



European Chamber  
中国欧盟商会

# **By-Laws of the European Union Chamber of Commerce in China**

## **1. Electoral Standing Orders**

These By-laws are formulated by the Executive Committee (“**ExCo**”) of the European Union Chamber of Commerce in China (“**EUCCC**”) under the provision of Article 19 of the Articles of Association (hereinafter the “**Articles**”) of the EUCCC.

### **1.1 GENERAL**

Elections to the ExCo shall be conducted in accordance with the provisions of Article 10 (including 10.1 – 10.6) of the Articles. These By-laws (No.1 – Electoral Standing Orders) are adopted in order to supplement these provisions and to define detailed procedures to the conduct of elections: it is subordinate to the Articles.

### **1.2 APPOINTMENT OF RETURNING OFFICER**

The annual elections for the President, Vice Presidents and Treasurer are held at the Annual General Meeting of the EUCCC. Article 9.2 of the Articles provides that “Honorary President or his representative shall chair meetings at which the presidency of the European Chamber is up for election”. Accordingly, the ExCo shall invite the Honorary President to nominate a Returning Officer to undertake the administration of these elections. Such nominee shall be appointed by the ExCo and take office no less than twenty one days before the Annual General meeting at which elections are to be held.

### **1.3 NOMINATIONS**

The nomination of candidates for election in each of the three categories, namely President (1), Vice Presidents (3) and Treasurer (1) referred to in Article 1.2 above and Article 7.3.1 of the Articles shall be carried out in accordance with the following procedures:

1.3.1 In accordance with Article 10.1 of the Articles, “Nominations shall be submitted to the ExCo at the latest seven days before the election is scheduled to take place”. Accordingly, the Returning Officer shall issue a notice to Members of the Sectoral Working Groups (these Members whose status and rights are defined in Article 4 (Memberships) of these By-Laws, and Article 4 (Membership) and Articles 5.2 (Membership Rights) of the Articles) inviting nominations for the positions of President, Vice Presidents and Treasurer. In such notice, the Returning Officer shall designate a specific time and date for the closure of nominations and a specific place at which he will receive last minute nominations and declare nominations closed. He/she shall present himself/herself at the designated place, which shall normally be the office of the Chamber, 30 minutes

before the designated time and remain there until the appointed time upon which he/she shall declare nominations closed. Any nominations received by the Returning Officer after the declaration of the closure of nominations shall be invalid.

The invitation to nominate candidates circulated by the Returning Officer, otherwise known as the "Notice of Election" shall be issued no less than seven days before the close of nominations specified in such Notice of Election.

Following the declaration of the closure of nominations, the Returning Officer shall examine the nomination papers and declare the names of validly nominated candidates for each category. The validity of nomination papers shall be determined in accordance with the criteria laid down in the Articles- and in these By-laws and the Returning Officer's decision shall be final.

Any member of the Sectoral Working Groups may, through its designated representative attend the closure of nominations and the declaration of the names of validly nominated candidates and examine the nomination papers.

1.3.2 Valid nominations for the posts of President (1), Vice Presidents(3) and Treasurer (1) shall be procured by the proper completion of a nomination form. Such form shall specify the name of the candidate and the name of the member of the Sectoral Working Group, whose designated representative he/she is, and the post for which he/she is a candidate.

It shall include a signed declaration by the candidate that he/she is eligible for election to the post for which he/she is nominated, and that he/she is willing to serve in the office for which he/she is nominated.

Candidates wishing to be nominated in more than one category shall submit a separate nomination form in respect of each category.

Members of the Sectoral Working Groups whose nominated representative is a candidate for election in any category must also sign a declaration that they are in good standing with EUCCC and have paid or intend to pay membership fees in respect of the current year and to settle any outstanding membership fees or other debts in respect of the previous year.

**1.3.3** In order to secure valid nominated candidates for election in any category, candidates must be proposed by a member of the Sectoral Working Group and seconded by another. Such proposers and seconders shall be members of the Sectoral Working groups in good standing with EUCCC and shall signify their consent to propose or second the nominee by signing the name of the designated representative in the space provided on the nomination paper.

In the case of candidates for the Presidency of the EUCCC, either the proposer or the seconder or both shall be from a Member State of the European Union different from that of the nominee.

The candidates for President shall be resident and be seat in the city where the EUCCC is registered.

#### **1.4 CONDUCT OF ELECTIONS**

In the event that the number of validly nominated candidates in any category is equal to or less than the number of positions to be filled in that category, the Returning Officer may declare the result without a vote. In such case, the formal declaration shall take place at the Annual General Meeting.

1.4.1 The Returning Officer shall make preparations for the conduct of a ballot in any of the three categories in which the number of validly nominated candidates exceeds the number of positions to be filled.

The Returning Officer shall cause a separate ballot paper to be printed for each category in which a ballot is required and shall be responsible for the security of such ballot papers. The Returning Officer shall also circulate the final list of validly nominated candidates in each contested category to all members of the Sectoral Working Group no less than seventy-two (72) hours before the time of the opening of the Annual General Meeting.

The order of printing of the names of the candidates on both the ballot paper and the list of candidates shall be the alphabetical order of the names of the members of the Sectoral Working Groups of which the candidates are the authorized representatives.

1.4.2 The Annual General Meeting shall first conclude its deliberation of the Annual Report of the Committee and any other business at the discretion of the Chairman, following which the Chairman shall relinquish the chairmanship of the meeting and invite the Returning Officer to take the Chair in order to conduct the elections.

The Returning Officer shall first invite the candidates to be elected unopposed in any category to speak on behalf of the candidature following which he/she shall outline the procedure for the vote. He/she will subsequently announce the result of the vote, declare the election of candidates elected unopposed in any category.

The Returning Officer shall then proceed to conduct a ballot in respect of each category in which there are more nominees than positions to be filled.

Before proceeding to issue the ballot papers, the Returning Officer must announce the hustings. He/she shall determine the format of the hustings, provided that the

arrangements are equitable and that all candidates or their representation within any category are given the opportunity to speak for an equal length of time.

1.4.3- Following the conclusion of hustings, the Returning Officer shall explain the voting system for each contested category to the Annual General Meeting and how the ballot paper for each category should be marked. He/she shall also make available to any Member of the Sectoral Working Groups that so requires a copy of Article 10 of the Articles of Association, which prescribes the voting methods to be employed. Furthermore, he/she shall invite and answer questions as to the procedure to be followed in the ballot and the correct method for casting a valid vote until he/she is satisfied that such procedure and method are clearly understood.

1.4.4 The Returning Officer shall then proceed to issue the ballot papers to the designated representatives of members of the Sectoral Working Groups present at the meeting or their proxy. The Secretary General of the EUCCC shall assist the Returning Officer in establishing the credentials of any person applying for a ballot paper and shall ensure that a register of Members of the Sectoral Working Group in good standing and entitled to vote and of their designated representatives has been approved by the ExCo in advance of the Annual General Meeting and is available for the Returning Officer's use at the Annual General Meeting.

The Returning Officer shall also cause a record to be kept of the names of those to whom ballot papers are issued (provided that nothing shall compromise the secrecy of the Ballot) and the number of ballot papers issued.

1.4.5 After the completion of the issuing of the ballot papers, the Returning Officer shall permit voters adequate time to fill out their ballot papers. Following this he shall collect the papers, announce the closure of the poll, adjourn the meeting and retire to count the votes.

1.4.6 The Returning Officer shall be assisted in the counting of votes by the Secretary General and members of the Secretariat.

The Returning Officer shall first scrutinize the ballot papers to ensure that they are legitimate and bear his signature, then count the number of legitimate papers and compare this with the record of the number of ballot papers issued. Following this, he/she shall proceed to count the votes in each contested category in the following order: President, Vice Presidents and Treasurer. He/she shall count the votes cast for each candidate in a category in accordance with the procedures and electoral system laid down for each category in the Articles (Article 10) and these By-Laws.

If there is any doubt as to the validity of a vote cast or doubt as to the intention of the vote, the Returning Officer may discuss this with those assisting him/her in the conduct of the count, but his/her interpretation of the provisions of the Articles and of these By-Law shall be final.

1.4.7 Following the scrutinizing, counting and checking of the votes, the Returning Officer shall reconvene the Annual General Meeting and announce the results of the election.

In announcing the results for each category, he shall declare the number of ballot papers issued, the number returned, the number of incorrectly marked or spoiled papers and the number of votes cast for each candidate in each round (where appropriate) as well as the name(s) of the candidate(s) elected in each category.

1.4.8 Where the Returning Officer finds evidence of serious irregularity he/she shall draw this to the attention of the Annual General Meeting. If he/she deems the irregularity sufficiently serious, he/she may at any point up to the declaration of the result halt the process of election and direct that a new ballot or election be held.

## **2. Appointment of representatives of Member States of the European Union to the Supervisory Board (the “National Representatives”) and election to the Executive Committee of three Representatives of the Member States, (The “States’ Representatives”)**

2.1 Articles 11.1 & 11.2 of the Articles-provide that each EU Member State shall nominate a representative to be a member of the Supervisory Board of the EUCCC. These representatives shall be known as the National Representatives.

2.2 Where there is a National Chamber of Commerce or a National Business Association, each Chamber or Association shall be invited to nominate its National Representative. In the absence of such Chamber or Association, the European Chamber shall invite the Ambassador to China of each such EU Member State to nominate the National Representative. For the purposes of the Articles and the By-laws, the EUCCC recognizes as a Chamber of Commerce or Business Association (in the terms of Articles 11.3 or 11.4 of the Articles) only such Chambers of Commerce or Business Associations as are approved by the Ministry of Commerce and registered with the Ministry of Civil Affairs of the PRC.

2.3 In December of each year, the present President of the EUCCC shall write to the Chairman of each European National Chamber or Business Association and invite such Chamber or Association to designate a person to be the National Representative for the following year. For European Member States which have not established or recognized a National Chamber of Commerce or Business Association, he/she shall write to each Ambassador and invite him/her to designate the National Representative. National Chambers or Associations and

Ambassadors shall be invited to notify the EUCCC of their nominee prior to 31<sup>st</sup> January of the following year.

2.4 National Representatives shall take office at the close of the Annual General Meeting following their nomination and shall serve until the close of the Annual General Meeting in the following year. There is no limit to the number of terms: that a National Representative may serve on the Supervisory Board.

2.5 National Representatives shall be entitled to attend, speak and vote at meetings of the Supervisory Board in accordance with the provisions of Articles 11.1 and 11.2 of the Articles.

2.6 In accordance with Article 12.1 of the Articles, which regulates the composition of the ExCo, the National Representatives shall also form an electoral college (the "Electoral College" hereinafter) to elect three (3) from among their own number to serve as members of the ExCo.

2.7 The three National Representatives elected by the Electoral College shall be known as the States' Representatives and they shall represent the collective interest of the National Representatives rather than the individual interest of the European member state whose National Representatives they are.

2.8 The National Representative shall meet as the Electoral College each year normally within seven days of the close of the Annual General Meeting to elect the three State Representatives.

2.9 The meeting of the Electoral College shall be convened by the President of the EUCCC and chaired by the present Ambassador of the Delegation of the European Union in China or his/her nominee. The President of the EUCCC shall be entitled to attend the meeting, but shall not vote.

2.10 The President of the EUCCC shall give no less than seven days notice of the convening of the Electoral College.

2.11 With the guidance of the Chairman, the Electoral College shall decide and regulate its own proceedings subject only to the Articles and these By-laws of the EUCCC.

2.12 The vote can be exercised by proxy: Each National Representative can exercise a maximum of 1 proxy vote.

2.13 Votes at meetings of the Electoral College may be by show of hands or by secret ballot. If a secret ballot is held, the Single Transferable Vote system shall be adopted.

2.14 The Chairman may at any time call for a secret ballot and his decision to call and the outcome of such secret ballot will be binding on its Electoral College and on the EUCCC.

2.15 The Chairman shall call for a secret ballot if one third of the voting members of the Electoral College representatives request it.

2.16 The Chairman of the Electoral College shall promptly notify the President and the Secretariat of the EUCCC of the outcome of the election and the names and contact details of the States' Representatives duly elected to serve as members of the ExCo.

2.17 States' Representatives shall take office immediately upon their election and shall serve for a one-year term. They shall be eligible for re-election, but no person shall serve more than four consecutive terms in the position of States' Representative.

2.18 When a National Representative is elected to serve as one of the three States' Representatives, the Ambassador, Chamber or Association who appoints him/her to the office of National Representative shall have the right to demand his/her resignation as the National Representative and to nominate a replacement. Resignation from the position of National Representative shall not affect or prejudice a States' Representative's right to continue to hold the office of States' Representative.

2.19 States' Representatives who are not concurrently National Representatives shall have the right to attend and speak at meetings of the Supervisory Board. They shall not, however, enjoy the right to vote.

2.20 If the position of National Representative becomes vacant by reason of the resignation of the National Representative or by other cause, the President of the Chamber shall write to the Ambassador, Chamber or Association which originally nominated the National Representative and invite him/her to nominate a successor.

2.21 If one or more of the three positions of States' Representative becomes vacant by reason of the resignation of the States' Representative or by other cause, the President shall write to the Ambassador, Chamber or Association whose National Representative he/she is or (in cases where he/she has resigned) was and invite the nomination of a substitute to serve as States' Representative for the remainder of the term of office.

2.22 In carrying out its duties under the Articles and these By-laws, the Electoral College shall bear in mind the principles of fair representation and rotation of office among nationals of EU countries noted in Articles of Association.



### **3. Election of the Vice President of the EUCCC/the Area Chairman and Area Board members**

3.1 Annual election in all Areas will be conducted to permit members resident in each area branch to elect local representatives.

3.2 The election of the Area Chair and Area Board shall be held each year, at a place and time to be determined by the Area Board. It shall be held prior to the Annual General Meeting of the EUCCC.

3.3 All Members as defined in Art. 1.3.1 of the Electoral Standing Orders (Members whose status and rights are defined in in Article 4 (Memberships) of these By-Laws, and Article 4 (Membership) and Articles 5.2 (Membership Rights) of the Articles) which have a local establishment and which have paid a subscription fee in respect of such establishment shall be entitled to vote in the election of the Area Chair and Area Board.

3.4 Only members as defined in Art. 1.3.1 of the Electoral Standing Orders (Members whose status and rights are defined in Article 4 (Memberships) of these By-Laws, and Article 4 (Membership) and Articles 5.2 (Membership Rights) of the Articles) who are in good standing with the EUCCC, namely those, which have paid membership fees for the current year and settled outstanding obligations in respect of previous years shall be entitled to vote, to stand for election, propose or second a candidate.

3.5 The election for the Area Chair, Vice Area Chairs and Area Board shall be conducted in a manner consistent with the provisions of the Articles and the procedures for the nomination of candidates, the counting of votes and other matters shall be in accordance with Article 1 of these By-laws and the Election Regulations of the EUCCC.

3.6 The President of the EUCCC or his nominee shall act as Returning Officer for the election of the Chair of the Area Board and Area Board.

3.7 The Chairman and any Member of the Area Board shall serve for two years and shall be eligible for re-election once to his/her respective position for a maximum of two (2) terms only. He/she shall take office immediately upon the declaration of his election by the Returning Officer and relinquish office on the election of his successor.

3.8 If the position of the Chairman of the Area Board becomes vacant by reason of resignation or by other reason, the ExCo shall make arrangements for the appointment of a successor to serve the remainder of the term in office, either through a by-election in the relevant Area or by co-option. Where a by-election is held it shall be conducted in accordance with the Articles of Association and with

the provisions of these By-laws. A decision to fill a vacancy by co-option shall only be taken after consultation with the Area Board. Should one member of the Area Board cease to be a member, the Area Board has the right to appoint a successor.

## **4. Memberships**

4.1 Article 4 of the Articles prescribes the criteria for Membership and methodology by which membership of the Chamber is granted by the ExCo.

The purpose of this Article 4 is to set out in more detail the process for application and granting of Membership of the EUCCC by the ExCo and to set the membership fees payable in respect of Membership.

4.2 Members of the EUCCC are required to complete a membership form (a copy of which is annexed to these By-laws in Appendix A.

4.3 The level of annual membership fees will be reviewed and set annually by the ExCo for the ensuing year. It will be announced to members no later than November 30<sup>th</sup> of the current year.

*These By-Laws are formulated by the Executive Committee under the provision of Article 19 of the Articles of Association of the European Union Chamber of Commerce in China.*

*These Bye-laws are subject to amendment or revocation only by resolution of the ExCo passed by a two-thirds majority of members present and voting at a quorate meeting. Resolutions to amend these By-laws must be tabled no less than three days before the start of the meeting at which they are to be discussed and shall be included on the written agenda circulated to all ExCo members in advance of such meeting.*

*These By-laws were revised and passed unanimously by the Executive Committee at its meeting of \_\_\_\_\_.*