

CONSTITUTION
OF
THE AMERICAN CHAMBER OF COMMERCE
IN SHANGHAI

TABLE OF CONTENTS

ARTICLE 1	Name.....	page 2
ARTICLE II	Objectives	page 2
ARTICLE III	Membership	page 2
ARTICLE IV	Meetings of the Chamber	page 4
ARTICLE V	Privilege to Hold Office.....	page 5
ARTICLE VI	Board of Governors	page 6
ARTICLE VII	Audit	page 8
ARTICLE VIII	Dissolution	page 8
ARTICLE IX	ByLaws	page 9
ARTICLE X	Amendment of the Constitution	page 9

Constitution is as amended on December 31, 2023.

ARTICLE I

NAME

This organization shall be known as the American Chamber of Commerce in Shanghai and is hereinafter referred to as "the Chamber."

ARTICLE II

OBJECTIVES

The Chamber's objectives are:

1. To promote the development of trade, commerce and investment between the United States and the People's Republic of China.
2. To provide a forum in which American businesses in China can identify and discuss common interests regarding their commercial interests in China.
3. To work with organizations in China on matters of mutual interest.
4. To maintain relations with the Chamber of Commerce of the United States and other Chambers of Commerce or commercial organizations elsewhere.
5. To do all other lawful things as may be incidental or conducive to the attainment of the foregoing objectives, having due regard for the highest ethical conduct and standards.

ARTICLE III

MEMBERSHIP

Section A: Membership in the Chamber is open to a wide variety of individuals and entities who share the objectives of the Chamber.

There are two categories of membership: voting and non-voting.

Section B: Voting Members

Because of the importance of the right to vote, that right may only be granted by the Constitution. The current categories of voting members are: Corporate Members and Individual Members.

1. The term Corporate Member refers to corporations, partnerships, sole proprietorships or other legal entities formed, founded or incorporated in the United States; or companies whose parent company is formed, founded, or incorporated outside of the United States, subject to any restrictions by law. Further, the company must be established in or have a regional representative in China or have sufficient capital investment or operating interest as a business related interest in China, as determined by the Board of Governors.

Each Corporate Member is entitled to designate three voting members: The Principal Corporate Member and two of its Associate Corporate Members.

2. The basic qualifications for an Individual Membership are: U.S. citizen or non-U.S. citizen, resident in China, and twenty-one years of age or over, subject to any applicable law.

Each Individual Member is entitled to one vote.

Section C: Non-Voting Members

There may be a wide variety of categories of Non-Voting Members. These categories are set forth in the Chamber's Bylaws and may, from time to time, be amended by the Board of Governors.

Section D: Determination of Membership

1. The acceptability of any applicant to membership or for change in classification of membership in the Chamber shall be determined by the Board of Governors.
2. Applications for membership shall be submitted to the Chamber office together with all required documentation.

Section E: Membership Dues and Fees

The Board of Governors has full discretion to set the amount of membership dues and fees.

Section F: Proxy and Absentee Voting

1. Proxy Voting

Any eligible voting member may authorize any other member to vote on their behalf at any Annual General Meeting or Extraordinary General Meeting of the Chamber. Notice of such proxy authorization in writing must be received by the

Chamber office in advance of the meeting at which such proxy is to be voted.

2. Absentee Voting

Any eligible voting member may vote at any Annual General Meeting or Extraordinary General Meeting of the Chamber by absentee ballot, including online voting. The process for absentee voting shall be set forth in the Chamber's Nominations and Election Process.

Section G: Resignation

1. In order to resign a membership, written notice must be given to the Chamber.
2. The Board of Governors shall record the resignation of any membership in the records of the Chamber.

ARTICLE IV

MEETINGS OF THE CHAMBER

Section A: Annual General Meeting

1. An Annual General Meeting will be held not later than the end of December in each year and two (2) weeks advance written notice shall be given to the membership.
2. The following business will be conducted at the Annual General Meeting.
 - a. Report of the Board of Governors.
 - b. A report of the current year's accounts to date.
 - c. The election of members of the Board of Governors, by vote of those present and voting, including proxy votes and absentee votes.
 - d. The Chair shall be elected by the newly elected Board of Governors at its first meeting.
 - e. The Vice Chairs and Treasurer shall be selected by the newly elected Chair, after consultation with the Board of Governors, from among the elected members of the Board of Governors; such appointments shall be subject to an affirmative majority vote of the newly elected Board of Governors at its first meeting.
 - f. Nomination and election of the Chair and the Board of Governors

shall be made in accordance with the Nominations and Election Process of the Chamber, as amended from time to time.

Section B: Extraordinary General Meetings

1. Extraordinary General Meetings of the Chamber shall be convened by the Chair upon the direction of the majority of Board of Governors or at least two of the officers. Ten days notice of any Extraordinary General Meeting must be given to the membership.
2. Any member who wishes to place an item on the agenda of an Extraordinary General Meeting may do so provided he or she gives notice to a Board officer one week before the meeting is due to be held.

Section C: Notice

Written notice of the agenda of the Annual General Meeting or of an Extraordinary General Meeting, as relevant, shall be provided to members upon request in advance of such meeting.

Section D: Quorum

1. The quorum for the Annual General Meeting and for an Extraordinary General Meeting shall be 10% of the voting membership of the Chamber.
2. In the event of there being no quorum present at any such meeting, the meeting shall be adjourned and reconvened at a place, date and time to be appointed, and should the number then present, including absentee and proxy votes, be insufficient to form a quorum, those present shall be considered a quorum.
3. For the purposes of Article IV, each absentee vote cast by eligible voting members and timely received by the Chamber, or proxy votes by eligible voting members held by any person attending any meeting, will be counted separately in determining whether a quorum exists.

ARTICLE V

PRIVILEGE TO HOLD OFFICE

Except as provided below in Section 2 below, any voting member or an Associate Corporate Member under a Corporate Membership may hold elective office in the Chamber and serve on the Board of Governors.

1. The officers of the Chamber shall consist of:

- a. The Chair
 - b. Two Vice Chairs
 - c. A Treasurer
2. The Chair and Vice Chairs must be either a United States citizen and the Principal Corporate Member under a Corporate Membership of a U.S. company, or the Principal Corporate Member under a Corporate Membership of a U.S. company. For the purposes of this paragraph, a U.S. company means a Corporate Member whose ultimate parent company was formed, founded or incorporated in the United States or which in the judgment of the Board has sufficient investment or operational interest held by United States legal entities or citizens to be generally regarded as an entity which is representative of U.S. businesses.
3. Duties of Officers
 - a. The Chair shall exercise general supervision over the affairs of the Chamber, represent the Chamber in external relations, and preside over meetings of the Board of Governors, the Annual General Meeting, and Extraordinary General Meetings. The Chair is the authorized spokesperson for the Chamber unless otherwise designated by the Board of Governors. The Chair may assign additional members as spokespersons.
 - b. A Vice Chair, in the absence of the Chair, shall temporarily perform the duties of the Chair.
 - c. The Treasurer shall keep all funds and collect all monies on behalf of the Chamber, and shall keep a correct account of all financial transactions of the Chamber. The Treasurer shall present a report on the year's accounts to the membership at the Annual General Meeting. The Treasurer shall close the yearly account and provide the Board of Governors with a statement of accounts as soon after the year end as possible. In the absence of the Chair and Vice Chairs, the Treasurer shall temporarily have the same powers and authority as the Chair and Vice Chairs.

ARTICLE VI

BOARD OF GOVERNORS

1. Members
 - a. The Board of Governors shall consist of eleven persons, including

the four officers listed in ARTICLE V. The chair shall preside over meetings of the Board of Governors.

- b. All members of the Board of Governors shall be elected at the Annual General Meeting by the voting members of the Chamber.
 - c. Past Presidents and Chairs of the Board who are current members of the Chamber in good standing and who wish to take part in the deliberation of the Board of Governors shall be honorary non-voting members of the Board of Governors.
2. Duty of the Board of Governors
 - a. The duty of the Board of Governors is to oversee and make policy decisions with respect to the programs sponsored by the Chamber, to make timely decisions on matters affecting the Chamber and uphold the Constitution.
 - b. The Board of Governors shall undertake responsibilities within the Chamber as directed by the Chair.
 3. Vacancies on the Board of Governors shall be handled in the following manner
 - a. In the event the Chair is physically absent from Shanghai for an unbroken period exceeding three (3) months, submits his or her resignation to the Board of Governors, no longer has legal capacity or no longer satisfies the qualifications for office set forth in this Constitution, then a new Chair shall be elected by the Board of Governors within forty-five (45) days, in accordance with election rules of the Chamber in force from time to time.
 - b. Whenever a new Chair is appointed or elected according to this clause 3, then the incoming Chair shall nominate two Vice Chairs and a Treasurer from among the sitting members of the Board of Governors, and the nominations shall be subject to the approval of the Board of Governors.
 - c. Any vacancies on the Board of Governors, other than those to be filled by election of the general membership, shall be filled according to the relevant election rules of the Chamber in force from time to time which are not in conflict with this clause 3.
 4. Quorum
 - a. The quorum for a meeting of the Board of Governors shall be a

simple majority. In the event of there being no quorum present at a Board of Governors Meeting, the meeting shall be adjourned and reconvened at a place, date and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.

- b. Board of Governors decisions may be reached by a show of hands of Board members at a duly convened Board meeting or by means of balloting by teleconference, mail, facsimile, or e-mail.

ARTICLE VII

AUDIT

An outside, independent, accredited auditing firm shall be retained to audit the Chamber's accounts each year and to present a report upon them to the Board of Governors, which report will also be communicated to the membership. They may be required by the Chair to audit the Chamber's accounts for any period at any date and make a report to the Board of Governors.

ARTICLE VIII

DISSOLUTION

Section A: Means of Dissolution

1. The Chamber shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the voting members of the Chamber expressed either in person, or by proxy at an Annual General Meeting or Extraordinary General Meeting convened for the purpose, or by absentee vote.

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 the remaining funds will be devoted to such local charitable organization or organizations as the voting members shall decide.

2. Notice of dissolution shall be given within seven (7) days of the dissolution to the members.

ARTICLE IX

BYLAWS

A simple majority of (i) the voting members of the Chamber present in person or by proxy at the Annual General Meeting or at any Extraordinary General Meeting, or voting absentee, or (ii) the Board of Governors, may make, alter, add to and repeal the Bylaws of the Chamber, as long as they do not conflict with the Constitution of the Chamber; provided however, no Bylaw forming a portion of or otherwise impacting the Nominations and Election Process referenced in Article 14 of the Bylaws, may be made, altered, added to or repealed less than five (5) months prior to an Annual General Meeting or Extraordinary General Meeting at which an election of the Chair and/or members of the Board of Governors is held.

ARTICLE X

AMENDMENT OF THE CONSTITUTION

No alteration or additions to this Constitution shall be made except at an Annual General Meeting or an Extraordinary General Meeting.