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### **CanCham Shanghai AGM Voting Procedure**

The AGM will include an election for the Board of Directors of CanCham, thus we encourage all members to attend the meeting and vote. The Board of Director are elected to represent membership and to grow trade between companies in Canada and China. The Chamber of Commerce solicits a board with a wealth of China experience seeking to lend their support to the Canadian business community.

**Please read the following carefully to better understand CanCham AGM procedures for the 2019 Board of Directors Elections:**

#### **MEMBERS OF THE BOARD**

- The Board of Directors shall consist of ten (10) elected members, one (1) appointed treasure, and one (1) ex-officio member.
- The ten (10) elected members of the Board of Directors shall be elected by voting members of the Chamber at the Election AGM and shall serve until the next Election AGM.
- The one (1) ex-officio member of the Board of Directors, who shall also be the Vice Chair (Ex Officio), shall be the Senior Trade Commissioner of the Canadian Consulate General in Shanghai.
- The ex-officio member and the treasure shall have no voting rights at a meeting of the Board of Directors.
- Elected members of the Board of Directors shall serve a two (2) year term immediately following an Election AGM. After completion of their first term, each Board member may stand for election for a second term should they so wish.
- Elected members of the Board of Directors may not serve on the Board of Directors for more than two (2) consecutive full terms.
- The Executive Director of the Chamber shall be granted one vote at all Board Meetings, AGM and EGM.

#### **DUTIES OF THE BOARD OF DIRECTORS**

- The Board of Directors shall be the highest authority of the Chamber. The duties of the Board of Directors are to oversee and make decisions with respect to the programs sponsored by the Chamber and other activities of the Chamber, and to make decisions on matters affecting the Chamber at AGM.
- The Board of Directors shall act in accordance with the wishes of the Chamber as expressed in an AGM or EGM and shall remain subordinate to the AGM.



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- The outgoing Board of Directors shall meet the incoming Board of Directors at the first Board Meeting held following an Election AGM to ensure organizational continuity and good governance of the Chamber after the election.

#### **DIRECTOR NOMINATION PROCESS**

- The Board shall coordinate the nomination of candidates for election to the Board of Directors at an Election AGM. Each nomination must be signed by three voting members in good standing. The Executive Director or his/her designate shall keep the Board informed of all nomination activities and shall present a list of nominees in writing to the Board at least (35) calendar days to the date of the Election AGM. The Executive Director of the Chamber shall distribute the nominations to members at least (30) calendar days prior to the time and date of the Election AGM.
- Nominees for the **Treasurer** must possess a valid CPA licensed in Canada and has similar experience in managing the financial operations of a non-profit organization. The Treasurer shall supervise the Executive Director in his /her accounting responsibilities, shall audit the accounting records regularly during the year and shall report the results to the Board. (Please contact [helene@cancham.asia](mailto:helene@cancham.asia) if you are interested in this position)
- Nominations submitted by the Board shall stand at the Election AGM

#### **Qualifications for Elected Members of the Board of Directors**

- Only Voting Representatives for Corporate Members, Voting Representative for Associate Members, Voting Representatives for Government & Trade Association Members, or Individual Members are qualified to run for the Board of Directors of the Chamber.

#### **Officers of the Board.**

- Officers of the Board shall be elected to a two (2) year term and shall hold the same office for not more than two (2) full consecutive terms.

**For general inquiries, please contact Stella Jiang at [stella@cancham.asia](mailto:stella@cancham.asia).**

#### **VOTING RIGHTS**

**You may vote if you are either an Individual member or the voting representative of a Platinum, Corporate, Government & Trade Association or Academy member. Young Professional members must be present at the AGM to vote. Proxy votes or absentee ballots from YP members will not be counted.**

**Canapé, free flow coffee, tea, and soft drinks will be available, as well as a cash bar. This event is free to CanCham members. Non-members may not vote.**