

Danish Chamber of Commerce in China

By-Laws

November 2021

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By-laws

Danish Chamber of Commerce in China

The Danish Chamber of Commerce in China has in October 2021 decided to combine its governance structure into one combined Danish Chamber of Commerce in China, initially with three chapters in North, East and South China respectively. It will be governed by three individual local Chapter Boards who will appoint members to a joint Main Board. General Meetings of the membership will happen at the local Chapter level where companies and individuals are registered as members or associates – with the exception of All-China Members who will have voting rights in all three General Meetings of the respective chapters. All operational and practical decisions relating to the operation of the local chapter will happen on the local chapter level while decisions of strategic importance for the Danish Chamber of Commerce in China as a whole, will take place at the Main Board level but also require approval by the individual Chapter Boards at the next subsequent board meeting.

1. Definitions

AGM

means the Annual General Meeting.

AoA

means the articles of association.

Chapter

means a chapter of the DCCC in China.

Chapter Board

means the Board of Directors of a respective DCCC Chapter.

China

means the People's Republic of China.

Constituting meeting of the Main Board

a meeting held in order to constitute the Main Board. Held in extension of the last AGM of the respective chapter AGMs, rotating between chapters on an annual basis.

Corporate Member

means corporate All-China, Corporate A, Corporate B and Corporate C members.

Designated Signatory

means the designated registered individual either with power to bind the member company in his/her own right, or with authority to represent the member company by affixing his/her signature. The individual must be registered with the respective DCCC chapter secretariat.

DCCC

means The Danish Chamber of Commerce in China.

EGM

means an Extraordinary General Meeting.

Main Board

means the Main Board of the DCCC represented by nine executive board members appointed (three each) by the three local chapter boards.

Meeting

means any meeting of the DCCC or any of its Board meetings but shall not include the AGM and/or EGMs.

Member

means a Member of the DCCC and includes Corporate Members, Individual Members, Student Members and Honorary Members. Membership refers to the combined members in the aforementioned categories and is further defined in Annex I.

Proxy voting

means voting by proxy at a general meeting. Proxy voting is only available for corporate members.

Rotation Schedule

the schedule whereby the Executive Chair, Vice-Chair, Treasurer and Secretary is appointed.

Secretariat

means the secretariat of the DCCC comprising the Secretary General, Managers of Chapter offices in China where the DCCC is present and their staff.

Secretary General

means the head of the secretariat with overall responsibility for managing the day to day affairs of the DCCC chapters. The Secretary General must be invited to participate in all regular meetings of the chapter boards and must have access to all archive material and financial documents from each chapter required to operate the chapters and the DCCC as a whole.

Associate

means an Associate of the DCCC and includes Corporate Associates, Individual Associates and Student Associates who do not qualify as members according to the laws of China.

Task Force Committees

means either a standing or ad-hoc task force as appointed as necessary by the DCCC.

YP

means the Young Professionals sub-organization of the DCCC China.

2. Membership

For purposes of registration, the number of Members is declared to be unlimited. The DCCC has seven membership categories: All-China Corporate Membership, Corporate Membership A, Corporate Membership B, Corporate Membership C, Individual Membership, Student Membership and Honorary Membership. Members as here defined, have full voting right at the AGMs and EGMs of the respective DCCC chapter(s) where they are registered (with certain exceptions defined below). Membership is further defined in Annex I.

All-China Corporate Membership – any legal entity of a non-Chinese company or organization in China involved in or interested in trade and commerce between Denmark and China. An All-China Member shall have voting rights in each of the DCCC Chapters except for matters relating to changes to the AoA or Bylaws where they will have 1 (one) vote in the chapter where they are registered.

Corporate Membership A - any legal entity of a non-Chinese company or organization in China involved in or interested in trade and commerce between Denmark and China with more than 1,000 employees globally. Corporate A members will have voting rights in the local chapter where they are registered.

Corporate Membership B - any legal entity of a non-Chinese company or organization in China involved in or interested in trade and commerce between Denmark and China with between 100 and 1,000 employees globally. Corporate B members will have voting rights in the local chapter where they are registered.

Corporate Membership C - any legal entity of a non-Chinese company or organization in China involved in or interested in trade and commerce between Denmark and China with less than 100 employees globally. Corporate C members will have voting rights in the local chapter where they are registered.

Individual membership - Individuals not qualifying for an All-China, A, B or C Corporate Membership. For legal reasons, Chinese nationals do not qualify for individual membership. Individual members will have voting rights in the local chapter where they are registered but not relating to changes to the AoA or Bylaws.

Student Membership – Any individual who can prove they have student status (ID) and are not yet a full-time employee of a company. For legal reasons, Chinese nationals do not qualify for student membership. Student members will have voting rights in the local chapter but not relating to changes to the AoA or Bylaws.

Honorary Membership - Persons recognized for their outstanding accomplishments and stature in the community who have made notable contributions to the promotion of trade and commerce between Denmark and China may be invited by the Board to become Honorary Members of DCCC. The Honorary Membership is individual, for life and cannot be entrusted or transferred. An Honorary Membership may be put forward by a local chapter board, but must be approved by the Main Board. Honorary members will have voting rights in the local chapter where they are registered but not relating to changes to the AoA or Bylaws.

3. Associate

For purposes of registration, the number of Associates will not be limited. The DCCC has four Associate categories: Gold, Silver, Individual and Student. Associates of the DCCC do not have voting rights at the AGMs or EGMs of the DCCC.

Gold Associate - any legally registered organization in China which does not qualify for membership in accordance with article 2 above, who is involved in or interested in trade and commerce between Denmark and China and who has paid the Gold Associate fee as decided by the Board from year to year.

Silver Associate - any legally registered organization in China which does not qualify for membership in accordance with article 2 above, who is involved in or interested in trade and commerce between Denmark and China and who has paid the Silver Associate fee as decided by the Board from year to year.

Individual Associate - any Chinese national, who does not qualify for membership in accordance with article 2 above, who is involved in or interested in trade and commerce between Denmark and China and who has paid the Individual Associate fee as decided by the Board from year to year.

Student Associate – any Chinese national who is actively enrolled in an institution of learning and not yet a full-time employee of a company and who does not qualify for membership in accordance with article 2 above, who is involved in or interested in trade and commerce between Denmark and China and who has paid the Student Associate fee as decided by the Board from year to year.

4. Annual General Meetings

The AGMs of the respective chapters shall be held no later than the 31st day of March of each year, on a day and place to be fixed by the respective chapter Boards. A notice of the meeting and the particulars of the agenda must be sent to every member at least twenty-one (21) days before the AGM.

Any member wishing to add to the agenda any item for discussion at the general meeting, may do so by giving notice in writing to the secretariat at least fourteen (14) days before the General Meeting. If the added item is an item that requires a vote, the secretariat shall send out an updated notice with an updated agenda at least ten (10) days before the General Meeting.

The Annual Report, the Profit & Loss for the calendar year, the Balance Sheet as of 31st December each year, the budget for the coming year and any other addition to the agenda shall be circulated to all members at least ten (10) days before the AGM.

The AGM as a meeting of the highest body of the DCCC, must consider the following business:

- Approval of the annual report from the Board;
- Approval of the Profit and Loss for the calendar year, the balance sheet as of 31st December and the Budget for the current financial year;
- Vote on proposals for amendments of AoA and by-laws;
- Any other transaction or business which may properly be brought forward at the AGM;
- Elect the Chapter Board for the ensuing year;
- Approval of the DCCC China auditor for the ensuing year.

5. Extraordinary General Meetings

A DCCC Chapter may at any time call an EGM and shall do so within twenty-one (21) days upon the request in writing by no less than 25% of the total membership of the respective DCCC Chapter or by order of a Chapter Board.

The written requisition stating the purpose for which the meeting is required shall be lodged with the Chapter Secretary and the Executive Secretary of the DCCC.

The Chapter Secretary shall give at least fourteen (14) days' notice of any EGM to all members of the respective DCCC Chapter.

6. General Meetings of the Chapters

6.1 Quorum at General Meetings of the Chapters

At least 15% of the total Membership of the respective DCCC Chapter must be represented in person at a General Meeting for proceedings to be valid.

At least 25% of the total Corporate Membership of the respective DCCC Chapter must be represented in person or by a designated person (proxy voting) for any proposal involving an amendment to the AoA and By-Laws of the DCCC to be debated.

Proxy voting is allowed for corporate members only, upon presentation of a signed Power of Attorney from the legal representative of the member company or the designated signatory contact person as formally registered with the DCCC.

A list of the members making up the quorum including proxies, shall be lodged with the secretary of each chapter secretary and shall form part of the official minutes of meeting of the General Meeting.

Each member shall have one vote (with the exception of the All-China Members who shall have one vote in each of the chapter general meetings), provided that their membership for the coming year has been renewed and paid in full before the AGM.

For voting in relation to changes to AoA and/or Bylaws only Corporate Members votes shall count. Furthermore, for matters relating to changes to the AoA and/or Bylaws, an All-China Member will only count as having one vote which will count in the chapter in which they are registered.

If a person's online presence can be verified by the officiating representative, his/her participation through online meeting platforms will also count as in person participation.

In the event that quorum is not established 15 minutes upon commencement, the General Meeting shall reconvene seven (7) days from the first meeting at a place and time to be decided by the Secretary. Should quorum at the second meeting not be established, the members present shall constitute a quorum. The meeting shall not have power to debate the AoA or By-Laws.

6.2 Change of AoA and By-Laws.

If one chapter calls for a general meeting and resolves to change the AoA and/or By-Laws, a general meeting in the two other respective chapters must first be called to debate the proposal.

Amendments of the AoA and By-Laws subject to the above clause, can be made only by the consent of a majority of the voting Corporate members in meetings with quorums as defined in 6.1 above of each of the chapter General Meetings held independently in their own right, but consisting of no less than one third (1/3) of all DCCC corporate members across all chapters by voting in the affirmative, during a valid General Meeting.

If a majority consisting of a minimum one third (1/3) of corporate members across all chapters vote in favor of changing the By-Laws and/or AoA during General Meetings with a valid quorum as defined in above article 6.1, the motion shall pass. If the combined votes in favor of changing the AoA/By-Laws make up less than one third (1/3) of all corporate members across the DCCC – regardless if they comprise a majority in the general meeting quorum - it shall not pass.

If a member subsequent to a general meeting called to discuss proposed changes to AoA and/or By-Laws, within fourteen (14) days manages to assemble signatures in excess of 50% of the Corporate Members' designated signatory as registered with the DCCC across all chapters, approving changes of the AoA or By-Laws, the Secretariat shall be obliged to register said changes with the appropriate authorities.

7. Chapter Boards

7.1 Governing Body

A Chapter Board elected by the AGM of a local DCCC Chapter shall supervise the day-to-day affairs of the respective DCCC Chapter. The new Chapter Board shall take office on April 1st of each year while the outgoing Chapter Board shall be responsible for the affairs of the DCCC up to March 31st the same year.

7.2 Members of the Chapter Boards

Names of nominated candidates standing for Chapter Board election shall be forwarded to the DCCC secretariat at least fourteen (14) days before the AGM together with a resume and motivational letter or alternatively a one-page introduction from each candidate.

Election will be determined on basis of most votes received.

Membership fee paying members, including representatives from All-China Members, Corporate A, B and C as well as individual members, student and honorary members, may be proposed as candidates for the Board.

The Chapter Board shall constitute itself accordingly: Chair, Vice Chair, Treasurer, Secretary and General Board members. All Board members stand for election every year. A Chapter Chair may sit a maximum term of 3 consecutive years where after the Chair must relinquish the position for at least 12 months before being eligible for reelection as Chair.¹

In addition to the elected members of the Chapter Boards, the Head of mission of the Danish Representation to China, Shanghai and Guangzhou shall be members, ex officio, of the Chapter Board without voting rights. If the head of mission is not able to attend a Board meeting he/she may be represented by a member of the staff of the Royal Danish Embassy in Beijing, The Royal Danish Consulate General in Shanghai or the Royal Danish Consulate General in Guangzhou respectively.

A Board Member will lose his/her seat if he/she resigns from the company of which he/she is a designated DCCC representative or leaves China for more than six consecutive months. The Chapter Board shall have the power to appoint a DCCC member to the Board in his/her place until the next AGM. If a Board Member loses his/her seat according to above, he/she may become a corporate/student/individual member in a new capacity and the board may have the option to reappoint the individual to complete his/her turn until the next AGM.

¹ This rule will be enacted with the approval of these Bylaws and count starting from the AGM of the respective Chambers taking place in 2022.

The rule does not count for the South China Chapter who will continue without term limits until 2027 where after a review of this policy shall take place.

7.3 Chapter Board meetings

The Chapter Board Meetings of the Chamber shall be presided over by the Chair. In his/her absence the Vice Chair shall act in his/her place and assume the authority of the Chair in other matters of the DCCC. The Treasurer shall supervise the financial affairs of the Chapter. The Secretary shall ensure with the help of the secretariat, that all official documents and minutes of meetings are kept in good order.

Board meetings shall be held whenever considered necessary and not less than once every 3 months. Fourteen (14) days of notice for a Board meeting shall be given. The Chapter Board shall decide all questions by simple majority. In case of parity of votes the Chair, if present (and if not, in his/her stead the Vice Chair), shall have the deciding vote. At least 50% of elected Board Members shall form a quorum. The board shall constitute a minimum of 7 members and maximum of 12 members.

No later than twenty-one (21) days before the Chapter AGM, a draft schedule for Board Meetings and work plan for the full period of the incoming Board shall be proposed as guidance for board candidates.

7.4 Powers of the Chapter Board

The Chapter Board, in addition to the powers hereinafter specially conferred upon it, shall be entrusted with the general management of the DCCC in accordance with the AoA.

A Chapter Board shall have authority to propose to the Main Board any changes, or additions to the By-Laws regulating the affairs of the DCCC provided no such By-Laws are in contradiction with the AoA. If agreed to by the Main Board, such By-Laws shall remain provisional until approved by the General Meetings of the respective chapters.

The Chapter Board may authorize the expenditure of DCCC funds for local Chapter activities in alignment with the objectives as described in the AoA.

The Chapter Boards may appoint task forces and co-opt ex officio members to the Boards as and when deemed necessary or expedient. Ex officio members will not have a voting right at board meetings and may not be proposed as Main Board candidates.

The Chapter Boards shall have power to appoint, pay and dismiss the local Chapter office manager and other such local chapter employees, in close dialogue with the Secretary General and Main Board as it may deem necessary.

The Chapter Board may not act contrary to decisions made at General Meetings without first referring such matters to a General Meeting of members for approval.

Actions of a DCCC member or associate irreconcilable with the AoA or the laws of China may lead to exclusion. An exclusion may be effectuated upon the endorsement of three-quarters of the members of the Chapter Board. Where the Chapter Board intends to exercise its power under the rules, the member or associate concerned shall be given notice of the conduct complained of, and shall be given a reasonable opportunity to explain his/her position in writing or otherwise. The member or associate concerned may appeal the decision by the local Chapter Board to the Main Board which shall vote according to simple majority Yes or No to uphold/repeal the decision by the local Chapter Board.

The board members may not act in any way that is inconsistent with the AoA, may bring the name of the DCCC into disrepute or may in any way not comply with relevant laws and regulations of China.

7.5 Office Bearers of the Chapter Boards

The **Chair**, and in his/her absence the **Vice-Chair** shall:

- Act as Chair at all Chapter Board and General Meetings and shall be responsible for the proper conduct of business at such meetings;
- Represent the DCCC in its dealings with local Governments agencies, local media, other local Chapters of Chambers of Commerce and organizations. The Chair may entrust other Board members to represent the DCCC in the given Chapter;
- Have a deciding vote at Chapter Board Meetings in cases of parity of votes.

The **Vice Chair** shall in addition to the above:

- Supervise the local DCCC Secretariat employees in partnership with the Secretary General;
- Propose performance targets for the Chapter Secretariat for the approval of the Board within one month of the Chapter Board adopting its work plan (see 8.3);
- Serve as primary contact between the Chapter Board and Secretariat.

The **Treasurer** shall:

- Supervise all monetary transactions and be responsible for their correctness. Authorize all expenditures at the Chapter level exceeding CNY 1,000 or propose a plan for the same which should be approved by the Chapter board;
- Prepare the Accounts including a Profit and Loss for the calendar year and Balance Sheet as of 31st of December each year for submission to the Executive Treasurer for consolidation purposes and to the AGM as well as ad hoc financial statements as requested by the Board;

- Ensure that all money and other valuables belonging to the respective DCCC Chapter are deposited in a bank or banks approved by the Chapter Board, except a sum to be determined by the Board sufficient to meet the daily expenses of the secretariat;
- Sign cheques issued by the respective DCCC Chapter if relevant. Each of the four office bearers of the Chapter may sign cheques on behalf of the respective DCCC Chapter. The cheque book is kept with the Chapter Treasurer or in his/her absence any Chapter Board member he/she may designate.

The Secretary shall:

- Ensure that all records, except financial records, of the respective DCCC secretariat are kept in hardcopy and/or online;
- Ensure that decisions of the Board and minutes of General and Board meetings are sufficiently kept;
- Ensure that accurate and up to date records of Members and Associates of the DCCC are kept;
- Ensure that relevant authorities are notified of changes to office bearers and AoA.

7.6 Task Forces

The Board can appoint task forces at its discretion. All task forces appointed by the Board shall periodically report their proceedings to the Board at its meetings and shall conduct their business in accordance with the directions of the Board.

The Board can decide on the composition of the task forces at its discretion.

8. Main Board

A Main Board shall be made up of 3 members of each chapter board, including the Chair of each individual Chapter and two additional individuals from the chapter board. An Executive Chair, an Executive Vice Chair, an Executive Treasurer and an Executive Secretary shall be appointed for a two-year period and shall alternate between the Chapters according to the pre-agreed rotation schedule in Annex II.

A constituting meeting of the Main Board shall be held in extension of the last held AGM of the respective Chapters (no later than 31st March). The constituting meeting of the Main Board shall rotate on an annual basis.

If a sitting Executive Board member ceases to be a member of the Chamber or leaves China permanently, the respective Chapter may appoint a replacement from its board of directors to carry out the remainder of the term.

The Ambassador of Denmark to China shall be a member, ex officio, of the Main Board without voting rights.

Main Board meetings shall be held at least two (2) times annually and shall as a general rule follow the norms and rules of the Chapter Board meetings listed above.

The Executive Chair of the Main Board shall be a Chair of the local Chapter he/she is representing.

9. Financial Matters

The financial year of the DCCC shall follow the calendar year and end on the 31st day of December each year, to which day the accounts of the DCCC shall be balanced.

The accounts shall as soon as practicable after the end of each financial year be audited by an auditor elected by the AGM. The auditor cannot be a member of any of the Chapter Boards.

The Chapter Board shall draw up an Annual Report on the State and activities of the DCCC during the year of the Board's incumbency, which shall be presented by the Chair at the AGM.

10. Chapters of the DCCC in different parts of China

Chapters beyond the three founding chapters of the DCCC may at any time be established in different parts of China. The Board of the respective Chapter may seek approval by the Main Board of the DCCC to become an affiliate Chapter of the DCCC and to use the name DCCC. The approval is subject to confirmation by simple majority vote by the Main Board. The DCCC imposes inter alia the following conditions on the affiliation of such a Branch:

- a) That the name of the Chapter be designated "The Danish Chamber of Commerce in China - () Chapter " or such other name as to reflect its common purpose with the DCCC and distinguish its physical location from that of the DCCC.
- b) That the AoA and By-Laws of the Chapter be the AoA and By-Laws of the DCCC and that it operates according to the same basic principles and objectives as those on which the DCCC was founded.
- c) That subject to (a) and (b) above, the Chapter regulates, wholly at its discretion, its management and operation, including the election of members to its Board and any task forces etc.
- d) That the Chapter is entirely responsible for its own funds, liabilities and

- obligations (whether contractual or otherwise) and that it does not represent to any party in any manner that the DCCC is liable for the same and that it indemnifies the DCCC for the same to the fullest extent possible under Chinese or any other applicable law. The treasurer of the Chapter Board shall work closely with the Executive treasurer on matters relating to statutory reporting required by the Chinese authorities as well as consolidated reporting and financial planning as required from time to time.
- e) That the Chair of the Chapter be a member of the Main Board of the DCCC.
 - f) That any member of the Chapter be entitled to attend the AGM, General Meetings and all meetings of another DCCC Chapter, without payment of a membership fee, but also without a right to vote.
 - g) That any member or associate of the DCCC may in the same manner as mentioned above participate in meetings of the Chapter.
 - h) That the Chapter and other sister chapters liaise in order to promote the common purposes and objectives in accordance with Annex III for which the DCCC and the Chapter were founded.
 - i) That the Chapter shall not issue any statements nor engage in any activities that are inconsistent with the AoA, may bring the name of the DCCC into disrepute or may in any way not comply with relevant laws and regulations of China. Nor shall any DCCC Chapter Office claim to represent the entire DCCC without having obtained consent from the Main Board of the DCCC.

In the event of any dispute between the DCCC and any Chapter, the matter shall be referred first to the Main Board for resolution and in case resolution is not possible, to a single, independent arbitrator. The arbitrator shall be appointed by the Danish Ambassador to China. The decision of the arbitrator shall be final. Any cost incurred by the arbitrator shall be equally divided between the DCCC Chapters in question.

11. Other Matters

11.1 Company Chop

The Company Chop of the DCCC shall be fixed to such certificates, deeds and documents as required to be sealed, only in the presence of the Executive Chair and Executive Secretary, or such persons as they may respectively appoint for the purposes in accordance with the Rules of Procedures of the DCCC. The Executive Chair and the Executive Secretary or such other persons as aforesaid, shall sign every instrument to which the Seal of the DCCC is affixed.

11.2 Dissolution of the DCCC

The DCCC shall not be dissolved, except with the consent of not less than sixty-six percent (66%) of the Corporate Members of the DCCC (made up of All-China, A, B and C Corporate members) either in person or by proxy, at a General Meeting convened for this purpose.

In the event of the DCCC being dissolved as provided above, all debts and liabilities legally incurred on behalf of the DCCC shall be fully discharged, and disposal of the remaining funds shall be carried out according to the AoA.

11.3 Interpretation

In the event of any question or matter arising out of any point, which is not expressly provided for in these By-Laws, the Main Board shall be entitled to determine such question or matter at its discretion, and the Main Board's decision shall be final.

** (Pending completion and affirmative vote at EGM for each Chapter Office – expected to be held in Q4 2021) **

Annex I *Membership Categories and Definitions*

Legal context & considerations

According to the rules governing Sino-Foreign Chambers of Commerce in China, it is a requirement that members with voting rights can only be made up of foreign companies. For the purpose of these By-Laws the interpretation of foreign companies is all those companies registered in China with a non-China company (Headquarter) or ultimate beneficial owner (UBO) being a non-Chinese national. As a general guiding principle, the DCCC works to support Danish business in China and shall prioritize companies where there is a clear and tangible commercial interest relating to the Kingdom of Denmark. In order to preserve a focus on our core membership - being the Danish Chamber of Commerce in China - the DCCC will only accept as its members with voting rights companies with Headquarters or UBO's having following nationalities:

- Kingdom of Denmark (Shall at any time make up at least 70% of the total membership in the DCCC) including:
 - Denmark (including companies with a CVR #)
 - Faroe Islands (including companies with a Skrásetingar #)
 - Greenland (including companies with a GER or CVR #)
- Nordic Countries (May not at any time exceed 30% of the total membership in the DCCC) including:
 - Sweden
 - Norway
 - Finland
 - Iceland
 - Chapter board to approve for this category.
- Other Countries (May not at any time exceed 10% of the total membership in the DCCC):
 - EU Members shall have priority
 - Main board to approve for this category.
- Exceptions:
 - *For companies falling outside the strict interpretations of above categories, chapter boards shall on a case by case basis assess whether a) the leading management in a company is sufficient to fulfil the nationality criteria or b) there is a clear and tangible commercial interest relating to the Kingdom of Denmark. When a member is admitted using the above exception criteria a) and b) a note of this shall be made of this on the internal membership overview which shall be approved by the Main Board.
 - Main board to approve for this category.

Definitions

Member

Means a member qualifying according to the above definition and as defined in the By-Laws.

- All-China Member
- Category A Member
- Category B Member
- Category C Member
- Honorary Member
- Individual Member
- Student Member

Associate Means a company or individual not qualifying according to the principles above as a member of the DCCC and as defined in the By-Laws.

- Category Gold Associate
- Category Silver Associate
- Individual Associate
- Student Associate

Annex II *Danish Chamber of Commerce in China Rotation Schedule*

Definitions

- **Main Board**
At the time of implementing these bylaws, the Main Board of the DCCC represented by nine appointed executive board members appointed (three each) by the three local chapter boards. The appointed executive board members must all be current officio board members of the chapter boards.
- **Executive Board Members**
Refers to the Nine Board members of the Main Board
- **Executive Officers**
Refers to the Executive Chair, Executive Vice Chair, Executive Treasurer and the Executive Secretary.

Principles

- The Main Board will constitute itself in accordance with the By-Laws. The Main Board will be comprised of nine (9) individuals.
- The Main Board will have one Executive Chair, one Executive Vice-Chair, one Executive Treasurer, one Executive Secretary as well as 5 general Executive Board Members.
- Each Chapter (North, East, South) will be eligible to appoint three (3) individuals each.
- The Executive Chair, shall hold the equivalent position in his/her local Chapter Board.
- The Chairs of the respective Chapters shall be nominated to the Main Board.
- Each chapter may each appoint two additional individuals of their choosing to the Main Board but should consider the appointment in light of the full composition of the Main Board – (i.e. to clarify, the respective chapters should appoint the most qualified individual in light of the full composition of the board and the obligations of the chapter to fill out the positions in the rotation schedule below).
- The Main Board including Executive Chair, Executive Vice Chair, Executive Treasurer and Executive Secretary are all appointed for a period of two years.
- If an Executive Board Member resigns, ceases to be a Board Member on their respective Chapter Board, or in the case of the Chair ceases to hold the Chapter Chair position their term as Executive Board Member shall cease and the respective Chapter Board shall appoint a new Board Member to complete their term.

Rotation schedule

*The first period will be 14 months to respect the prior agreed to rotation principle.

Two-year period	Executive Chair	Executive Vice Chair	Executive Treasurer	Executive Secretary	General Members #
1 Dec 2021- 31 Mar 2023*	EAST	SOUTH	NORTH	NORTH	(N1), (E2), (S2)
1 Apr 2023- 31 Mar 2025	SOUTH	NORTH	EAST	EAST	(N2), (E1), (S2)
1 Apr 2025- 31 Mar 2027	NORTH	EAST	SOUTH	SOUTH	(N2), (E2), (S1)

Annex III *Objectives & Values of the DCCC*

Background

Since its establishment in the year 2000, the DCCC has had as its guiding principles 8 objectives. In this annex it is attempted to further define these objectives and provide guidance to our members and secretariat on how to interpret our value proposition.

- Providing a platform for Danish businesses to network and exchange best practices
The DCCC is first and foremost a platform for networking. The DCCC shall provide the necessary forums to facilitate networking for its members, hereunder through events as put forth in item 3, but also through digital platforms such as LinkedIn, WeChat or similar.
- Engaging Chinese and Danish governments and other authorities in a dialogue on legislative and other measures affecting trade between Denmark and China;
The DCCC shall represent the interests of its members when engaging with government entities. A log of such meetings including the meeting purpose along with minutes of meeting from such discussions (if relevant) shall be made available to a DCCC member at any time upon the member's request in order to safeguard transparency as well as to promote the work of the DCCC. A record of the log book shall be published once annually as appendix to the AGM material. Any non-disclosure agreement that prohibits a board member to file a minutes of meeting after such meeting, should still file the meeting in the log book. Any non-disclosure agreement that prohibits a DCCC board member to disclose the participation of a meeting will rule out said member to represent the DCCC.
- Organizing regular member activities such as lectures, seminars, workshops, fairs and social events,
To secure a regular forum for networking the DCCC aspires to hold events that are according to the DCCC's Objectives and satisfactory in frequency, quantity and quality towards our members. 1/3 of those events should be business events intended to share knowledge and best practices.
- Providing information and advice to Danish companies and organizations having or considering a presence in China;
Each chapter shall make itself available for inquiries from Danish companies in China and help with information where possible. If resources allow for it, the DCCC shall according to its value proposition and legal scope offer assistance to Danish companies considering a presence in China.
- Broadening the understanding between Denmark and China and of the opportunities existing for enhancing commercial relations between Denmark and China;
The DCCC shall make information available and, where resources allow for it, offer assistance in matters relating to conducting business in China and with Chinese companies in Denmark.
- Promoting among its members the sharing of knowledge about statistical and other information concerning commerce as well as other information relevant to members;
Information made available to the DCCC, i.e. from the Danish Embassy or Chinese government shall be shared with the DCCC's members where it is not confidential in nature and deemed to be of importance and or of interest to the members.
- Contribute to the further positive development of the Danish and Chinese societies;
Within the scope of the DCCC is the possibility of engaging with charity organizations. When interacting with charities and non-profits in China, these shall be legal and sanctioned by China.
- Cooperating with and supporting organizations in China and Denmark where this serves to meet the objectives of the DCCC;
Ensuring the best possible conditions for Danish companies in China is a key objective. The DCCC shall pursue opportunities for advancement of the business environment for Danish companies.

Annex IV *Code of Conduct*

The Danish Chamber of Commerce in China (DCCC) has adopted the following Code of Conduct that all Board Members, agree to adhere to by signing below:

1.) Procedures for Managing Conflicts of Interest

- a) It is every Board Member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board Member receives compensation from the DCCC, such compensation will be determined and approved by the Executive Committee of the relevant Chapter Board.
- b) Any conflicts of interest, including, but not limited to financial and family interests, on the part of any Board Member, shall be disclosed to the Chapter Board and noted in the board meeting minutes. Conflicts of Interest can involve financial or non-financial interests of the Board Member, the interests of a business partner or associate, family member, friend or person with an actual or past close personal relationship with the Board Member.

Conflicts of interest include, but are not limited to:

- any financial gain by a Board Member or the company with which the Board Member has an employment relationship;
 - any involvement, or perceived involvement, directly or indirectly in the supervision, assessment or examination of any employees of the DCCC, with whom he/she has, or has had, a close personal relationship;
 - taking part in any recruitment, promotion, evaluation or grievance process with prospective or current employees of the DCCC, with whom he/she has, or has had, a close personal relationship.
- c) Any Board Member declaring a conflict of interest shall voluntarily abstain from voting and shall not use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
 - d) A Board Member must inform the whole Chapter Board of any potential conflicts of interest arising from memberships in other organizations and/or boards.

2.) Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or members may be included in board materials or discussed from time to time. Board Members should not disclose such confidential information to anyone.

3.) Prohibition Against Discrimination and Harassment

The DCCC strives to maintain an environment, that is free from discrimination and harassment. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board Members will be investigated promptly and as confidentially as possible by a task force of the Chapter Board appointed by the Main Board.

4.) Active Participation

Board Members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality and care. This includes:

- making attendance at all meetings of the board a high priority;
- being prepared to discuss the issues and business on the agenda, and having read all pre-reads and background material relevant to the topics at hand;
- cooperating with and respecting the opinions of fellow Board Members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board Member personally did not support the action taken;
- showing respect and courteous conduct in all board and committee meetings.

5.) Procedure in Case of Misconduct

In the case a Board Member finds the Chapter Board is not adhering to the signed Code of Conducts, or high ethical standards in general not specifically covered in this document, a notice to the Main Board must be given. The Board Members constituting the Main Board must take any such notices from Board Members highly serious. The Main Board will make the final decision on the handling of misconduct by a majority vote.

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of the DCCC, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature

Date