

**Articles of Association  
of the European Union  
Chamber of Commerce  
in China**

## **1. Definition**

The name of the association shall be the "European Union Chamber of Commerce in China" (hereinafter referred to as the "EUCCC"). The EUCCC shall be a voluntary, corporate and autonomous private sector body, with perpetual succession that can acquire movable and immovable property rights and assume obligations, and will sue and be sued in its own name, independently of its members.

The membership and activities shall seek to cover the whole area of the People's Republic of China (hereinafter referred to as China) in its entirety, but shall be centred in Beijing. The EUCCC shall be a non-profit organisation.

## **2. Liability of Members**

The liability of the members of the EUCCC for the debts and obligations of the EUCCC shall be limited to the payment of any amount owed by them to the EUCCC under these Articles.

## **3. Objectives of the EUCCC**

3.1 The EUCCC shall represent the views of the business community of the Member States of the European Union (as constituted in accordance with the Treaty of Rome in 1957, the Treaty of Maastricht in 1992 and subsequent amending Treaties) in China.

3.2 The EUCCC shall endeavour to improve access of European business to the Chinese market.

3.3 The EUCCC shall promote a strong European Union business identity vis-à-vis the Chinese authorities and Chinese business community.

3.4 The EUCCC shall promote strong contacts with the Delegation of the European Union to China, representatives of European Member States, chambers of commerce or business associations of EU member countries in China (that is chambers of commerce established in China for the promotion of the interests of companies from one of the Member States of the European Union) as well as other business groups and chambers.

3.5 In pursuit of its activities, the EUCCC shall adhere to the principle of subsidiarity as described in Article 5 in the Treaty Establishing the European Community.

3.6 The EUCCC shall abide by Chinese laws and regulations.

3.7 The resources of the organisation are membership fees.

## **4. Membership**

4.1 Membership of the EUCCC and its sectoral working groups is accorded at the sole discretion of the Executive Committee ("ExCo").

4.2 Members are:

4.2.1 A corporate member is one that joins as a commercial entity. Commercial entities refer to the represented organisation or subsidiary organisation lawfully established in China by foreign enterprises or other economic organisations.

4.2.2 individuals who are citizens of the European Union that fulfill the required relevant rules and regulations to reside in China and be a member of the European Chamber;

provided that:

a) they have been granted membership by the ExCo, after written application; and

b) they have paid the due subscription fee.

4.3 A Corporate member may appoint a person to represent it in activities relating to the EUCCC by informing the ExCo in writing of such appointment.

4.4 Members of the EUCCC's sectoral working groups are the appointed corporate members and individual members, who have been granted membership of a sectoral working group by the ExCo, after written application.

4.5 Honourary president and Honourary Members

4.5.1 The Honourary President of the EUCCC shall be the duly appointed Head of Delegation of the European Union to China.

4.5.2 Honourary members are:

4.5.2.1 The duly appointed ambassadors of European Union Member States in China; or

4.5.2.2 Any person, partnership, corporation or entity invited by the ExCo, which has made a distinguished contribution in furthering the purposes of the EUCCC.

## **5. Membership rights**

5.1 All members have the right to:

5.1.1 Participate in and be heard at the Annual General Meeting of the EUCCC;

5.1.2 Participate in activities held for members of the EUCCC; and

5.1.3 Invite guests to activities, which require invitation by members.

5.1.4 Propose and second any resolution in accordance with 9.4;

5.1.5 Vote on any resolution or motion in general meetings. Each member entitled to vote shall be entitled to cast one vote. The vote of a corporate member shall be cast by its nominee or proxy in a form determined by the ExCo. The vote of an individual member shall be cast by the individual member or by proxy in a form determined by the ExCo;

5.1.6 Be nominated for election as president, vice president and treasurer, provided however a) that individual members shall not have the right to be candidates for such positions and for the liaison office chair, but can be candidates as members of a liaison

office board upon express and prior approval by ExCo b) that the president shall be a representative of a corporate member of the European Union. Corporate members shall hold office in their individual capacity and not in the capacity of corporate member representative. The corporate member's employer does not have the right to appoint a substitute to replace the elected corporate nominee; and

5.1.7 Cast votes in the election of the president, vice presidents and treasurer in accordance with 10.3 and 10.4. The vote of a corporate member shall be cast pursuant to Art. 7.1 hereof.

5.2 The honorary president has the right to participate and be heard in meetings of the Supervisory Board and to appoint a person from the European Union Delegation to represent him during these meetings.

## **6. Termination of Membership**

Membership shall be terminated:

6.1 By resignation in writing to the ExCo signed by the member.

6.2 When the member has failed to pay the subscription fee within one month of giving a second notice.

6.3 By a resolution of expulsion passed by an affirmative vote of two-thirds (2/3rds) majority of the members of the ExCo present at a meeting held in accordance with these Articles. A member may be expelled only if it has seriously violated the interests of the EUCCC.

## **7. Annual General Meeting**

7.1 The Annual General Meeting of the members of the EUCCC shall be held prior to 31<sup>st</sup> May in each and every year on such date as the ExCo shall deem advisable. The Annual General Meeting shall be called with at least fourteen days' notice. The notice shall specify the place, date and time of the meeting and in case of special business, the general nature of that business. Such meeting and elections—if any—can also be held by conference call and/or e-voting in a fashion determined as appropriate by the ExCo.

7.2 The Annual General Meeting shall receive the annual report of the president, the annual reports of the chairs of the sectoral working groups and the annual statement of the treasurer as of the 31<sup>st</sup> day of December of the previous year.

7.3 The Annual General Meeting shall, as the case will be:

7.3.1 Elect the president, three (3) vice presidents and the treasurer of the EUCCC.

7.3.2 Vote on all resolutions.

## **8. Extraordinary General Meetings**

8.1 All general meetings of members other than the Annual General Meeting shall be called Extraordinary General Meetings.

8.2 Extraordinary General Meetings may be convened by:

8.2.1 The ExCo whenever it sees fit.

8.2.2 The ExCo on a written request made by any five (5) chairs of the sectoral working groups.

8.3 An Extraordinary General Meeting shall be called with at least fourteen days' notice. The notice shall specify the place, date and time of the meeting as well as the general nature of the business of the meeting. Such meetings can also be held by conference call and/or e-voting in a fashion determined as appropriate by the ExCo.

## **9. Proceedings at General Meetings of Members**

9.1 Ten per cent of the corporate members with a voting right present, either in person, by conference call, by proxy or voting through e-voting in a fashion determined as appropriate by the ExCo, at a general meeting shall form a quorum. If, within fifteen minutes from the time specified for the meeting, a quorum is not present, the meeting, if convened upon the request of the members, shall be dissolved. In any other cases, the meeting shall be adjourned and re-scheduled. The specific proxy terms and conditions shall be set forth by the ExCo in the By-laws of EUCCC.

9.2 The president or, in his absence, a vice president of the EUCCC shall preside as chair at every general meeting of members of the EUCCC. The honorary president or his representative shall chair meetings at which the presidency of the EUCCC is up for election. If the president is not present within fifteen minutes from the time specified for the meeting, the members present shall choose a member of the ExCo to chair the meeting.

9.3 A resolution put to the vote of the members shall be decided by a simple majority of votes. In case of a tied vote, the chair of the meeting shall be entitled to a second or casting vote. The chair shall decide when the vote on resolutions shall be conducted by secret ballot instead of by a show of hands.

9.4 A resolution may be proposed by any member of a sectoral working group, provided that such a member has obtained written support from no less than one per cent of the members who are entitled to vote.

9.5 The ExCo shall keep written minutes of every general meeting of EUCCC members.

## **10. Election of President, Vice Presidents and Treasurer**

10.1 Nominations shall be submitted to the ExCo a minimum of seven days before the election is scheduled to take place.

10.2 The election for the positions of president, vice presidents and treasurer shall be conducted by secret ballot.

10.3 Separate elections shall be held for the elections of the president and the treasurer. Votes shall be cast under the system known as 'alternative vote', by which voters rank candidates in order of preference. Should no candidate succeed in achieving an overall majority of first preferences (50 per cent of valid votes cast plus one), the candidate who

received the lowest number of votes shall be eliminated and his votes redistributed to the next preference in these votes. 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 to any second nominee in these votes. This process shall continue, until one candidate has achieved an overall majority. In the event of a tie, the chair of the meeting shall have a second or casting vote.

10.4 For the election of the three (3) vice presidents that are to be elected at Annual General Meeting, the votes shall be cast under the system known as 'multiple voting system'. Each voting member shall have three (3) votes, which shall be expressed by placing an 'X' next to the names of up to three (3) candidates. The three (3) candidates with the most votes shall be declared elected to the positions of vice presidents. In the event of a tie, the chair of the meeting shall have a second or casting vote.

10.5 Each liaison office board shall have a liaison office chair elected pursuant to Art. 16 hereof. For a liaison office board (as defined in Article 16.1 below) of the EUCCC, which has more than 10 per cent of the members of the EUCCC—as defined in Art. 4.2 hereof—as of 31<sup>st</sup> December of the previous year, the chair ('**liaison office chair**') of such a liaison office board—as elected by the members resident in the liaison offices for such liaison office board—will become an ExCo voting member and will serve as the vice president of the ExCo, and such liaison office board shall have a maximum of two vice liaison office chairs elected pursuant to Art. 16 hereof. This vice president can nominate a substitute in the event the vice president cannot attend the ExCo meeting and he/she will have the right to speak but not to vote at meetings of the ExCo.

10.6 A liaison office board which has less than 10 per cent of the members of the EUCCC—as defined in Art. 4.2 hereof—as of 31<sup>st</sup> December of the previous year, shall have a maximum of one vice liaison office chair elected pursuant to Art. 16 hereof, or a maximum of two vice liaison office chairs in the event that more than one permanent office is established in such liaison office, as approved by the ExCo. The ExCo may co-opt such liaison office chair to serve as a non-voting member of the ExCo. Such a non-voting member will have the right to speak at meetings of the ExCo and could give a proxy to the liaison office vice chair to participate in the ExCo in case he/she is not able to participate.

10.7 The ExCo may co-opt up to a maximum of five (5) members to join the ExCo as is required and upon proposal of the president. Such co-opted members shall be entitled to speak at meetings of the ExCo, and shall not be entitled to vote. Furthermore, the ExCo, upon approval of the president, may also invite the liaison office chairs to join the ExCo meetings.

10.8 A president standing for re-election can be re-elected only if he/she succeeds in achieving a fifty per cent plus one vote majority of first preferences. If he/she does not receive a fifty per cent plus one vote overall majority of first preferences, his/her votes shall be redistributed to any second nominee in these votes. If after this stage, no candidate achieves an overall majority, the remaining candidate with the lowest number of votes shall be eliminated, and his/her votes redistributed to the next valid nominee. This process shall continue, until one candidate has achieved an overall majority. In the event of a tie, the chair of the meeting shall have a second or casting vote.

10.9 A candidate or member of the sectoral working groups having a complaint about the conduct of an election may within seventy-two (72) hours of the close of the Annual

General Meeting at which the result of the election is declared file a written complaint or allegation. Such a complaint or allegation shall be addressed to the ExCo of the EUCCC.

The ExCo shall then appoint an election tribunal to investigate any complaints or allegations received. Such election tribunal shall normally be chaired by a former president of the EUCCC and have two other members who shall normally be members of the sectoral working groups who have previously served but are not currently serving on the ExCo of the EUCCC.

The election tribunal shall meet to consider the complaints or allegations, investigate them, prepare a report on their veracity and the propriety of the conduct of the elections and recommend that the result of the election to any or all categories be upheld or set aside and a new election called. It may also make recommendations on sanctions or punishments to be imposed on those it considers having behaved improperly in the conduct of the elections. Such report shall be submitted to a general meeting of the EUCCC, which shall decide by resolution to accept or amend the conclusions and recommendations of the election tribunal's report.

## **11. Supervisory Board**

11.1 The Supervisory Board represents the European Business communities based in China and consists of one representative per member state (the National Representatives), in addition to the president of the EUCCC, the ambassador of the Delegation of the European Union in China or his nominee, and the secretary general further than one representative of the business community of each Member State of the European Union, appointed in accordance with the procedure described in 11.3 and 11.4.

11.2 For European Member States that have established a chamber of commerce or business association in China, such chamber of commerce or business association shall be asked to appoint a representative of the business community of that State. Such chamber of commerce or business association may appoint any person it deems fit to represent it. If not a member of the EUCCC yet, the nominee should join the EUCCC before the Annual General Meeting.

11.3 For European Member States that have not established a chamber of commerce or business association in China, the ambassador to China of that state shall be asked to appoint a suitable representative.

11.4 Three states' representatives of the member states (the states' representatives) shall be elected as members of the ExCo.

## **12. Executive Committee**

12.1 The ExCo shall consist of:

a) voting members of the ExCo: the president, the vice presidents elected pursuant to Article 10.4 and Article 10.5, the treasurer, the three states' representatives appointed in accordance with Article 11.4 and the secretary general; and

b) non-voting members of the ExCo, who shall have the right to speak: the co-opted liaison office chairs pursuant to Art. 10.6 hereof and/or the members co-opted pursuant to Art. 10.7 hereof.

12.2 Each term of office for the president, the vice presidents and the treasurer shall be two years and each of the president, vice presidents and treasurer shall be eligible for a maximum of two consecutive terms. After holding office as vice president or treasurer for a maximum two terms, a person is still eligible for election as president for two terms.

12.3 Insofar as practically possible, the members of the EUCCC shall reasonably endeavour to ensure that the presidency be regularly rotated among the respective Member States of the European Union.

12.4 If any of the positions of president, vice president and treasurer become vacant during the course of the term by resignation or by any other reason, any such position shall be filled by members of the sectoral working groups appointed by the ExCo. Any person so appointed shall retire at the next general meeting holding elections following his/her appointment and shall be eligible for election, and the relevant vacancy shall be filled by way of by-election at such general meeting, according to the provisions of the By-Laws pursuant to Art. 12.2. In case of vacancies of states' representatives, such vacancies shall be substituted by the Supervisory Board in accordance with the voting procedures set forth in Article 2.21 of the By-laws of the EUCCC.

12.5 A member of the ExCo or of a liaison office board shall cease to hold office:

12.5.1 If the company he/she is attached to ceases to be a member of the EUCCC.

12.5.2 If he/she gives the ExCo one calendar months' notice of resignation in writing.

12.6 Any member of the Supervisory Board or ExCo who has failed to attend three consecutive meetings of the Supervisory Board or ExCo shall be deemed to have resigned unless such absence has been permitted by and subsequently ratified by the ExCo. No member of the Supervisory Board or the ExCo shall be granted absence longer than six months.

12.7 In the case of a member ceasing to hold office in the EUCCC, the EUCCC shall not refund the membership fee (or any part of it) to the member.

12.8 The ExCo shall:

12.8.1 Examine and rule on applications for membership of the EUCCC.

12.8.2 Determine the rights and scope of the sectoral working groups, establish, and abolish sectoral working groups, and assess that the members of the sectoral working groups are in conformity with the common interests of the members of the EUCCC.

12.8.3 It is the responsibility of the secretary general to ensure that the annual report of the president, the annual reports of the working group chairs and the annual statement of the treasurer are prepared before the Annual General Meeting of the EUCCC. The ExCo will finally approve the respective reports before they are submitted or released to the public.



12.8.4 Approve the leasing of office premises for the secretariat of the EUCCC or cancel such lease.

12.8.5 Ensure the day-to-day operation of the EUCCC is effected through the secretary general in accordance with the requirements of the ExCo.

12.8.6 Appoint and dismiss the secretary general.

12.8.7 Ensure that the EUCCC complies with all relevant Chinese laws and regulations.

12.8.8 Ensure that necessary measures are taken to facilitate the correct functioning of a working group, with the possibility of the working group selecting a new chair should the incumbent chair of the working group not perform their duties according to the indications of the ExCo.

12.9 Only when and if instructed by the members in a general meeting may the ExCo:

12.9.1 Purchase, sell or transfer, any immovable property, or assign any right to use the immovable property of the EUCCC; or

12.9.2 Agree to borrowings from any person, company or institution.

### **13. The Proceedings of the Supervisory Board and the Executive Committee**

13.1 The Supervisory Board shall meet not less than twice each year. The ExCo shall meet not less than six times each year.

13.2 Ten members personally present at a meeting of the Supervisory Board and three members present at a meeting of the ExCo shall form a quorum.

13.3 The president convenes and sets the agenda for meetings of the Supervisory Board and the ExCo. Any other member of the Supervisory Board or the ExCo may, with the written support of two other members, convene a meeting.

13.4 All issues raised at any meeting shall be decided by a majority of votes and in case of equality of votes, the president shall have a second or casting vote.

13.5 The secretary general or secretarial assistant appointed by the ExCo for such purpose shall have the right and the obligation to attend all meetings of the Supervisory Board and the ExCo.

13.6 The ExCo shall keep written minutes of every meeting of the ExCo and the Supervisory Board.

### **14. Sectoral Working Groups**

14.1 The sectoral working groups shall consist of at least six (6) corporate member nominees or individual members of the EUCCC who share common interests by virtue of e.g. their field of business. The sectoral working groups shall meet not less than twice each year.

14.2 The members of such sectoral working groups shall elect the chair of their group in the first quarter of each calendar year.

14.3 Three members of a sectoral working group present at the meeting shall form a quorum.

14.4 The chair of each sectoral working group shall be responsible for preparing an annual report describing the market access hindrances facing the sector, the activities of the group and the plans for future steps.

14.5 Any business manager, appointed by the secretary general or general manager, shall have the right and obligation to attend all meetings of the sectoral working groups.

### **15. Responsibilities of the Executive Committee and of the President of the Executive Committee**

15.1 The president is responsible for the correct operations of the ExCo

15.2 The ExCo will be the ultimate authority to ensure the EUCCC complies operationally with these Articles of Association and the By-Laws of the EUCCC.

15.3 The ExCo will be responsible for the mission statement and general strategy of EUCCC. The operational responsibility will be delegated to the secretary general with the ExCo retaining responsibility for approving applications for membership of the EUCCC.

15.4 The ExCo will ensure the financial viability of the EUCCC, approve the budget and allocate advisory membership income to further develop the EUCCC. It will approve the annual budget as presented by the treasurer.

15.5 The ExCo will determine the rights and scope of the sectoral working groups, establish and abolish sectoral working groups, and appoint such appropriate members of the sectoral working groups as are in conformity with the common interests of the members of the EUCCC.

15.6 The ExCo will ensure 'National' lobbying is targeted at the relevant Chinese and European authorities and is implemented effectively.

15.7 The ExCo will approve guidelines for the content, style and lay out of the annual Position Paper.

15.8 The ExCo will approve the format/style of the Business Directory, website and monthly magazine to ensure they reflect the professional image of the EUCCC.

15.9 The ExCo will formulate the media policy of the EUCCC.

15.10 The ExCo will approve the responsibilities and competences of the liaison office board to ensure the EUCCC maintains its focus as the 'voice of European business in China'.

15.11 Should the chair of a sectoral working group not perform his or her duties the ExCo has the right to dismiss the chair and have the sectoral working group elect a new chair.

## **16 Liaison office Board**

### 16.1 Liaison office Board

16.1.1 The EUCCC shall be a national and unified chamber under Chinese law. The ExCo shall approve in advance the creation from time to time by the members of a geographical liaison office within China of a liaison office board, The liaison office board will comprise five (5) members, which may be increased to a maximum of seven (7) upon the ExCo's approval in respect of liaison offices with over 10 per cent of the members of the EUCCC. If less than five (5) members are elected, the liaison office board shall operate with a minimum of three (3) elected members. Such members will be elected at the liaison office board elections. The liaison office board shall meet not less than six (6) times per year and shall keep written minutes of the meeting which shall be forwarded to the secretary general for inclusion in the agenda of ExCo meetings. In the event that any member of the liaison office board does not attend three (3) consecutive meetings, the liaison office board shall consult with the respective member of the liaison office board on the possibility of future contributions or resignation, if attendance at the liaison office board meetings cannot be assured.

The liaison office chair may invite or co-opt the chairs of the sectoral working groups to be non-voting members of the board or to attend any given meeting of the liaison office board. There shall be a maximum of two co-opted members.

### 16.2 Election

16.2.1 The election for the liaison office chair shall be conducted by secret ballot. The 'alternative vote' method shall be employed under which voters rank candidates in order of preference. Should no candidate succeed in achieving an overall majority of first preferences (50 per cent of valid votes cast plus one), the candidate who received the lowest number of votes shall be eliminated and his/her votes redistributed to the next preference in these votes. If after this stage, no candidate achieves an overall majority, the remaining candidate with the lowest number of votes shall be eliminated, and his/her votes redistributed to any second nominee in these votes. This process shall continue, until one candidate has achieved an overall majority. In the event of a tie, the chair of the meeting shall have a second or casting vote.

16.2.2 For election of the liaison office vice chairs, the votes shall be cast under the system known as the 'multiple voting system'. Each voting member shall have a number of votes equal to the number of liaison office vice chairs to be elected, which shall be expressed by placing an 'X' next to the names of candidates up to the maximum number of votes. The candidates corresponding to prescribed number of seats with the most votes shall be declared elected to the positions of liaison office vice chairs. In the event of a tie, the chair of the meeting shall have a second or casting vote.

### 16.3 Membership

The strategy for the development of membership of liaison offices will be developed on a local basis, in line with overall EUCCC strategy.

### 16.4 Financial Viability

In conjunction with the general manager the liaison office board shall propose an annual budget for submission to the secretary general. The secretary general is responsible for submission of the proposed consolidated EUCCC budget to the treasurer who will present it to the ExCo. The budget has to reflect the size and number of members in the EUCCC and the targets set for the local chapters in the respective financial year. Any change in the proposed budget, after submission, has to be discussed and agreed upon with the liaison office board.

#### 16.5 Secretariat Staff Issues

The general manager of the local chapter will be appointed by the secretary general after consultation and agreement with the liaison office board. This will be done in line with the local budget and any other EUCCC salary and benefits policy. The general manager will update the liaison office board on local chapter staff issues.

#### 16.6 Events

The liaison office board members will be updated by the secretariat on the events calendar and will provide suggestions for local events to take place during the year.

#### 16.7 Local Advocacy Activities

Members of the liaison office board will represent the EUCCC at meetings with the local Chinese authorities and visiting EU officials when available. The tentative plan of the liaison office advocacy activities shall be provided to the secretary general at the beginning of each month.

A liaison office board may also assign liaison office board members to implement particular functions, such as for the development of the relevant liaison office chapter in certain industries, cities etc.

A liaison office board may set up internal liaison office advisory committees that will provide advice and support to the liaison office board for the active development of the liaison office activities and liaison office members. Such advisory boards shall have no decision and no representation powers and shall act purely in an advisory capacity.

#### 16.8 Working Groups

In order to build synergies between the liaison office board and the sectoral working groups of the EUCCC, newly elected liaison office board members will attend a minimum of one (1) sectoral working group meeting within the first three months of their respective election, where there are sectoral working groups in the liaison office.

#### 16.9 Liaison Office Elections

The liaison office board will decide on the date and time of the liaison office elections and ensure they are held according to the provisions of the Articles of Association and the By-Laws of the EUCCC, including preparation of the annual report on activities of the liaison office.

## **17. Responsibilities of the Secretary General**

The Secretary General of EUCCC shall perform the following duties and responsibilities:

17.1 Provide operational support to the ExCo to ensure the EUCCC maintains the competencies and responsibilities needed to execute its strategy.

17.2 Be responsible for the promotion and execution of the strategy of the EUCCC and the implementation of the decisions of the ExCo.

17.3 Act as main point of reference for high-level/quality relationships with Chinese Ministries and the EU Delegation/European commission, as well as local Chinese and National European/Non-Chinese authorities to further promote advocacy in both China and Europe.

17.4 Together with the president of EUCCC, act as media spokesperson for the EUCCC.

17.5 Ensure that the EUCCC complies with all relevant Chinese laws.

17.6 Ensure the integrity of financial reporting to meet internal and external audit requirements.

17.7 Be solely responsible for the operations, the management of the head office of the EUCCC in Beijing and the supervision and control of the overall management of the EUCCC, including local chapters in China and abroad.

17.8 Provide guidance and supervision to the staff as to how to achieve overall standards in keeping with the EUCCC's objectives.

17.9 Sign lease contracts concerning the premises for the secretariat of the EUCCC or cancel such lease contracts.

## **18. Notices**

18.1 Notices shall be sent by the EUCCC to each member of the sectoral working groups by email, fax or mail.

18.2 Notices shall also be sent to the chambers of commerce or business associations of the respective EU member countries, and, if none exists, to the embassies.

18.3 The members of the sectoral working groups shall notify the ExCo in writing of their addresses in China, and such addresses shall be deemed as the addresses within the meaning of Article 18.1.

18.4 Where a certain number of days' notice is required to be given, neither the day of giving nor, if the notice is to convene a meeting, the day of the meeting, shall be included in such number.

## **19. By-Laws**

The ExCo shall have the right to formulate, amend and abolish by-laws directing the affairs of the EUCCC, provided that such by-laws do not conflict with these Articles.

## **20. Amendment of these Articles**

No amendment of these Articles shall be made except when a notice of at least twenty-eight days has been given specifying the requested amendment and such amendment has been adopted at a general meeting of members of the EUCCC. The amendment must be approved by a majority of two thirds of the members present at the meeting in person, by proxy, by conference call or by voting via e-voting in a fashion determined as appropriate by ExCo, provided that twenty-five per cent of the members entitled to vote are present at the meeting in person or by proxy or by conference call or are e-voting.

## **21. Dissolution**

21.1 No meeting shall consider or vote upon the dissolution of the EUCCC unless a notice of at least twenty-eight days specifying the intention of such dissolution has been given. The resolution for such dissolution shall have been passed by a majority of two-thirds of those present at the meeting in person or by proxy or voting via e-voting in a fashion determined as appropriate by ExCo, provided that fifty-five per cent of the members entitled to vote are present at the meeting in person or by proxy or by conference call or are e-voting.

21.2 If after the dissolution of the EUCCC there remains any assets or property after the satisfaction of all its debts and liabilities, such property or assets shall not be distributed among its members but will be transferred to such other non-profit making organisations having objects similar to those of the EUCCC as shall be determined by the members of the EUCCC.

## **22. Address of the EUCCC**

The Address of the EUCCC shall be as follows:

C-412, Beijing Lufthansa Center  
50 Liangmaqiao Road  
Chaoyang District  
Beijing 100125  
People's Republic of China

Phone: 6462 2066

Fax: 6462 2067

## **23. Validity**

23.1 These Articles of Association shall go into effect when discussed and approved by the general meeting of the EUCCC, and finally approved by relevant Chinese registration and management authorities.

23.2. These Articles of Association exist in both Chinese and English versions. In the event that there are inconsistencies between the English and Chinese text, the Chinese version shall prevail.

Presented and approved at the Annual General Meeting on 27 April 2016.