

**CONSTITUTION OF
THE CANADIAN CHAMBER OF COMMERCE IN SHANGHAI**

ARTICLE I NAME

This organization shall be known as “The Canadian Chamber of Commerce in Shanghai” in English and “加中营销策划（上海）有限公司” in Chinese and is hereinafter referred to as “the Chamber”.

ARTICLE II REGISTERED ADDRESS

The office of the Chamber will be located in Shanghai at the following address or such other address in Shanghai as determined by the Board of Directors from time to time, and registered with the Civil Affairs Bureau:

Room 403, 327 Jiajian Road,
Malu Town, Jiading, Shanghai
上海市嘉定区马陆镇嘉戩公路 327 号 403 室

ARTICLE III OBJECTIVES

1. To promote the development of trade, commerce and investment between Canada and the People's Republic of China.
2. To provide a forum in which the Canadian business community in China can identify and discuss common commercial issues in China.
3. To represent, express and give effect to the views of the Canadian business community in China regarding trade, investment, finance, industry and related matters.
4. To work with Chinese organizations, governmental departments and the Chinese business community on matters of mutual interests.
5. To maintain relations with other independent business associations and organizations where the Chamber sees fit.
6. To engage in all lawful activities as may be incidental or conducive to the attainment of the foregoing objectives.

ARTICLE IV MEMBERSHIP

The membership shall consist of Corporate, Associate, Academic, Government & Trade Association, Individual, Young Professionals and Honorary Members. The Chamber shall be international in its character and, subject to the provisions of Chinese law, shall be open to persons of all races and nationalities.

Section A – Types of Membership

1. Corporate Membership

Corporate Membership shall be open to corporations, partnerships, sole proprietorships or other legal entities formed, founded, or incorporated in Canada, which have an establishment or regional representative in China.

PROPOSED NEW ADDITION:

2. Platinum Corporate Membership

Corporate Membership shall be open to corporations, partnerships, sole proprietorships, Founders or other legal entities formed, founded, or incorporated in Canada, having significant business presence in China and which have an establishment or regional representation in China and in Canada. Platinum Membership fee will be set at a material premium to Corporate Membership. Platinum Corporate Members will be substantial contributors to the Chamber with their ongoing suitability being reviewed, and approved, annually by the Board of Directors.

3. Associate Membership

Associate Company Membership shall be open to corporations, partnerships, sole proprietorships or other legal entities formed, founded, or incorporated outside Canada, subject to the relevant provisions of Chinese law, and which have demonstrated links to or interest in Canada. Associate Membership shall only be by invitation of the Board of Directors of the Chamber.

4. Academy Membership

Academy Membership shall be open to educational institutions who are engaged in activities in China which are, in the opinion of the Board of Directors of Chamber, consistent with the objectives of the Chamber.

PROPOSED CHANGE:

5. Individual Membership

Individual Membership shall be open to any individual with good standing residency in China and who is a Canadian citizen or a Canadian Permanent Resident . The individual shall be engaged in activities in China which are, in the opinion of the Board of Directors of the Chamber, consistent with the objectives of the Chamber.

ORIGINAL VERSION:

5. Individual Membership shall be open to any individual of non-Chinese nationality and who is a Canadian citizen or Canadian Landed Immigrant with good standing residency in China. The individual shall be engaged in activities in China which are, in the opinion of the Board of Directors of the Chamber, consistent with the objectives of the Chamber.

PROPOSED NEW ADDITION:

6. Individual Associate Membership

Individual Associate Membership shall be open to any individual with good standing residency in China who is neither a Canadian citizen nor a Canadian Permanent Resident. The individual shall be engaged in activities in China which are, in the opinion of the Board of Directors of the Chamber, consistent with the objectives of the Chamber.

7. Young Professional Membership

Young Professional Membership shall be open to an individual who is between twenty- one (21) and twenty-eight (28) years of age with good standing residency in China and who is a Canadian citizen or a Canadian Permanent Resident . The individual shall be engaged in activities in China which are, in the opinion of the Board of Directors of the Chamber, consistent with the objectives of the Chamber.

PROPOSED NEW ADDITION:

8. Young Professional Associate Membership

Young Professional Membership shall be open to an individual who is between twenty- one (21) and twenty-eight (28) years of age with good standing residency in China and who is neither a Canadian citizen nor a Canadian Permanent Resident. The individual shall be engaged in activities in China which are, in the opinion of the Board of Directors of the Chamber, consistent with the objectives of the Chamber.

9. Honourary Membership

Honourary Membership shall be open to individuals selected by the Board of Directors of the Chamber. Honourary Members shall be entitled to all the privileges enjoyed by Individual Members, except as hereinafter provided, and exempt from Membership Fees.

PROPOSED NEW ADDITION:

10. Government and Trade Association

This membership type is for Canadian federal, provincial or municipal government bodies, government representatives, crown corporations or trade associations whose role and objectives are to promote and support Canadian interests in China.

11. Other Types of Membership

The Board of Directors of the Chamber shall have the right to create other types of membership as it sees fit. section B – Determination and Acknowledgement of Membership

1. All membership applications are subject to review and approved by the Board of Directors of the Chamber.
2. A membership application form shall contain the name(s), address, citizenship, business activity and occupation of the candidate(s). Applications for membership shall be sent to the Executive Director of the Chamber.
3. Any change in classifications of membership listed above shall be determined by the Board of Directors of the Chamber.
4. The Executive Director of the Chamber shall present all new membership applications for consideration at the first Board

meeting occurring after the application is received. Once approved new member(s) shall be announced in each issue of the Chamber's newsletter.

Section B – Membership Fees

1. Membership fees shall be paid to the Chamber at the same time the membership application is submitted.
2. Membership fees are payable annually and are non-refundable once paid.
3. The Board of Directors of the Chamber shall have the right to review and determine membership fees at any time.

Section C – Resignation

1. In order to resign a membership, written notice must be given to the Executive Director of the Chamber.
2. The Executive Director of the Chamber shall report the resignation of any membership at each meeting of the Board of Directors.

ARTICLE V VOTING RIGHTS

PROPOSED CHANGE:

Section A – Corporate and Platinum Corporate Membership

1. Each Corporate and Platinum Corporate Member Company may nominate up to three persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the Corporate Member as its Voting Representative, as hereinafter defined. Voting Representative must reside in China.
2. Each Corporate Member is allocated five (5) votes through the person it designates as the Voting Representative..
3. Each Platinum Corporate Member is allocated ten (10) votes through the person it designates as the Voting Representative.

ORIGINAL VERSION:

Section A – Corporate Membership

1. Each Corporate Member Company may nominate up to three persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the Corporate Member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizens or Canadian Landed Immigrants unless the Corporate Member Company does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
2. Each Corporate Member shall exercise one vote through the person it designates as the Voting Representative. Each Corporate Member is allocated 5 votes.

Section B – Associate Membership

1. Each Associate Member Company may nominate up to three persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the Associate Member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizens or Canadian Landed Immigrants unless the Associate Member does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
2. Each Associate Member shall exercise five (5) votes through the person it designates as the Voting Representative.

Section C – Individual Membership

Each Individual Member shall be entitled to one vote and the same voting rights as other voting members at any meeting of the Chamber.

PROPOSED NEW ADDITION:

Section D – Individual Associate Membership

Each Individual Associate Member shall have no voting rights at any meeting of the Chamber and shall not be eligible to serve on the Board of Directors of the Chamber.

PROPOSED CHANGE:

Section E – Young Professional and Young Professional Associate Memberships

Young Professional and Young Professional Associate Members shall have no voting rights at any meeting of the Chamber and shall not be eligible to serve on the Board of Directors of the Chamber..

ORIGINAL VERSION:

Section D – Young Professional Membership

Young Professional Members shall have no voting rights at any meeting of the Chamber and shall not be eligible to serve on the Board of Directors of the Chamber. Young Professional members may be eligible to serve on the board of directors of the Chamber upon the successful purchase and upgrade to an individual membership.

Section F – Honourary Membership

Honourary Members shall have no voting rights at any meeting of the Chamber and shall not serve on the Board of Directors of the Chamber.

PROPOSED NEW ADDITION:

Section G – Government and Trade association

1. Each Government and Trade Association may nominate up to three persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by each Government and Trade Association as its Voting Representative, as hereinafter defined. Voting Representatives must reside in China.

2. Each Government and Trade association shall exercise five (5) votes through the person it designates as the Voting Representative.

Section H – Absentee Ballot:

Voting members may submit their signed absentee ballots in writing via letter or email, directly to the Executive Director of the Chamber and members of the election committee, at least 24 hours prior to the time and date of the meeting at which such vote is to be exercised.

ARTICLE VI MEETINGS OF THE CHAMBER

Section A – Annual General Meeting

PROPOSED CHANGE:

1. An Annual General Meeting at which an election of the Board of Directors will be held (“Election AGM”) or, an Annual General Meeting, (together with an Election AGM is hereinafter referred to as an “AGM”), will be held before March 31st each year (as external circumstances allow) and three (3) weeks advance written notice shall be given to the membership. Non-voting members are welcome to attend the AGM as observers.

ORIGINAL VERSION:

1. An Annual General Meeting at which an election of the Board of Directors will be held (“Election AGM”) or, an Annual General Meeting, (together with an Election AGM is hereinafter referred to as an “AGM”), will be held before March 31st each year and three (3) weeks advance written notice shall be given to the membership. Non-voting members are welcome to attend the AGM as observers.
2. The following business shall be conducted at an AGM, except for Section(A)(2)(c) which shall only be conducted at an Election AGM:
 - a) Annual activity report;
 - b) Annual financial report;
 - c) The election of the Board of Directors;
 - d) Issues or resolutions submitted by any member for discussion and voting at the AGM. Such issues or resolutions shall be submitted in writing to the Board of Directors of the Chamber at least fourteen (14) days prior to the time and date of the AGM. The Board of Directors of the Chamber shall distribute such issues or resolutions to all members at least seven (7) days prior to the time and date of the AGM.
3. The election of Board of Directors shall be determined by a plurality vote where winning candidates shall have the most votes. In the event of a tie vote for an office, the tied candidates shall be re-voted by all members present and voting, and the winning candidates shall be the person with the most votes.
4. Minutes shall be recorded for all AGMs. The minutes shall be reviewed for accuracy, corrected as necessary, and approved by the Board of Directors within two weeks of the meeting. After such approval, the minutes shall be placed on

file at the Chamber's office for review by all members and shall be summarized in the next issue of the Chamber's newsletter. The minutes shall be kept confidential by all members and shall not be disclosed to any person not a member of the Chamber without the express consent of the Board.

Section B – Extraordinary General Meeting

1. An Extraordinary General Meeting of the Chamber (hereinafter defined as an "EGM") shall be convened by the Board of Directors, or upon receipt of a written demand signed by at least ten (10) voting members in good standing. Fifteen (15) days' notice of any EGM must be given to the membership. Non-voting members are welcome to attend the EGM as observers.
2. Any member who wishes to place an item on the agenda of an EGM may do so provided he/she gives notice to the Board of Directors of the Chamber at least ten (10) days before the time and date the meeting is due to be held. The Board of Directors of the Chamber shall distribute such item to all members at least five (5) days prior to the time and date of the meeting.
3. Minutes shall be recorded for all EGMs. The minutes shall be reviewed for accuracy, corrected as necessary, and approved by the Board within two weeks of the meeting. After such approval, the minutes shall be placed on file in the Chamber's office for review by all members and shall be summarized in the next issue of the Chamber's newsletter. The minutes shall be kept confidential by all members and shall not be disclosed to any person not a member of the Chamber without the express consent of the Board.

Section C – Quorum & Voting

1. The quorum for an AGM, EGM or any re-vote at an AGM or EGM shall be ten percent (10%) of the total number of voting memberships of the Chamber. All issues or resolutions at an AGM or EGM shall be passed by a simple majority vote upon reaching the quorum, unless otherwise provided in the Articles of the Constitution.
2. Where the quorum is not reached at any such meeting or re-vote, the meeting or re-vote shall be rescheduled at a place, date and time to be appointed by the Board of Directors. At the rescheduled meeting or re-vote, if the quorum is still not reached, those present shall have power to approve or disapprove, but no power to amend any proposed issues or resolutions presented at the previously adjourned meeting or re-vote.

ARTICLE VII OFFICERS

Section A – The Officers

1. The officers of the Chamber shall consist of
 - a) The Chair
 - b) One Vice Chair (Private Sector)
 - c) One Vice Chair (Ex Officio) from the Canadian Consulate General in Shanghai, whose position shall be occupied ex officio by the Head of the Commercial Section, who may nominate another member of the Commercial Section

to fulfil his/her functions from time to time.

- d) The Executive Director of the Chamber
- e) The Honourary President, which position may be held ex officio by the Canadian Consul General in Shanghai
- f) The Treasurer

PROPOSED CHANGE:

- g) The Deputy Director of the Chamber
 - Subject to the approval of the Board of Directors

ORIGINAL VERSION:

- g) The Deputy Director of the Chamber
2. The Chair and Vice-Chair (Private Sector) shall be elected by and from the Board of Directors at their first meeting after the Election AGM and at any other times when necessary.
 3. The Executive Director of the Chamber shall be appointed by, and serve at the pleasure of, the Board of Directors.

PROPOSED CHANGE:

4. The Deputy Director of the Chamber shall be appointed by the Board of Directors, and serve at the pleasure of the Board of Directors, under the supervision of the Executive Director.

ORIGINAL VERSION:

4. The Deputy Director of the Chamber shall be appointed by the Executive Director, and serve at the pleasure of the Board of Directors.

Section B – Duties of Officers

1. The Chair shall exercise general supervision over the affairs of the Chamber, represent the Chamber in external relations, and preside over all meetings of the Chamber. The Chair shall present the annual activity report to the AGM.
2. The Chair shall be a Canadian citizen or the Voting Representative of a Corporate Member. The Chair is the authorized spokesperson for the Chamber unless otherwise designated by the Board. The Chair may assign additional members as spokespersons if and when the Vice Chair (Private Sector) cannot undertake to be the spokesperson.
3. In the absence of the Chair, the Vice Chair (Private Sector) shall have the same powers and authorities as the Chair.
4. In the absence of both the Chair and Vice-Chair (Private Sector), the Vice-Chair (Ex Officio), shall, subject to the ex-officio's non-voting position prescribed in Article VIII(A)(3), have the same powers and authorities as the Chair.
5. The Deputy Director of the Chamber shall keep all records of the Chamber, including minutes of all AGM, EGM and meetings of the Board of Directors. All said reports, minutes and other records shall be kept confidential and shall not be disclosed to any person who is not a member of the Chamber without the express consent of the Board.

6. The Executive Director of the Chamber shall keep all financial records and collect all funds on behalf of the Chamber, and shall keep correct account of all financial transactions of the Chamber. All accounting information and other records of the Chamber shall be kept confidential and shall not be disclosed to any person who is not a member of the Chamber without the express consent of the Board.
7. 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.

8. (PROPOSED REMOVAL)

ORIGINAL VERSION:

8. Upon obtaining a business license from the relevant Authorities, a meeting of the Directors of the corporation shall be held at which the Directors may
 - a. Make By-Laws
 - b. Appoint officers:
 - Legal or Official Representative of the Chamber; who shall be a Canadian citizen
 - The Treasurer; and
 - The Secretary.
 - c. Appoint an auditor to hold office until the first annual meeting of the shareholders
 - d. Make banking arrangements; and
 - e. Transact any other business including but not limited to changing a brand name.

Section C – Removal for Cause

An Officer may be removed from office for cause by at least three-quarters (3/4) of the Board of Directors then holding office and entitled to vote.

ARTICLE VIII BOARD OF DIRECTORS

Section A – Members

PROPOSED CHANGE:

1. The Board of Directors shall consist of ten (10) elected members, one (1) ex-officio member and one (1) Executive Director.

ORIGINAL VERSION:

1. The Board of Directors shall consist of eleven (11) elected members and one (1) ex-officio member.

PROPOSED CHANGE:

2. The ten (10) elected members of the Board of Directors shall be elected by voting members of the Chamber at the Election AGM in accordance with the provisions of Article VI, and shall serve until the next Election AGM.

ORIGINAL VERSION:

2. The eleven (11) elected members of the Board of Directors shall be elected by voting members of the Chamber at the Election AGM in accordance with the provisions of Article VI, and shall serve until the next Election AGM.

PROPOSED NEW ADDITION:

3. The Treasurer shall be elected at the Election AGM. The position requires that the candidate be a CPA in good standing or has equivalent accounting experience and should automatically become (1) one member of the ten (10) directors forming the Board of Directors of the Chamber.
3. 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 shall have no voting rights at a meeting of the Board of Directors.
4. 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 shall have no voting rights at a meeting of the Board of Directors.
5. 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.
5. Elected members of the Board of Directors may not serve on the Board of Directors for more than two (2) consecutive full terms.
6. The Executive Director of the Chamber shall be granted one vote at all Board Meetings, AGM and EGM.

Section B – Duties of the Board of Directors

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

Section C – Meetings of the Board of Directors

1. The Board of Directors of the Chamber shall aim to meet not less than once every month, or in any event on regular intervals in each calendar year, to discuss ongoing matters of concern to the Chamber.
2. Minutes shall be recorded for all Board meetings. The minutes shall be distributed to the Board of Directors within two weeks of each Meeting. At the next Board meeting, the minutes shall be reviewed for accuracy, corrected as necessary,

and approved by the Board. After such approval, the minutes shall be placed on file in the Chamber's office for review by members who have obtained prior written approval from the Board. The minutes shall be kept confidential and not be disclosed to any person without the express consent of the Board.

Section D – Quorum & Voting

The quorum of a Board meeting shall consist of at least 6 voting members of the Board, including the Executive Director, and all issues or resolutions at a Board meeting shall be passed by at least 6 voting members of the Board, including the Executive Director, otherwise provided for in the Articles of the Constitution. If the quorum is not reached at a Board meeting, the meeting shall be rescheduled at a place, date and time to be appointed. Emergency Board decisions may be reached by means of balloting by email, fax or phone.

In the event of a tie, the Chairman of the Board of Directors will make the final decision.

Section E - Qualifications for Elected Members of the Board of Directors

PROPOSED CHANGE:

Only Voting Representatives for Corporate/Platinum 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.

ORIGINAL VERSION:

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.

Section F– Removal for Cause

A Director may be removed from office for cause by at least three-quarters (3/4) of the Board of Directors then holding office and entitled to vote.

ARTICLE IX AUDIT

1. A Voting Member who is not a member of the Board shall be appointed as an Auditor at each AGM, and will hold office for one year and may be re-appointed. The Auditor will be required to audit each year's accounts and present a report on them to the AGM.
2. The Chair of the Board of Directors may instruct the Auditor to audit and report on the Chamber's account at any time during the year.
3. All said audit reports and any and all information related to them shall be kept confidential by the Auditor and by all members of the Chamber and shall not be disclosed to any person not a member of the Chamber without the express consent of the Board of Directors.

ARTICLE X DISSOLUTION

Section A – Means of Dissolution

1. The Chamber shall not be dissolved or merged, except with the consent of at least two-thirds (2/3) of the voting members of the Chamber expressed in person at an EGM convened for the purpose. However, a vote on dissolution shall require a quorum present at the meeting consisting of at least twenty percent (20%) of the voting membership.
2. Where the quorum is not reached at any such meeting, the meeting shall be rescheduled at a place, date, and time to be appointed by the Board of Directors.

Section B – After Dissolution

1. In the event of the Chamber being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chamber shall be fully discharged, and any remaining funds will be donated to such local charitable organisation(s) as the voting members shall decide.
2. Notice of dissolution shall be given to the members within seven (7) days of the dissolution.

ARTICLE XI ADVISORY COUNCIL

Section A – Purpose

1. The Advisory Council (“Council”) is to complement the knowledge and skills of the Board of Directors in order to contribute to the effective governance of the Chamber and to maintain formal and visible relationships with leaders in the Canadian business community in China.

Section B – Members

1. The Council shall consist of at least three (3) Members.
2. Members of the Council shall consist of reputable leaders in the Canadian business community in China, financial contributors to the Chamber, individuals with highly respected skills who are valuable in an advisory capacity or former members of the Board of Directors. All members of the council shall consist of voting Representatives for Corporate Members, Voting Representative for Associate Members, Voting Representatives for Government & Trade Association Members, or Individual Members.
3. The Honourary President or a member of the Board of Directors may nominate individuals to be members of the Council.
4. Members of the Council shall be elected by a simple majority vote of the Board of Directors
 - a. at a Board meeting where at least three-quarters (3/4) of Directors are present or have voted by mail, facsimile or electronic mail; or

- b. where at least three-quarters (3/4) of Directors have voted by e-mail if no Board meeting is held
5. The Council shall elect its Council Chair by a simple majority vote of a meeting of the Council.

PROPOSED CHANGE:

6. Members shall serve for a four (4) year term with no limit on consecutive terms. Renewal of terms shall take place by the sitting Board of Directors at its first meeting each calendar year.

ORIGINAL VERSION:

6. Members shall serve for a four (4) year term with no limit on consecutive terms. Renewal of terms shall take place by the sitting Board annually at each January Board Meeting.
7. Members of the Council must spend at least 3 months per year in Greater China.
8. In the case of former staff wishing to join the Council, he or she must submit expression of interest within one year of his or her departure to the Board of Directors.

Section C- Meetings

1. The Council shall meet no fewer than two (2) times per year and such meeting dates shall be shared with the Board of Directors at least two (2) weeks in advance.
2. The Chair of the Board, or his or her authorized designee(s), one representative from each Board Committee and the Executive Director shall attend Council meetings.
3. The Council shall keep minutes of all meetings, including any recommendations for submission to the Board of Directors, and make such minutes and recommendations available to the Board of Directors in writing within two (2) weeks of each meeting by electronic mail. The minutes shall be placed on file in the office of the Chamber for review by all Directors only. The minutes shall be kept confidential and not be disclosed to any person not on the Board without the express consent of the Board.
4. The Council shall determine its recommendations to the Board of Directors by a simple majority vote.
5. The Council shall attend and participate in non-confidential discussions held at Board Retreats.

Section D - Role of the Council

1. The Board of Directors may request the Council for recommendations on matters pertaining to operations of the Chamber. The Chair of the Board, or his or her authorized designee(s), or the Honourary President shall submit such requests to the Council Chair.
2. Any recommendations by the Council shall be submitted by the Council Chair to the Chair of the Board of

Directors and are not binding on the Board of Directors.

3. The Council shall not directly issue formal communications on behalf of the Chamber by any means to the membership, organizations or any third parties. If the Council wishes to communicate any information to the membership, organizations or any third parties, it shall channel the same through the Council Chair to the Board of Directors.

Section E - Dissolution of the Council

1. The Council shall not be dissolved or merged except with the consent of at least two-thirds (2/3) of the voting members of the Chamber for the time being resident in China expressed in person at an Extraordinary General Meeting at which a quorum is present.
2. The quorum required shall be ten percent (10%) of the total number of voting memberships of the Chamber.

ARTICLE XII BY-LAWS

The Board of Directors may, from time to time, amend or repeal the By-Laws of the Chamber in accordance with the Constitution of the Chamber by a simple majority vote. The Board of Directors shall notify members of any such amendments to the By-Laws at the next AGM.

ARTICLE XIII AMENDMENT TO THE CONSTITUTION

1. No alterations or additions to the Constitution of the Chamber shall be made except at a duly called AGM or EGM of the Chamber.
2. A motion to amend the Constitution shall specify the proposed amendment and shall be filed with the Board of Directors of the Chamber at least three (3) weeks prior to the holding of the AGM or EGM. The Board of Directors of the Chamber shall distribute such motion to the members at least two (2) weeks prior to the time and date of the meeting. Voting shall take place in accordance with the provisions of Articles VI, but the Constitution may only be amended by a two-third (2/3) majority vote of all voting members.
3. Any proposal to amend or repeal the Constitution shall be passed by a simple majority vote upon reaching the required quorum.
4. The quorum required for a meeting to amend the Constitution shall be twenty percent (20%) of the voting membership. Where the quorum is not reached, the meeting shall be rescheduled at a place, date, and time to be appointed by the Board of Directors. If the quorum is not present at the rescheduled time, those present shall have power to approve or disapprove, but no power to amend any proposed resolution presented at the adjourned AGM or EGM.

BY-LAWS OF THE CANADIAN CHAMBER OF COMMERCE IN SHANGHAI

1. **Fiscal Year.** The Chamber shall adopt the calendar year as its fiscal year, which shall begin on January 1st and end December 31st of the same year.
2. **Delegation by Board.** The Board may appoint, as needed:
 - a. a Committee(s) or Sub-Committee(s) and delegate its duties and/or powers as necessary; and
 - b. any person(s) to assist in achieving the objectives of the Chamber.
3. **No interference of members.** The Chamber shall not attempt to restrict or in any other manner interfere with any lawful activity undertaken by any member in China.
4. **Bank accounts.** The Chamber may establish bank accounts with the Bank of China in Shanghai and/or with any other bank in Shanghai or any other jurisdiction at the Board's discretion.
5. **Signing authority.** The Executive Director of the Chamber has unlimited signing authority for budgeted expenditures and a maximum of RMB 5,000 in the case of non-budgeted expenditures. For non-budgeted expenditures exceeding RMB 5,000, the Executive Director must sign jointly with one other Officer. In the absence of the Executive Director, any two (2) Officers may sign jointly for authorised budgeted expenditures and for a maximum of RMB 5,000 in the case of non-budgeted expenditures.
6. **Membership Dues.** The membership year shall begin at the date that the payment is received. The payment of annual dues, following the acceptance of the membership application, shall entitle the applicant to membership for one membership year.
7. **Membership Dues in Arrears.** The Board may, by two-thirds (2/3) vote, expel a member whose membership dues are more than two (2) months in arrears.
8. **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.

PROPOSED CHANGE:

9. **Vacancies on the Board.** In the event that a vacancy arises due to the resignation of an elected member of the Board of Directors, the Board shall publicize the open position to all Members and an interim appointment shall be made in order to replace the vacancies with a resolution approved by a simple majority vote by the Board of Directors. In case of a tie vote, the chairman of the board shall make the final decision. The interim appointed Director shall serve the balance of the term until an Election AGM occurs.

ORIGINAL VERSION:

9. Vacancies among Officers or Board members shall be filled by appointment effected by a simple majority vote of the Board of Directors. Any Officer or Board Member so appointed shall serve the balance of the term of the vacated Officer or Board member until an Election AGM, at which time any appointment made pursuant to this by-law shall terminate upon the election of the new Officer and/or Board member.

10. Director Nomination Process.

- a. 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.
- b. b.Nominees for the Treasurer shall consist of certified public accountants licensed in Canada or any persons with an accounting background that the Board deems as appropriate and capable of managing the financial operations of the Chamber.
- c. Nominations submitted by the Board shall stand at the Election AGM.
- d. At an Election AGM, any three (3) voting members in good standing may nominate a candidate from the floor.

11. Removal for Cause

- a. The Board of Directors shall have the right, but not the obligation, to remove any Officer or Director from office in accordance with the corresponding Articles of the Constitution if the Officer or Director
 - i. is absent from three (3) consecutive Board meetings; or
 - ii. acts in bad faith or with conflicts of interest
- b. Such Officer or Director considered for removal shall be notified of the proposed removal in writing at least ten (10) days prior to the meeting convened for voting upon this matter and shall have the right to respond to the proposed removal at the meeting.

12. Membership Tiers and Voting Rights. Corporate and Associate Memberships will be broken down into a tiered membership system.

a. Large Size Corporate Membership

- i. Each Large Size Corporate Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative. Voting Representative must reside in China.

b. SME Corporate Membership

- i. Small and Medium Enterprise (SME) Corporate Membership shall be open to corporations, partnerships or other legal entities which have an establishment or regional representative in China and with 10 to 499 employees worldwide.

PROPOSED CHANGE:

- ii. Each SME Corporate Member may nominate up to 3 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representative must reside in China.

ORIGINAL VERSION:

- ii. Each SME Corporate Member may nominate up to 10 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representatives must be a Canadian citizen or Canadian Landed Immigrant unless the member does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
- iii. Each SME Corporate Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative.

c. Entrepreneur Corporate Membership

- i. Entrepreneur Corporate Membership shall be open to corporations, partnerships or other legal entities which have an establishment or regional representative in China and less than 10 employees worldwide.

PROPOSED CHANGE:

- ii. Each Entrepreneur Corporate Member may nominate up to 3 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representative must reside in China.

ORIGINAL VERSION:

- ii. Each Entrepreneur Corporate Member may nominate up to 3 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizen or Canadian Landed Immigrant unless the member does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
- iii. Each Entrepreneur Corporate Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative.

d. Large Size Associate Company Membership

- i. Each Associate Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative. Voting Representative must reside in China.

e. SME Associate Company Membership

- i. SME Associate Company Membership shall be open to corporations, partnerships or other legal entities formed, founded, or incorporated outside Canada, subject to the relevant provisions of Chinese law, and which have demonstrated links to or interest in Canada. SME Associate Members will have 10 to 499 employees worldwide. SME Associate Company Membership shall only be by invitation of the Board of Directors of the Chamber.

PROPOSED CHANGE:

- ii. Each SME Associate Company Member may nominate up to 3 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representative must reside in China.

ORIGINAL VERSION:

- ii. Each SME Associate Company Member may nominate up to 10 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizen or Canadian Landed Immigrant unless the member does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
- iii. Each SME Associate Company Member shall exercise one vote through the person it designates as the Voting representative. Each SME Associate Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative.

f. Entrepreneur Associate Company Membership

- i. Entrepreneur Associate Company Membership shall be open to corporations, partnerships or other legal entities formed, founded, or incorporated outside Canada, subject to the relevant provisions of Chinese law, and which have demonstrated links to or interest in Canada. Entrepreneur Associate Company Members will have less than 10 employees worldwide. Entrepreneur Associate Company Membership shall only be by invitation of the Board of Directors of the Chamber.

PROPOSED CHANGE:

- ii. Each Entrepreneur Associate Company Member may nominate up to 3 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representatives must reside in China.

ORIGINAL VERSION:

- ii. Each Entrepreneur Associate Company Member may nominate up to 3 persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizen or Canadian Landed Immigrant unless the member does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
- iii. Each Entrepreneur Associate Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative.

13. Platinum Membership and Voting Rights

PROPOSED CHANGE:

Each Platinum Associate Member has an allocation of 10 votes, which may be exercised solely by the Voting Representative. Voting Representative must reside in China.

ORIGINAL VERSION:

Each Platinum Member shall exercise one vote through the person it designates as the Voting Representative. Each Platinum Associate Member has an allocation of 10 votes, which may be exercised solely by the Voting Representative.

14. Government & Trade Association Membership and Voting Rights

PROPOSED CHANGE:

Each Government & Trade Association Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative. Voting Representative must reside in China.

ORIGINAL VERSION:

Each Government & Trade Association Membership shall exercise one vote through the person it designates as the Voting Representative. Each Government & Trade Association Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative.

15. Academy Membership

PROPOSED CHANGE:

Each Academic Membership Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative. Voting Representative must reside in China.

ORIGINAL VERSION:

Each Academy Membership shall exercise one vote through the person it designates as the Voting Representative. Each Academic Membership Member has an allocation of 5 votes, which may be exercised solely by the Voting Representative.