) Develop events strategy;
  - (4) Have oversight of the events programme to help ensure that the programme of events reflects the needs of members and is financially viable;
  - (5) Develop communications strategy including:
    - (a) Connectivity with Local Members;
    - (b) Interactions with the Chamber of Commerce in China and its other representative offices, with other British Chambers, the British Consulate General, and other relevant bodies or organisations;
    - (c) Marketing;
    - (d) Advertising.
  - (6) Help to prepare an annual budget for the Representative Office and align the budget with activities of other sub committees;
  - (7) Monitor performance against targets;
- viii. To establish and champion Local Working Groups:
- (1) Appoint, in conjunction with the Managing Director, their Chairs and other officers;
  - (2) Help develop Working Group strategy and guidelines;
  - (3) Endeavour to ensure that each forum is active and operates within its guidelines;
- ix. To handle any matter not coming within the exclusive responsibility of a Local General Meeting.
- x. To do all things necessary and convenient to the conduct of the Representative Office's business.
43. The Area Board shall consist of:
- i. Elected Committee Members who shall be:
    - (1) Officers, including one Chair, two Vice Chairs, and one Treasurer, who shall be limited to authorised representatives of VCMs 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
    - (2) Six at-large Committee Members, who shall be authorized representatives of VCMs, who shall have been elected to the Committee, and who will assist the Officers in carrying out the day-to-day business of the Representative Office and be entitled to vote on all issues before the Committee.
  - ii. Representatives of the following are invited at the discretion of the Area Board: the British Chamber of Commerce in China, British Consulate General in Chongqing, the British Council, the China-Britain Business Council and the Confederation of British Industry, who may 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. Other Great Britain and NI stakeholders are to be considered when relevant.
  - iv. 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 officio and without a right to vote. VCM, NVCM and Individuals who are Members may be co-opted by the Committee.
  - v. The Managing Director of the Representative Office, who shall be a member of the Committee ex officio and without a right to vote.
  - vi. 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.
  - vii. Past Chairmen of the Chamber having served within the past two years, are invited to attend Committee meetings, who shall be members of the Committee ex officio and without a right to vote; and
  - viii. A representative of any Representative Office of the British Chamber of Commerce in China, 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.
44. 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.

45. General Provisions for the Election of Committee Members:

- i. Elections of Elected Committee Members are to take place at the Local AGM and to be conducted by a 'Returning Officer', who shall normally be the representative of the British Consulate General Chongqing, but if he or she is unable or unwilling to act the Chair 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-one days before the election by circulating notice to all Corporate Members.
- iii. Only representatives of VCMs shall be eligible for nomination to a Committee Officer position or At-Large Committee Member positions.
- iv. Committee Officer positions will be for terms of two years. Vice Chair positions will be staggered with one position elected each year. Chair and a Vice Chair will be elected in one year, Treasurer and a Vice Chair will be elected in the alternate year. If a Vice Chair resigns or leaves the position before the end of the term his / her successor will serve the remainder of the term. At Large Committee Member positions will be for a term of one year.
- v. A Chair may not serve consecutive two-years terms. Vice Chair and Treasurer Officer positions shall be eligible to serve a maximum of two consecutive two-year terms. At-Large Committee Members will not be restricted to consecutive term limits.
- vi. Nominations for the Chair will have served in the Executive Committee as a Committee Officer or At Large Committee Member in the year prior to the election, been in an active leadership position in a Chamber Working Group in the year prior to the election, or previously played an active and prominent role in the Executive Committee or Chamber initiatives. Should there be no candidate, representatives from VCM will be permitted.
- vii. Only nominations submitted to the Returning Officer in writing and with the names of the proposing and seconding by VCMs before the close of business eight days before the opening of the Annual General Meeting shall be accepted.
- viii. In order to be valid, nominations must also specify the position for which the individual is nominated and contain the signature of the nominee, the signatures of the proposer and seconder, and a statement that she/he agrees to accept the duties of such position if elected.
- ix. The Committee may also table nominations if there are fewer candidates than positions to be filled.
- x. The Returning Officer will circulate the final list of candidates no less than seven days 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.
- xi. All voting shall be by poll.
- xii. In the event 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.

46. Voting Methods for the Election of Election of the Chair and Treasurer:

- i. The Offices of Chair 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 Chair shall have a second or casting vote.
47. Voting Methods for the Election of At-Large Committee Members and Vice Chairs:
- i. Separate elections shall be held for the selection of the six At-Large Committee Members, on the one hand, and the two Vice Chairs, on the other, and a multiple voting system shall be used for each such election.
  - ii. Each Voting Corporate Member shall have one vote for each position to be filled (six votes for At-Large Committee Members, and two for Vice Chairs), which shall be expressed by placing an 'X' next to the names of six candidates for At Large Committee Member positions and two candidates for Vice Chair positions. Where there are more or less votes cast than positions available the Returning Officer will be required to declare the vote invalid.
  - iii. Where a voter erroneously places numbers next to names, the Returning Officer shall have the option at his or her absolute discretion to decide that the voter has expressed a determination to cast one vote for each of the candidates indicated.
  - 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 Chair positions with the most votes shall be declared elected to the two Vice Chair positions.
  - v. In the event of a tie, the Chair shall have a second or casting vote.
48. A candidate standing for any of the Area Board Officer positions who is unsuccessful in such election, shall be eligible to stand as a candidate for an At-Large Committee Member position at the same Local Annual General Meeting.
49. Accordingly, the election for At-Large Committee Member positions shall take place after those for each of the Area Board 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 Area Board Officer position.
50. Members of the Committee shall enter office as soon as the Local Annual General Meeting has been held and shall remain in office until their successors assume office.
51. The office of an Elected Member of the Committee shall be vacated if such Elected Member of the Committee:
- i. resigns his/her office by notice in writing to the Chair or a Vice Chair;
  - 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;
  - iii. ceases to be the authorised representative of a Corporate Member;
  - iv. fails to attend three meetings of the Committee (cumulatively) 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.
52. The Area Board 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 these Representative Office Regulations.

53. Any Member so appointed shall hold office only until the next following Local Annual General Meeting and shall then be eligible for re-election.
54. The Committee may meet 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.
55. The Chair or any three Elected Members of the Committee may at any time require the Chair 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 Chair shall have a second or casting vote.
56. Each year the newly elected Committee shall, in conjunction with the Managing Director, 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. This business plan and budget then to be formally approved by the Committee. The financial year starts on 1st April.

## **CHAPTER 9 LOCAL OFFICERS**

57. The Officers of the Representative Office, with the assistance and under the guidance of the Local Members, oversee the day-to-day operations of the Representative Office and implement the resolutions of the Area Board and the General Meetings. The Officers' positions and duties are as follows:
  - i. The Chair shall exercise supervision over the day-to-day affairs of the Representative Office, represent the Representative Office to those outside the organisation, and act as Chair of Local General Meetings and meetings of the Area Board. He/She shall nominate chairmen of all standing and special committees, for approval by the Area Board.
  - ii. The Vice Chairs shall assist the Chair in carrying out his duties, and the Chair shall nominate a Vice Chair to assume the duties and responsibilities of the Chair in his absence.
  - iii. The Treasurer shall exercise supervision over the financial affairs of the Representative Office, prepare and present the annual financial reports and budgets of the Representative Office, coordinate the establishment and implementation of procedures and standards for the orderly conduct of the financial affairs of the Representative Office, and supervise the Managing Director in the maintenance of the financial records of the Representative Office and managing the day-to-day conduct of the financial affairs of the Representative Office.
  - iv. There can also be an Honorary Chair, who can be the retired Chair from the previous year and who shall serve ex officio, without a right to vote, for one year.
  - v. The Representative Office may in addition elect Honorary Officers, who shall be members of the Area Board 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 Representative Office upon nomination by the Area Board. The Representative Office may elect not more than one (1) Honorary President and not more than three (3) Honorary Vice Presidents.
58. The Officers of the Area Board, other than Honorary Chair and Honorary Officers, shall respectively be regarded as the Officers of the Representative Office.
59. If the position of any Officer shall for any reason fall vacant, the Area Board shall at its next meeting elect an acting replacement from amongst their number to hold office until the next

Local AGM.

## **CHAPTER 10 MANAGING DIRECTOR**

60. The Area Board shall, resources permitting, hire one individual to act as Managing Director of the Representative Office. The Managing Director shall devote his entire working time to the affairs of the Representative Office except as otherwise approved by the Area Board. He shall serve as the administrative officer responsible for the conduct of day-to-day Representative Office affairs and shall perform such functions and duties as may be directed by the Area Board. The Managing Director shall attend, ex-officio, without vote, meetings of the Area Board and Local General Meetings of the Chamber.
61. The Managing Director of the Representative Office shall be appointed by the Area Board after consultation with the Managing Director of the British Chamber of Commerce in China.
62. The Managing Director shall have the following duties:
- i. He or she shall be responsible for the care and use of the Representative Office's property and possessions.
  - ii. He or she shall be responsible, under the supervision of the Treasurer, for keeping the Representative Office's accounts and financial records, attending to the collection and recording of subscriptions, fees and assessments, and providing proper accounting and disbursement of the Representative Office's funds. He or she shall liaise with the General Manager of the British Chamber of Commerce in China to sign cheques and vouchers on behalf of the Chamber as instructed by the Area Board and in accordance with the Articles, Bylaws, these Representative Office Regulations and applicable Financial Standing Orders of the Chamber.
  - iii. The Managing Director shall be responsible for taking the minutes and records of local meetings of the Chamber and the Area Board, and for keeping the minutes and records of local Sub-Committees. He or she shall be responsible for maintaining the local membership registry.
  - iv. He or she shall, subject to the direction of the Chair and the Area Board, attend to the correspondence of the Representative Office and Area Board, give due notice of and coordinate all meetings of local members and committees, and handle other administrative matters as required by the Chair and Area Board.
  - v. He or she shall, examine qualifications of applicants for local membership and rule on applications for local membership. Any potential member whose qualifications are in doubt will be referred by the Managing Director to the next Area Board meeting to take appropriate advice.

## **CHAPTER 11 WRITTEN AND SPECIAL RESOLUTIONS**

63. A resolution in writing signed by all members of the elected Area Board shall be equally as valid as a resolution passed at a meeting of the Area Board. 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 Committee member to sign.
64. Special Resolutions of Local 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 Local Members present and voting. For its adoption to be valid, the text of a proposed Special Resolution must be notified to all Local 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 Area Board may from time to time make such Regulations as are necessary to pursue its objectives, appoint and manage its employees, conduct its meetings and pursue its business in the most efficient and effective way; provided they are not inconsistent with the terms of the Articles, the Bylaws or these Representative Office Regulations. The Area Board may, at any time, revoke or alter any of the said day to day Regulations, and all Regulations will be available for review at all times by all Local Members and Associates of the Chamber.
66. Changes to the Representative Office Regulations must be approved by either the AGM or a Special General meeting.

## **CHAPTER 13 SUB-COMMITTEES**

67. The Area Board 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 Chair of each Sub-Committee shall report to a designated Elected Member of the Area Board.

## **CHAPTER 14 RECORDS**

68. A correct record of the proceedings of the Representative Office and its Area Board and Sub-Committees 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 Representative Office. An annual report of the Area Board shall be prepared and presented by the Chair in consultation with and with the assistance of the Committee for presentation and adoption (after amendment if necessary) by the Representative Office at the Local Annual General Meeting.
69. Minutes of Local General Meetings and Area Board meetings shall be taken by a member of the Representative Office's secretariat and distributed to local members of the Chamber or the Area Board (as the case may be) for review not less than seven days prior to the next Local General or Area Board Meeting. After approval at the next successive Local General or Area Board Meeting, the minutes shall be certified by the Chair of each such Meeting as the official minutes of the Representative Office or Area Board. The minutes shall at all times be available for review at its administrative offices by Local 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 Representative Office.

## **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 local members of the Chamber.
71. The Area Board shall from time to time prepare and put before the Representative Office in Local General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are maintained by the Representative Office.
72. A copy of every balance sheet which is to be laid before the Chamber in Local General Meeting together with a copy of the report of the Area Board, shall be sent to every Local Member not less than five days before the date of the meeting.

## **CHAPTER 16 NOTICES**

73. Notices may be served upon Local 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 Chengdu, China.
74. Any notice shall be deemed to have been served:
- i. if sent by post at the time when the letter or circular containing the same would be delivered in the ordinary course of post;
  - ii. if delivered by hand, when physically delivered;
  - iii. if by facsimile transmission, on receipt by the sender of an acknowledgement or transmission report generated by the machine from which the facsimile was sent;
  - iv. if sent by email, when the sender receives an automated message confirming delivery.
  - v. All notices will be confirmed in parallel by electronic means to the registered email address as given to the Representative Office.

## **CHAPTER 17 AMENDMENT**

75. Day to day operational arrangements may be supplemented or amended from time to time by a majority vote of the Area Board. Amendments to Representative Office Regulations must go to vote by Special Resolution at the Local AGM or a Special Local General Meeting.

## **CHAPTER 18 DISSOLUTION**

76. If on the winding up or dissolution of the Representative Office there remains, after the payment of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Local Members, but shall be given or transferred to some other institution(s) having objects similar to those of the Representative Office, such institution(s) to be determined by the Local 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.

Adopted by the inaugural Area Committee under powers delegated by the Annual General Meeting of the British Chamber of Commerce Southwest China held 8<sup>th</sup> day of June, 2021.

## APPENDIX A INTERPRETATION

**'The Articles'** means Articles of Association of the British Chamber of Commerce in China as from time to time duly added to or altered.

**'Area Board'** means the executive committee for the Representative Office for Southwest China.

**'Bylaws'** means Bylaws of the British Chamber of Commerce in China as from time to time amended or supplemented in accordance with Chapter 19.

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

**'Officers'** means the persons holding the respective offices on the Area Board of the Chamber as provided in Chapter 9, being the Chair, the Vice-Chairs and the Treasurer.

**'Chamber'** or **'BCCC'** means 'The British Chamber of Commerce in China located and duly registered in Beijing, People's Republic of China.

**'Chair'** means the chair of the Area Board.

**'Committee'** or **'Executive Committee'** means the executive committee of the Representative Office for Southwest China; that is the Area Board.

**'E-voting'** means electronic voting at a Meeting in a manner determined by the Area Board.

**'General Meeting'** means a general meeting of the local Members and includes any Local AGM, Special Local General Meeting and Ordinary Local General Meeting.

**'Managing Director'** means the person who serves as the administrative officer responsible for the conduct of the day-to-day affairs of the Representative Office.

**'Member'** means a duly registered local member of the Chamber in accordance with Chapter Three.

**'Month'** means calendar month.

**'National Committee'** means the committee constituted by the Chair, Vice Chairs, Treasurer and Managing Director of the British Chamber of Commerce in China together with the chair and vice chair(s) of each Area Board.

**'Representative Office'** means a representative office of the British Chamber of Commerce in China established for a specific geographical area in China in accordance with Chapter 20 of the Bylaws.

**'Resolution'** means a resolution adopted by a simple majority of Members entitled to vote at a Local General Meeting or meeting of the Area Board.

**'Special Resolution'** means a Resolution adopted by a Local General Meeting of the Chamber in accordance with Chapter 11.

**'Treasurer'** means the person who is responsible for supervising the financial affairs of the Representative Office in accordance with Chapter 9.

**'Vice Chair'** means a vice-chair of the Area Board.

**'In Writing'** and **'Written'** means the representation or reproduction of words or symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

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, unincorporated associations and societies.

Reference to any Clause, Article or Chapter is a reference to a clause, article or chapter of these Local Regulations.