

CONSTITUTION OF THE BRITISH CHAMBER OF COMMERCE SHANGHAI

CHAPTER 1: PRELIMINARY

- 1.1 The British Chamber of Commerce in Shanghai (“**Chamber**”) was originally formed in May 1915. Following its closure in 1949, the Chamber was reformed in 1995 after 9 years of relatively informal existence as the Association of British Commerce in China (Shanghai). Since 2016 the legal structure of the Chamber has been a wholly foreign owned enterprise called British Chamber of Commerce Shanghai Consulting Co., Ltd, and owned by its holding company, BritCham Shanghai Ltd., incorporated in the UK.
- 1.2 These Regulations constitute operating guidelines for the Chamber, the ExCo and the Executive Director. They seek to leave the ExCo, with assistance from the Executive Director, with the flexibility to shape the Chamber as considered necessary or desirable by the ExCo for the benefit of the Membership. These Regulations should be read in conjunction with the Code of Conduct and any other rules and policies governing the operation of the Chamber in force from time to time.
- 1.3 Unless otherwise stipulated herein, the capitalised terms in these Regulations have the meanings set out in Chapter 17.

CHAPTER 2: PURPOSE AND OBJECTIVES

- 2.1 The purpose of the Chamber is to make connections that open opportunity, empower businesses and unite our community in China, with a geographic focus on the East China region.
- 2.2 The objective of the Chamber is to deliver value to Members through:
 - (a) Advocacy – the advocacy of policies and industries, including:
 - (i) by empowering Members to develop better trade relations and enabling policy reform; and
 - (ii) promoting success of Members and sharing essential industry insights;
 - (b) Knowledge – enabling businesses to flourish through online and in-person knowledge-sharing events from roundtables, panel discussions and networking events, to training and mentoring; and
 - (c) Community – creating community activity that unites Members through social gatherings, signature events and storytelling, such that beyond just business, the Chamber is where trusted friendships are made.
- 2.3 To achieve its goals of promoting UK business interests in China and providing value to Members, the Chamber champions sustainability and continual consideration of material environmental, social and governance (ESG) factors in business.

CHAPTER 3: MEMBERSHIP

- 3.1 Membership of the Chamber shall be unlimited in number.
The British Chamber of Commerce Shanghai
Constitution
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- 3.2 The ExCo shall seek to attract new Members and retain existing Members, in particular Members that represent a cross-section of sectors that promote UK interests in China.
- 3.3 Membership shall be open to any person that satisfies the conditions for Membership, which shall be formulated in accordance with these Regulations and set out in a separate document or on the Chamber's website ("**Membership Category List**").
- 3.4 Associate Members (including Associate Platinum Members and Associate Company Members and other similar formulations as set out from time to time in the Membership Category List) ("**Associate Members**"), their Authorised Representatives, and Individual Members shall not be permitted to vote or run as a candidate or otherwise participate in any election to become a member of the ExCo or, in the case of Associate Members (and their Authorised Representatives), a chair of a Committee.
- 3.5 Associate Members and other non-UK organisations and individuals shall not be permitted to attend or otherwise participate in events held in conjunction with the UK government or events that the ExCo and/or Executive Director determine to be sensitive in respect of UK interests.
- 3.6 By applying for (or renewing) Membership of the Chamber, each Member is deemed to have acknowledged and agreed to support the objectives of the Chamber and to abide by these Regulations and any other rules and policies governing the operation of the Chamber in force from time to time.
- 3.7 One of the core principles of the Chamber in promoting the business interests of UK Companies and members from the British business community is that its Members and employees may come from any ethnicity, nationality, gender, sexual orientation or religious group.
- 3.8 Members' liability for the debts and obligations of the Chamber is limited to the amount of their subscription fees.

CHAPTER 4: ADMISSION, LEAVING AND REMOVAL OF MEMBERS

- 4.1 The admission of a Member shall be reviewed by the ExCo at its next meeting following admission of that Member. The ExCo may at this time rescind or otherwise refuse admission of a Member (without providing explanation) by agreement of at least 25% of the ExCo members.
- 4.2 The ExCo may refuse to admit an individual as an Individual Member if they could otherwise qualify as the representative of a Corporate Member through employment or other association to that Corporate Member.
- 4.3 All organisations and persons admitted to Membership shall be Members and shall be entered in the list of Members accordingly. The Chamber may make the list of Members publicly available and each Corporate Member grants the Chamber permission to use any name or logo of that Member on the Chamber's website and in any marketing or other materials of the Chamber to identify that organisation as a Member.
- 4.4 An organisation accepted for Membership as a Corporate Member shall nominate its Authorised Representative to the Chamber. The Authorised Representative (or their nominating Member) may at any time by written notice to the Executive Director nominate a new Authorised Representative to replace the current Authorised Representative.
- 4.5 The ExCo may at any time remove Members (without providing explanation) by the agreement of at least 75% of the ExCo members. Grounds for removal shall include nonpayment of

subscription fees, bringing the Chamber into disrepute or breach of these Regulations or any other rules governing the operation of the Chamber in force from time to time.

- 4.6 Any Member may leave the Chamber by letting their Membership subscription fees lapse or, if earlier, by notifying the Executive Director (or the employee of the Chamber in-charge of Membership affairs) in writing at least 30 days in advance.
- 4.7 Any Member which ceases to be a Member shall not be entitled to any refund of subscription fees in whole or in part.

CHAPTER 5: SUBSCRIPTIONS

- 5.1 Membership subscription fee rates for each Financial Year shall be approved by the ExCo for each category of Membership and published by the Chamber on its website.
- 5.2 New Members shall pay initial subscription fees within 30 days of their admission to the Chamber. Existing Members shall pay subscription fees no later than 30 days in advance of each anniversary of the date they joined the Chamber.
- 5.3 Unless otherwise agreed by the ExCo, Members whose subscription fees are in arrears:
- (a) shall cease to have any voting rights for so long as such dues remain unpaid;
 - (b) shall not be named as a Member in the membership directory on the public website of the Chamber; and
 - (c) may only attend an event organised by the Chamber provided that the event allows non-member attendance and the Member pays non-member rates to attend.

CHAPTER 6: ANNUAL AND GENERAL MEETINGS

- 6.1 The annual general meeting of the Members of the Chamber ("**AGM**") shall be held once a year at a time and place prescribed by the ExCo (though not more than 15 months after the last AGM). At least 21 days' written notice of the AGM shall be given to each Member (or, if it is a Corporate Member, its respective Authorised Representative).
- 6.2 The purpose of the AGM is to:
- (a) receive the annual report of the ExCo;
 - (b) receive the annual summary of financial performance of the Chamber;
 - (c) announce the result of the elections for the ExCo for the ensuing year;
 - (d) consider any business or motion that was presented to ExCo in writing at least 21 days before the date of the AGM.
- 6.3 Ordinary general meetings of the Members of the Chamber ("**General Meetings**") shall be convened by the ExCo as required or on the requisition of 20 voting Members. At least 5 days' written notice of a General Meeting (other than an AGM) shall be given to each Member.
- 6.4 Written notices for a General Meeting shall specify the place, date and time of the meeting. The accidental omission to give notice of a General Meeting or AGM to, or the non-receipt of notice

of such a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

- 6.5 All AGMs and General Meetings shall be presided over by the Chair or a Vice-Chair of the ExCo. The chairperson presiding at each of these meetings shall have an original and, in the case of a tie, a casting vote. No business shall be transacted at any of these meeting unless a quorum of 40 Members eligible to vote pursuant to Article 6.6 is present at the time when the meeting proceeds to business.
- 6.6 At any AGM or General Meeting a resolution put to the vote may, unless otherwise agreed by the ExCo, be decided by two thirds' majority vote evidenced by a show of hands. The ExCo may from time to time stipulate the manner in which any AGM or General Meeting of the Chamber shall proceed within the framework set out in these Regulations.
- 6.7 No resolution passed at any AGM or General Meeting shall be rescinded except by a resolution passed at one of these meetings for which due notice has been given to pass the rescinding resolution.
- 6.8 A Member may authorise in writing or in any other manner satisfactory to the chairperson of the meeting (whose decision in this respect shall be final) any person that the Member thinks fit to act as their representative at any meeting of the Chamber and the person so authorised shall be entitled to exercise all the powers of the Member which they represent.

CHAPTER 7: EXCO

- 7.1 The business and assets of the Chamber shall be managed by the employees of the Chamber within the authorities and limits approved by the ExCo.
- 7.2 The duties and responsibilities of the ExCo shall be:
- (a) to determine and guide the overall strategy, plans and activities of the Chamber;
 - (b) to approve business plans, budgets and financial reports of the Chamber for each Financial Year and other periods (including ensuring that the business plan and budget for the next Financial Year is ready for discussion by the ExCo no later than the last ExCo meeting before the end of the then current Financial Year);
 - (c) to hire and dismiss the employees of the Chamber and to oversee staff issues as appropriate;
 - (d) to convene and set the agenda for AGMs and General Meetings;
 - (e) to make regulations and policies including which:
 - (i) govern Membership and examine and rule on applications for Membership or cases where Members may be removed; and
 - (ii) seek to accelerate achievement of the Chamber's goals referred to in Article 2.3, including diversity of representation and other means of promoting UK business interests and values;
 - (f) to approve any capital expenditure by the Chamber where that approval is not delegated to the Executive Director or Treasurer;

- (g) to establish or disband Committees for special purposes and to make regulations to govern the membership and conduct of business of these groups;
- (h) to establish or disband any Advisory Board and to make regulations to govern the membership and conduct of business of the Advisory Board;
- (i) to handle any matter not coming within the exclusive responsibility of the AGM or General Meetings;
- (j) act as the ultimate appeal body in disciplinary or complaint matters of the Chamber; and
- (k) to supplement or amend these Regulations as it deems necessary.

7.3 ExCo composition

- (a) The ExCo shall consist of:
 - (i) unless adjusted by the agreement of at least 75% of the ExCo members, 9 elected ExCo members who adopt the roles of: 1 Chair, 2 Vice-Chairs, 1 Treasurer and 1 Consultant Director (together, "**Officers**"); 1 Policy Adviser and 1 Strategic Adviser (together, "**Advisers**"); and 1 Committee Ambassador and 1 Brand and Comms Ambassador (together, "**Ambassadors**"); and
 - (ii) *ex-officio* ExCo members, including:
 - (A) the British Consul-General in Shanghai or Deputy Consul-General in Shanghai, the Shanghai representative of the British Council, the British Deputy Trade Commissioner for China (or equivalent) and the Executive Director;
 - (B) honorary members; and
 - (C) co-opted members.
- (b) Each individual elected to be a member of ExCo (as referred to in Article 7.3(a)(i)) must have sufficient seniority such that where they are representatives of:
 - (i) a PLC or Large Organisation, they hold a position of director or equivalent level or above; or
 - (ii) an SME, they are a founder, partner or equivalent level.
- (c) In accordance with the Chamber's objective to represent the UK business community's values and diversity more generally, ExCo members shall seek to promote vacancies on ExCo to members of the Chamber in a manner which encourages the nomination of candidates that will achieve a balanced representation on ExCo across gender, background, business size and industry sector.
- (d) In this Article 7.3:
 - (i) "**PLC**" means a publicly listed company with a strong association with the UK and a brand that has public recognition in China;
 - (ii) "**Large Organisation**" means an organisation with a strong association with the UK and that had global revenue of £10 million or more in its most recent financial year; and

- (iii) “**SME**” means an organisation with a strong association with the UK and that had global revenue of less than £10 million in its most recent financial year.

7.4 ExCo meetings and business

- (a) The ExCo shall meet (where possible, at least on a monthly basis) to dispatch business and shall adjourn and otherwise regulate their meetings as they think fit. The Chair may at any time, or any 3 elected members of the ExCo may at any time require the Chair to, convene a meeting of the ExCo.
- (b) An agenda shall be circulated by or on behalf of the Chair no less than 3 days before each meeting of the ExCo to allow its members to prepare and play an active role in meetings.
- (c) Unless the Chair decides otherwise on an exceptional basis, 4 elected members of the ExCo, including at least 1 Officer and 1 Adviser or Ambassador, shall form a quorum to conduct business.
- (d) All ExCo members shall have the right to speak and be heard at ExCo meetings. Only Officers, Advisers and Ambassadors (including acting replacements in those roles) shall be entitled to vote at ExCo meetings and each shall be entitled to 1 vote only (even if they hold multiple roles) for each motion and resolution that is considered.
- (e) Except as otherwise specified in these Regulations, any motions, resolutions and votes of the ExCo shall be passed on a simple majority vote. In the event of a split vote, the Chair shall have a casting vote.
- (f) The deputy to the Executive Director, and any other employees of the Chamber invited by the Chair, may attend meetings of the ExCo to support the Executive Director in reporting to the ExCo and/or taking minutes, but they shall not constitute members of the ExCo.
- (g) Members of an Advisory Board and other individuals for a specific purpose may be invited by the Chair to attend the meetings of the ExCo to report or provide input to the ExCo, but they shall not constitute members of the ExCo.
- (h) Elected ExCo members must attend in-person a minimum of 50% of all ExCo meetings held in each Financial Year. If they do not, they shall not qualify to stand for re-election at the end of their current term.
- (i) A written resolution shall be as valid as if it had been passed at a meeting of the ExCo, where:
 - (i) it is signed by or on behalf of the members of the ExCo in one or more counterparts (or the members use some other written form to indicate agreement, including via WeChat or another messaging service);
 - (ii) the number of affirmative signatures (or other indications of agreement) represents a simple majority of the members of the ExCo who would have been entitled to vote on such resolution if it had been proposed at a meeting of the ExCo (or such other number of members of the ExCo required under these Regulations for the relevant resolution); and
 - (iii) that number of members of the ExCo is sufficient to constitute at least the equivalent of a quorum for a meeting of the ExCo.

Any such resolution shall be deemed to have been passed at a meeting held on the date on which the resolution was signed by the last member of the ExCo to sign or otherwise indicate their agreement to it.

7.5 *Ex-officio* and other ExCo members

- (a) The British Consul-General in Shanghai or Deputy Consul-General in Shanghai, the Shanghai representative of the British Council, the British Deputy Trade Commissioner for China (or equivalent) and the Executive Director may join the ExCo as members by virtue of holding their respective posts (though may still be removed as members in accordance with Article 7.9).
- (b) Honorary members, who need not be paying Members, may be invited to join ExCo by resolution of the ExCo.
- (c) Co-opted members may be invited to join the ExCo by resolution of the ExCo. The Chair shall first formally propose at an ExCo meeting to invite a specific co-opted member and only 1 co-opted member may be proposed at each ExCo meeting (except at the first ExCo meeting following the AGM, where no such limitation on number of proposals shall apply). Co-opted members shall have a limited tenure (e.g. appointed to assist with a specific event, project or other initiative, or such shorter period as determined by the Chair).

7.6 General provisions for the election of ExCo members

- (a) Elections for those who will fulfil the roles of Officers, Advisers and Ambassadors shall be overseen by an independent returning officer, who shall normally be a representative of the British Consulate General in Shanghai, but, if such an individual is unable or unwilling to act, the Chair shall nominate another person who shall be approved by the ExCo ("**Returning Officer**").
- (b) An employee of the Chamber shall be appointed by the ExCo to assist in the management of elections, including preparing forms and ballots, counting votes, declaring the results, and more generally assisting the Returning Officer in fulfilling their role ("**Election Manager**").
- (c) Incoming members of the ExCo shall enter office as soon as the AGM has been validly held and concluded, and shall remain in office until their respective successors assume office.
- (d) Subject to Article 7.6(e), ExCo members shall be elected for a term of 2 consecutive years and may serve no more than 2 consecutive 2-year terms in any one position (and a total of 6 consecutive years on the ExCo in any capacity).
- (e) ExCo may by unanimous approval of all its members extend the term of an ExCo member for a longer term than set out in Article 7.6(d), provided that such extensions are not applied to more than 50% of ExCo members in any one Financial Year.

7.7 Nominating candidates for election to ExCo

- (a) The Election Manager shall circulate nomination forms and an explanation of the nomination and election procedures to all voting Members, at which time the nomination period shall open and shall remain open for at least 21 days.
- (b) A voting Member may nominate a representative of another Member for up to two specific vacant roles on the ExCo (as referred to in Article 7.3(a)(i)) where that:

- (i) nominating Member in good faith thinks that the nominee has the requisite capabilities to undertake the role as described in these Regulations;
- (ii) without limitation to paragraph (i) above:
 - (A) in the case of the role of the Chair or a Vice-Chair, the nominee has served (up until now or at a previous time) either (aa) for a period of more than 6 months as an ExCo member; or (bb) in an active leadership capacity within the Chamber (e.g., as a Committee chair or vice-chair) or a PLC, Large Organisation or SME;
 - (B) in addition in the case of the role of the Treasurer, the nominee has a professional background in finance or accounting and ideally an internationally-recognised qualification in at least one of these fields; and
 - (C) in addition in the case of the role of the Consultant Director, the nominee is qualified to practice law in China or has worked at a legal services or risk consultancy firm in China in a consultancy capacity for no less than 5 years.
- (c) To be valid, nominations must contain the signature of the nominee, a statement that they agree to accept the duties of serving, if elected, in the role(s) for which they are nominated for the ExCo, and a short profile for circulation to Members to assist Members to understand the candidate's qualifications and objectives in respect of that role(s).
- (d) The Returning Officer shall be responsible (with the assistance of the Election Manager, where needed) for receiving the nominations and keeping the Chair informed of the progress of the nominations during the nomination period.
- (e) All duly nominated candidates shall be presented to the ExCo by the Returning Officer and vetted on behalf of the ExCo (including considering the requirements and targets set out in these Regulations (such as those at Article 7.3(c))). Each vetted candidate must be approved by a majority vote of the ExCo to proceed in the election process. If the ExCo agrees that an interview of a nominated candidate is necessary to verify the suitability of that candidate, 2 members of the ExCo shall be nominated by the ExCo to conduct the interview together with the Executive Director.
- (f) If there is not at least 1 approved candidate for each vacant role on the ExCo by the day which is the second last working day of the nomination period, before the end of the third day after the nomination period ends, either:
 - (i) the ExCo may submit to the Returning Officer one or more nominations (each with a signed statement and profile in accordance with Article 7.7(c)) by the agreement of at least 75% of the ExCo members; or
 - (ii) the Chair may decide to extend or reopen the nomination period to allow for further candidates to be identified.
- (g) Where, at the end of the nomination period:
 - (i) there is a sufficient number of approved candidates to fill the vacant roles on the ExCo, the Election Manager shall provide the Returning Officer with a list of all approved candidates and, in respect of each role on the ExCo for which more than one individual has been nominated, a sample ballot (or such other method of voting as deemed appropriate) at least 3 working days before the election voting period opens for the Returning Officer's review and approval; or

- (ii) the number of approved candidates is equal to or (subject to the Chair having first extended the nomination period) less than the number of vacant roles on the ExCo, the Returning Officer may declare the result without a vote.

7.8 Voting for members of ExCo

- (a) The Election Manager shall circulate to all voting Members the final list of candidates, the submitted profiles of the candidates, and the ballots, at least 7 working days before the last day of election voting period. The ExCo shall determine whether this period shall close before or on the day of the AGM as it sees fits to best allow Members to evaluate the candidates.
- (b) The non-receipt of any communication by any person entitled to receive notices and papers related to the election of the ExCo members shall not invalidate the election unless the Returning Officer judges that this non-receipt has had a material effect on the election.
- (c) The ExCo may, in consultation with approved candidates, decide to hold a Q&A session, preferably in-person with both candidates and Members present, before the election closes.
- (d) Each Member shall have 1 vote for each position to be filled and for which there is more than 1 candidate, though the Member may choose not to use its full allocation of votes.
- (e) All voting shall be in secret, and votes shall be cast to the Returning Officer by email, via an online or mobile voting system, or as otherwise notified to Members at the time that the relevant ballots are circulated.
- (f) If 2 or more candidates for a position each receive the same number of votes, the winner shall be determined by a casting vote of the Chair (after consultation in good faith with the rest of ExCo and consideration of what best achieves the Chamber's objectives and targets set out in Article 7.3(c)).
- (g) If a candidate wins the vote, or is otherwise elected without the need for a vote, to more than 1 position, the Chair (in good faith consultation with the rest of ExCo and the winner and the second-placed candidate(s) for those positions, as applicable) shall determine how to place that winning candidate on the ExCo together with such number of the second-placed candidate(s) as best achieves as full a ExCo as possible and the Chamber's objectives and targets set out in Article 7.3(c).

7.9 Removal of ExCo members

- (a) If an ExCo member fails to attend 3 consecutive ExCo meetings, they must attend the fourth meeting and give due explanation to the ExCo. The ExCo shall then decide to accept or reject the explanation. If not accepted, the individual shall be removed as an ExCo member. If the ExCo member fails to attend 4 consecutive meetings, they are assumed to have resigned from ExCo.
- (b) An elected member of ExCo other than the Chair may be removed by a two thirds' majority of the ExCo for poor professionalism, level of contribution or engagement.
- (c) An *ex-officio* member of the ExCo may be removed by a simple majority of the ExCo.

7.10 Indemnity of ExCo members

- (a) Members of the ExCo shall be entitled to be indemnified from the funds and assets of the Chamber against all liabilities and obligations which any of them may incur in good faith in the performance of their duties as members of the ExCo, other than any liability which attaches to them by law in respect of any negligence, default, or breach of duty or trust.
- (b) Each member of the ExCo shall be indemnified from the funds and the assets of the Chamber against any liability incurred by them in defending any proceedings, whether civil or criminal, arising from the conduct of their duties for the Chamber and in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by a court.

CHAPTER 8: OFFICERS, ADVISERS AND AMBASSADORS

8.1 Responsibilities of Officers

- (a) The Officers of the Chamber shall oversee the operations of the Chamber and ensure the resolutions of the ExCo, the AGM and the General Meetings are implemented.
- (b) The business plan and budget of the Chamber for the next Financial Year shall be prepared by the Chair, the Treasurer and the Executive Director.
- (c) The Officers' positions and duties shall be as follows:
 - (i) Chair: The Chair shall shape and lead ExCo, supervise the Executive Director in discharging responsibilities, and act as Chair of the AGM and General Meetings and meetings of the ExCo. The Chair shall be authorised to represent the Chamber to external organisations and individuals at the highest level (including Platinum Members and *ex officio* members of ExCo) and as otherwise is appropriate to have member-for-member representation. The Chair may sign documents in the name of the Chamber and may delegate such authority to 1 or both Vice-Chairs to sign documents when the Chair is absent. The Chair shall assume any duties not delegated to the Executive Director in accordance with Article 9.4. The Chair shall also be responsible for accepting the resignation of ExCo members and the Executive Director.
 - (ii) Vice Chairs: The Vice Chairs shall assist the Chair in carrying out their duties and shall (subject to prior delegation pursuant to Article 8.2(c)(i) where appropriate) assume the duties and responsibilities of the Chair if the Chair is absent.
 - (iii) Treasurer: The Treasurer shall oversee the financial health of the Chamber and exercise supervise the establishment and implementation of procedures and standards for the orderly conduct of the financial affairs of the Chamber in accordance with Chapter 14 below (including being involved in negotiation of contracts on behalf of the Chamber). The Treasurer, in consultation with the other Officers, shall approve annual salary changes and bonuses of the employees of the Chamber. Only the Treasurer or, if absent, the Chair, may approve personal expenses claimed by the Executive Director and determine the financial authority of the Executive Director and any other employees of the Chamber authorised to approve payments, or enter financial commitments, on behalf of the Chamber.
 - (iv) Consultant Director: The Consultant Director shall assist the ExCo, Executive Director and other employees of the Chamber to consider legal, regulatory and constitutional issues that may arise, assist in formulating and amending these

Regulations and other governance policies and documents of the Chamber and, where appropriate, support the Chamber's advocacy initiatives, in each case based on their transactional experience and understanding of practice in China or elsewhere. Notwithstanding the role of the Consultant Director, the Chamber will seek formal legal services from external law firms or similar organisations where required from time to time.

- (d) No press statements of any kind shall be issued in the name of the Chamber without first being approved by the Chair or a Vice-Chair.

8.2 Responsibilities of Advisers

- (a) **Policy Adviser:** The Policy Adviser shall be responsible for assisting the Chamber build stronger relationships with partner government organisations through the Chamber's advocacy initiatives, championing good governance through new policies that support the sustainability of the Chamber and promote business growth for Members, and leading on thought-leadership topics.
- (b) **Strategic Adviser:** The Strategic Adviser shall be responsible for assisting the Chamber to facilitate its strategic direction and quarterly forward planning (and assisting in their respective presentation to external stakeholders), and advising on Committee-level strategies and governance as well as providing *ad hoc* support to the Chamber's advocacy initiatives.

8.3 Responsibilities of Ambassadors

- (a) **Committee Ambassador:** The Committee Ambassador shall act as a communication channel between the ExCo and the Committees and shall be responsible for overseeing Committee performance and governance, ensuring the Committees are aligned with the Chamber's constitution and vision, and assisting in resolving disputes with Committees where necessary.
- (b) **Brand and Comms Ambassador:** The Brand and Comms Ambassador shall be responsible for guiding the Chamber in its external marketing and corporate communications and actively helping the Chamber build a strong and consistent brand through its events, marketing and other activities.

8.4 Vacancies among the Officers, Advisers and Ambassadors

- (a) If the Chair vacates their position during their term, a new Chair may be elected from existing, eligible ExCo members by the agreement of at least 75% of the ExCo members (excluding the prospective Chair). Any vote for a new Chair shall be organised as soon as practicable by the former Chair or, if they are not available, another Officer or, if an Officer is not available, another ExCo member agreed to by a vote of the ExCo.
- (b) If less than 9 ExCo members (or the requisite number of members resolved by ExCo) are elected in any Financial Year or an elected position other than the Chair falls vacant during the relevant ExCo member's term, the Chair may organise a vote of the ExCo members to decide by simple majority on an acting replacement. An acting replacement may be chosen from either (i) the existing, eligible ExCo members (who may fulfil more than one role, subject to the role of Vice-Chair being the first to be left vacant in favour of seeking to fill the other roles) or (ii) a representative of a Member not currently represented on the ExCo and who meets the requirements set out in Article 7.7(b). This vote shall take place at the next meeting of the ExCo after the vacancy arises or, in the case of a vacancy arising due to an existing ExCo member changing to a different

position within the ExCo (including becoming the new Chair), immediately after the vote on that change.

- (c) Any ExCo member who is not able to physically join any meeting to vote for a new Chair or other replacement member of ExCo (as the case may be) may vote by indicating their choice by email, WeChat or other messaging service to the organiser of the vote.
- (d) Any Chair or other member of ExCo appointed under this Article 8.4 shall hold office only until the next AGM and shall then be eligible for election or re-election by the Members (as the case may be).

CHAPTER 9: EXECUTIVE DIRECTOR

9.1 The ExCo shall appoint an Executive Director on such terms as they think fit.

9.2 The ExCo shall appoint a legal representative of the Chamber in accordance with Chinese law. No individual may concurrently act as the Executive Director and the legal representative of the Chamber.

9.3 The Executive Director or the Accountant may sign and/or “chop” documents on behalf of the Chamber as necessary to carry out the Chamber’s business within authorisation limits set by the ExCo and the legal representative.

9.4 Duties that the ExCo may delegate to the Executive Director include:

- (a) to manage the day-to-day operational matters of the Chamber and provide a point of contact for Members for administrative matters;
- (b) to maintain electronic records of Members;
- (c) (together with the Accountant) to maintain control over, custody of and records of the Chamber’s assets;
- (d) (together with the Accountant) to maintain written records of subscription payments, together with original supporting documentation of all receipts and payments made on behalf of the Chamber;
- (e) to organise meetings of the ExCo and Members and coordinate the taking, distribution and maintenance of complete minutes of the meetings;
- (f) (together with the Accountant) to be responsible for the preparation of accounts in accordance with procedures and standards as set out in Chapter 14;
- (g) to hire, dismiss, manage and discipline the other employees of the Chamber, in consultation with the Chair and the ExCo as appropriate;
- (h) in consultation with the Chair and the Treasurer, to make minor changes to salaries of the employees of the Chamber between the annual salary adjustments;
- (i) to represent the Chamber to external organisations and individuals where directed to do so by the Chair or the circumstances otherwise make it appropriate to do so;
- (j) to enter into contracts on behalf of the Chamber up to a value determined from time to time by the ExCo; and

- (k) other such matters as shall be of assistance to the Chair and Officers in fulfilling their duties.

CHAPTER 10: ADVISORY BOARD

- 10.1 The ExCo may establish an Advisory Board from time to time for a special purpose to provide advice and support to the ExCo, and/or represent the Chamber in certain circumstances, relating to that purpose in the active development of the Chamber.
- 10.2 The members of an Advisory Board shall be appointed by the ExCo based on their skillsets or experience such as will facilitate achieving the special purpose of that Advisory Board.
- 10.3 The Advisory Board shall have no decision-making powers and shall act purely in an advisory and/or representative capacity to the ExCo.
- 10.4 The Advisory Board shall report to the ExCo on a quarterly basis (unless otherwise agreed with the ExCo), or more frequently as may be necessary due to the occurrence of key events or other circumstances relating to the remit of the Advisory Board.
- 10.5 The operation, conduct and administrative procedures (including expenditure and reimbursement practices) of the Advisory Board may be governed by separate regulations to be approved by the ExCo from time to time as they think fit.

CHAPTER 11: COMMITTEES

- 11.1 The Chamber shall have Committees as part of its value proposition to Members.
- 11.2 Each Committee shall target having a membership comprising 50% women (including those self-identifying as women) by 31 December 2026.
- 11.3 The operation, conduct and administrative procedures of Committees shall be governed by separate “Rules and Guidelines for British Chamber Committees” which shall be approved by the ExCo from time to time.

CHAPTER 12: RECORDS

- 12.1 The chops of the Chamber shall be kept securely at the offices of a member of ExCo determined by the Chair, preferably at a legal or accountancy firm.
- 12.2 A correct record of the proceedings of the Chamber, the ExCo, the Advisory Board and the Committees shall be kept by the Executive Director, who shall also have the custody of all documents, statistical and commercial works, and other property of a like nature belonging to the Chamber.
- 12.3 An annual report of the ExCo (which, at the discretion of the Chair, may or may not be in written form) shall be prepared by the Chair, in consultation with and with the assistance of the ExCo, for presentation to the Chamber at the AGM.
- 12.4 Minutes of ExCo meetings, AGMs and General Meetings of the Chamber shall be taken and distributed to the members of the ExCo for review at least 3 days prior to the next ExCo meeting. After approval at that next meeting, the minutes shall be certified by the Chair as the official

minutes of the relevant meeting. Minutes of each AGM and General Meeting shall be available for review by Members at the Chamber's administrative offices. An employee of the Chamber nominated by the Executive Director shall collect copies of minutes from the Advisory Board or Committee chairs and keep these minutes for the record in the administrative offices of the Chamber.

CHAPTER 13: ACCOUNTS

- 13.1 The books of account of the Chamber shall be kept by the Accountant.
- 13.2 Management accounts comprising bank reconciliations and summaries of income and expenditure and a balance sheet shall be subject to review by the Executive Director and the Treasurer on a monthly basis. These management accounts shall be open to inspection by members of the ExCo at the following ExCo meeting on at least 2 weeks' written notice to the Treasurer and the Executive Director.
- 13.3 Accounts and records of transactions entered into by the Chamber shall be kept by the Chamber in accordance with the accounting and other laws applicable to the Chamber.
- 13.4 At least every 6 months, the Treasurer shall present an income and expenditure summary to the ExCo.
- 13.5 Annual financial statements shall be prepared in the format required under the accounting and other laws applicable to the Chamber by the Accountant or a certified public accountancy firm appointed by the Executive Director, audited by a registered independent certified public accountancy firm, reviewed by the Treasurer, and approved by the legal representative of the Chamber and the Accountant.
- 13.6 Summary financial information of the consolidated activities of the legal entities operated by the Chamber shall be presented to the Chamber at the AGM.

CHAPTER 14: NOTICES

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

CHAPTER 15: GOVERNING LAW AND AMENDMENTS

- 15.1 These Regulations shall be interpreted in accordance with English law.
- 15.2 These Regulations may be supplemented or amended from time to time by the agreement of at least 75% of the ExCo members.
- 15.3 A conforming copy of these Regulations, as supplemented or amended, shall be made available:
 - (a) subject to contrary instruction of the ExCo, on the public website of the Chamber; and

- (b) for review and copying by Members at the administrative offices of the Chamber, in each case, within 30 days of the ExCo's decision to so supplement or amend.

CHAPTER 16: RELATIONSHIP WITH BRITISH CHAMBER OF COMMERCE IN CHINA

- 16.1 Chinese laws and regulations in force as at the date of these Regulations only recognise the registration in the whole of the Chinese mainland of one chamber of commerce for each foreign country. For the UK, this is the British Chamber of Commerce in China ("**BCCC**"), based in Beijing.
- 16.2 The Chamber aspires to work closely with the BCCC and other bodies that promote UK business interests in China.
- 16.3 The Chamber shall be entirely responsible for its own funds, liabilities and obligations (whether contractual or otherwise) and shall not represent to any party in any manner that the BCCC or any of its branches are liable for the same.
- 16.4 Likewise, the Chamber shall not bear responsibility for the liabilities and obligations of the BCCC or any of its branches.

CHAPTER 17: INTERPRETATION

- 17.1 In these Regulations, unless the context provides otherwise:
 - (a) "**Accountant**" means the accountant of the Chamber appointed from time to time by the Executive Director with the prior approval of the Treasurer;
 - (b) "**Adviser**" has the meaning given to it in Article 7.3;
 - (c) "**Advisory Board**" means a standing or *ad hoc* advisory board comprising members of ExCo, Members or external advisers and/or other persons, each as invited by the ExCo from time to time to assist the ExCo for special purposes;
 - (d) "**AGM**" has the meaning given to it in Article 6.1;
 - (e) "**Ambassador**" has the meaning given to it in Article 7.3;
 - (f) "**Associate Member**" has the meaning given to it in Article 3.4;
 - (g) "**Authorised Representative**" means a person who is duly authorised to represent a Member to the Chamber, as nominated in accordance with Article 3.5;
 - (h) "**BCCC**" has the meaning given to it in the Article 16.1;
 - (i) "**Brand and Comms Ambassador**" has the meaning given to it in Article 8.3;
 - (j) "**Chair**" means the chairperson of the ExCo appointed from time to time in accordance with Article **Error! Reference source not found.**;
 - (k) "**Chamber**" has the meaning given to it in Article 1.1;

- (l) “**China**” or “**PRC**” means the People’s Republic of China which, for the purposes of these Regulations, excludes the Special Administrative Regions of Hong Kong and Macau, and Taiwan;
- (m) “**Committee**” means an industry or other specific committee group formed by Members with the approval of ExCo;
- (n) “**Committee Ambassador**” has the meaning given to it in Article 8.3;
- (o) “**Consultant Director**” means a senior lawyer or risk consultant appointed to the ExCo from time to time in accordance with Article 8.1;
- (p) “**Corporate Member**” means a Member categorised as a “Corporate” Member (as indicated in the Membership Category List);
- (q) “**Election Manager**” has the meaning given to it in Article 7.6(b);
- (r) “**ExCo**” means the Executive Committee of the Chamber as constituted from time to time;
- (s) “**Executive Director**” means the individual who acts as the operational head of chamber, as appointed from time to time in accordance with Article 9.1;
- (t) “**ex-officio**” means that the individual is granted membership of ExCo or attendance at meetings of ExCo by virtue of his or her position or expertise;
- (u) “**Financial Year**” means each calendar year starting on 1 January and ending 31 December;
- (v) “**Individual Member**” means a Member categorised as an “Individual” Member (as indicated in the Membership Category List);
- (w) “**Member**” means a member of the Chamber duly registered in accordance with Article 3; and “**Membership**” shall be construed accordingly;
- (x) “**Membership Category List**” has the meaning given to it in Article 3.3;
- (y) “**Officer**” has the meaning given to it in Article 7.3;
- (z) “**Policy Adviser**” has the meaning given to it in Article 8.2;
- (aa) “**Regulations**” means the provisions of this Constitution;
- (bb) “**Returning Officer**” has the meaning given to it in Article 7.5;
- (cc) “**Strategic Adviser**” has the meaning given to it in Article 8.2;
- (dd) “**strong association with the UK**” means that the organisation is:
 - (i) incorporated, registered or regulated in any part of the UK; or
 - (ii) substantially owned or managed by UK interests or has substantial subsidiaries in the UK.
- (ee) “**Treasurer**” means the treasurer of the Chamber appointed from time to time in accordance with Article 8.1;

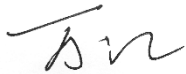
- (ff) **“UK”** means the territorial area comprising Great Britain, Northern Ireland, the Channel Islands and Isle of Man;
 - (gg) **“Vice-Chair”** means a vice-chairperson of the ExCo appointed from time to time in accordance with Article 8.1(c).
- 17.2 Words denoting the singular shall include the plural and vice versa. Words of the masculine gender shall also include the feminine gender, the neuter gender and vice versa. Words denoting persons shall include bodies corporate and unincorporated associations.
- 17.3 The words "including" and "include", and words of similar effect shall not be deemed to limit the general effect of the words which precede them.
- 17.4 References to any English legal term shall, in respect of any jurisdiction other than England, be construed as references to the term or concept which most nearly corresponds to it in that jurisdiction.
- 17.5 A reference to time is to the local time in Shanghai in the PRC.
- 17.6 Headings are for convenience only and do not affect interpretation of these Regulations.

Adopted this 13th day of January 2025 by the Executive Committee of the British Chamber of Commerce Shanghai.

Signed on behalf of the Executive Committee:



Kirsten Johnston
Chair



Ted Wan
Vice-Chair



Grace Guan
Vice-Chair