

Articles of Association DUSA European Association Suzhou

Revision 17

I. **NAME AND OBJECTIVES**

A **Name:**

The Association shall be known as the European Association Suzhou, DUSA for short. English version is European Association Suzhou, 苏州欧洲商会 for Chinese version.

B **Place for contacts:**

Address: Room 1516, 15F, International Commerce Tower, No. 28 Shishan Rd, SND, Suzhou 21501, China

Telephone: 0512 – 6699 3397

Email: info@dusa-eu.cn

Website: www.dusa-eu.cn

C **Objectives of the Association:**

The objectives of the Association shall be:

- a) To provide a forum for Companies, of whatever nationality, with European business interests, their executives and other individual business people, who can identify, examine and discuss matters of common interest affecting economic, industrial, commercial and social objectives of its members.
- b) To co-operate with other appropriate bodies in order to develop further the above-mentioned objectives.
- c) Take an active role in promoting European business interests in China.
- d) To provide social activities for the members and to be a bridge between European and Chinese culture.

D **Language:**

The working language of the Association is English, and all material concerning the Association will be written in English.

II. MEMBERSHIP

A Class of Membership:

The Membership shall consist of:

- a) Corporate Members
- b) Service Members
- c) Individual Members

The names of all the Members shall be entered in the Roll of the Association.

B Qualification for Membership:

- a) Corporate Members

These companies are typically manufacturing products or offering consulting and services and they wish to join DUSA because they want to, primarily, attend, participate and learn during DUSA's various activities, such as Round Tables, Captain's Dinners etc. Their main interest is to benefit from DUSA's goal towards providing 'information, collaboration & networking'.

- b) Service Members

These companies are offering products or services to other companies or individuals. Their main reason for joining DUSA is because they, primarily, see other DUSA members as potential clients.

Typical examples/ include(s) hotels, training institutes, language schools, insurance brokers, business consultants, law firms etc. DUSA will accept a maximum of 2 companies of each kind.

For the above two categories, any applicant who does not fit into one of these two categories will be referred to the DUSA Board for final decision.

Membership shall be open to all companies and branch/representative offices, with European business interests.

Members shall be entitled through their duly appointed representatives to attend and vote at General Meetings of the Association.

- c) Individual Members

This is a limited membership which only applies to foreigners who work in a local manufacturing company and this company does not wish to or cannot join DUSA as Corporate Member, i.e. because the GM changed to a Chinese national, or the company was merged with a non-eligible enterprise. Membership rights are similar to those of Corporate Members, except that they cannot be elected as Chairperson or Vice-Chairperson of DUSA.

This membership is not available for individuals from a service company.

C Application and approval for Membership:

Any company or individual, wishing to become a member of the Association, shall submit the appropriate application form to the addresses shown under B. The membership will be approved by the DUSA Board. After approval, the applicant will be informed about the result and is requested to settle the membership fee within 30 days after acceptance. In case the payment is not received within the requested period, the acceptance automatically becomes void.

D Membership Policy:

a) Annual Fee:

Corporate Member with > 20 employees: RMB 3,500

Membership rights: voting right at the Annual General Meeting (AGM), participation to DUSA round tables, Social gathering and other activities. 5 persons' access rights to DUSA website, enjoy other membership benefits which are mentioned in DUSA articles. If a company requires more membership access rights, a fee of 500 RMB each individual need to be paid.

Corporate Member with < 20 employees: RMB 2,000

Membership rights: Same as members with > 20 employees

Service Member: RMB 6,500

Membership rights: voting right at the Annual General Meeting (AGM), participation to DUSA round tables, Social gathering and other activities. 5 persons' access rights to DUSA website, enjoy other membership benefits which are mentioned in DUSA articles.

Individual Member Manufacturing: RMB 800

Individual Membership rights: same as those of corporate members, except that they cannot be elected as Chairman or Vice-Chairman of DUSA.

- b) Annual fee for new member who join DUSA during the year, after approval from DUSA Board, the membership will be counted since 1st day of the next month. Therefore the new member is requested to settle the membership fee till end of the calendar year (December).
- c) Annual fee shall be payable in every year January against issued invoice for the following 12 months for all renew members.
- d) Membership status cancellation need to be done 3 months before calendar year end in written form, otherwise the membership is still valid for the following 12 months and the membership fee is required.
- e) Members will be obliged to sign a DUSA Membership pledge along with their application for membership in Addendum A. No application will be considered by the board unless this pledge is signed.

III. FUNCTIONS OF BOARD

A Governing Body:

The day to day affairs of the Association shall be conducted by a Management Team and a Board elected at an Annual General Meeting.

B Members of the Board:

- a) The Board shall consist of three or more persons.
- b) The Annual General Meeting shall elect up to a maximum of SEVEN representatives of members, who shall hold office for a period of two years.
- c) The Board has the right to appoint any additional members for support functions.
- d) Each board member upon election or appointment to the board must sign the DUSA Board member pledge in Addendum B.

C Election of the Board:

- a) Names of candidates for the Board shall be proposed at the Annual General Meeting. Election will follow on a simple vote of the members.

- b) The top 5 candidates receiving the most votes will automatically be elected to the BoD, and
- c) That irrespective of the number of candidates, the remaining two candidates will require a minimum of 35% share of the attending registered member vote to be automatically elected to the BoD.
- d) The members of the Board shall nominate and appoint among themselves the following posts:
 - Chairman
 - Vice Chairman
- e) A Board meeting shall be held whenever considered necessary, and not less than once every 6 months. At least 3 Board members shall be a quorum, and in case of equality of votes, the Chairman, if present, shall have a casting vote. The Board shall decide all questions by simple majority. Seven days notice of Board meetings shall be given.

D Vacancies in the Board:

- a) The Board member has to resign if his/she could not fulfill the obligations as a BOD member.
- b) Personal reasons to resign need a notice of 3 month in advance.
- c) The Board shall have power to appoint a member to fill any casual vacancy on the Board as Board member until the next Annual General Meeting. A member so appointed shall retire at the next Annual General Meeting, but shall be eligible for election.

E Powers of the Board:

- a) The Board, in addition to the powers hereinafter specially conferred upon it, shall be vested with the direction and general management of the Association for properly carrying out the objectives of the Association in accordance with the Rules.
- b) The Board shall have power to authorize the expenditure of such sums, as it may deem fit from the Association's funds for the Association's purposes.
- c) The Board may appoint a sub-Board and co-opt members to the Board as and when deemed necessary or expedient.

- d) The Board shall appoint the GM for DUSA European Consulting Services Suzhou Ltd.,. The GM also acts as the legal representative for DUSA European Association. Each term of office of the GM and legal representative shall be two years.
- e) The Board also appoints the supervisor for DUSA European Consulting Services Suzhou Ltd.,.who is not allowed to be a board member. The supervisor shall have the right of audience and the right to address at all Board meetings. Each term of office of the Supervisor shall be two years. The Supervisor may, after the expiry of its term of office, serve consecutive terms. The Supervisor may be dismissed at any time.
- f) The Board may not act contrary to decisions made at General Meetings without first referring such matter to a General Meeting of members for approval.
- g) The Board can terminate the membership with immediately effect, if the member does not follow the articles or damages the reputation of DUSA.
- h) Dismissal of BOD members need to have the majority of the Board agreement.

F Office Bearers:

- a) The BOD Members shall:
 - I) The chairman or in absence the Vice chairman act at all Board and General Meetings and shall be responsible for the proper conduct of business at such meetings.
 - II) The BOD Members represent the Association in its dealing with Government agencies, the media, the public, Chambers of Commerce, and other national business groups.
- b) The Operation Manager shall:
 - I) Keep all records, except financial records of the Association.
 - II) Record the decisions of the Board and minute them for approval.
 - III) Be responsible for keeping accurate and up to date records of Members of the Association.
 - IV) Keep minutes of General Meetings and Board meetings.
 - V) Notify the relevant authorities of any changes in office bearers and in the Rules of the Association. (See detail according to Duties & Function description)

c) The Business Manager shall:

- I) Developing, together with the Board Members during the annual Strategy meeting, the Annual Strategic Plan for DUSA. Monthly check and verify the Strategic Plan implementation with the Board Members during the Board Meetings.

- II) Implement the Strategic Plan into the day-to-day activities, working with the board members on receiving strategic input on the options proposed on the topic of his area, arranging and preparing the practical execution

IV. ASSOCIATION MEETINGS

A Annual General Meetings:

- a) The Annual General Meeting shall be held no later than 31st of March of each year, on a day to be fixed by the Board.
- b) The new Board elected shall take office on 1st April of each election year and the outgoing Board shall be responsible for all official activities of the Association occurring before 31st March.

B Business Considered at Annual General Meetings:

- a) The following business will be considered at the Annual General Meeting.
 - I) Approval of a report from the Board, State of Accounts and a Balance Sheet for the preceding financial year and Budget for the current financial year.
 - II) Transaction of any other business which may properly be brought forward at the meeting
 - b) Voting shall be simple majority, except otherwise stipulated. Each Voting Member shall be entitled to give five single votes.
 - c) At least one (1) month before the Annual General Meeting, the chairman shall send a notice of such meeting and particulars of the Agenda to every member.
 - d) Any member who wishes to add to the agenda any new item of a nature concerning the Association or members, who can only be discussed at a General Meeting, may do so by giving notice in writing to the chairman two (2) weeks before the General Meeting is scheduled to be held.
 - e) The Report, the Statement of Accounts, the Balance Sheet, the Budget, and any other additions to the agenda, which can only be discussed at a General

Meeting, shall be circulated to all Members at least two (2) weeks before the Annual General Meeting.

C Extraordinary General Meeting:

- a) The Board may at any time for any special purpose call an Extraordinary General Meeting, and shall do so within seven (7) days upon the request in writing by not less than 25% of the total membership of the Association or by order of the Board.
- b) The written requisition stating the purpose for which the meeting is required shall be lodged with the chairman of the Association.
- c) At least seven (7) days notice of any Extraordinary General Meeting shall be given by the chairman to all members of the Association.

D Quorum at General Meeting:

At least 1/3 of the total membership of the Association must be present in person at a General Meeting for its proceeding to be valid. If the minimum number of voters is not reached, the participating members can agree with simple majority that they elect the Board and absent voters will be considered as neutral.

V. FINANCIAL MATTERS

A Financial Year:

The Financial year of the Association shall end on 31st December each year, to which day the accounts of the Association shall be balanced. The finance audit needs to be done until 28th of February of the following year.

B Annual Report:

The Board shall draw up an Annual Report on the State of the Association, which shall be presented by the Chairman at the Annual General Meeting.

C Accounts:

The Board shall keep full and proper accounts of all money received and expended by the Association and of matters in respect of which such receipts and expenditures take place and of all the properties, credits and liabilities of the Association.

D Care of Funds:

The Treasurer shall take and receive all money payable to the Association under these Rules. All fees and other money payable to the Association shall be paid forthwith into a bank account approved by the Board.

E Use of Funds:

All money arising from fees payable under these Rules shall be paid to the Association to be applied on the first place to defraying expenses of the administration of these Rules, including any expenses of the Association that may be allowed under any by-laws made under these Rules.

VI. MEMBERSHIP BENEFITS

- a) Special rates for DUSA organized events
- b) Access to DUSA internet webpage with personalized access
- c) Discount for selected restaurants and other places (Check website for latest updates)
- d) Attend DUSA round tables, information training events and workshops
- e) Regular information about special events.
- f) Direct contacts to authorities in Suzhou.
- g) Advertisement on DUSA website

Generally all corporate members can have their company logo on the advertisement field specially prepared on the website area. The logo will be displayed in a continuously running random selection. The cost for this is included in the yearly membership fee.

VII. OTHER MATTERS

A Amendments to the Rules:

Any proposal involving an amendment to the Rules of the Association shall not be carried except by 2/3 majority vote from the Voting Members expressed at an Annual General Meeting or Extraordinary General Meeting called for the purpose.

B Notification of Change of Address:

Any alteration in the residence or place of business of any Members shall be notified to the addresses under B. A notice to any Voting Members and Association Members sent by post or fax to his/her address in the Roll of Members shall be deemed to be duly delivered.

C Advertisement:

Commercial advertisement with the name of DUSA or DUSA members should be approved by BOD or the company.

D Interpretation:

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

- End -

ADDENDUM – 2017.03

A. MEMBER PLEDGE

As a representative of (company name), as a member of DUSA European Association, I hereby pledge to honour and respect the Articles of Association. Members of the (Company name) shall at all times conduct themselves in a manner consistent with DUSA's spirit of adding value to member companies through networking, collaboration and information sharing. We shall at all times safe guard against using DUSA events for the purposes of soliciting and/or promoting our company's services or products.

B. BOARD MEMBER PLEDGE

I, (Name), hereby pledge my commitment to furthering the interests of DUSA European Association and its members by fulfilling my duties as a member of the Board of Directors for the duration of my term. In my role as Board member, I will honour and abide by the Articles of Association at all times, and will under no circumstances use my BoD position, or title to further my own, or my company's interests.

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Revision Record

Revision Number	Contents	Amended By	Release Date
No. 16	No Record		
No. 17	<ol style="list-style-type: none"> 1. Deleted contacted with Job titles, only leave with contact numbers/address/email (Point I/B) 2. Expand BoD members up to 7 persons (III/C) 3. Change Executive Officer to Operation Manager (III/F/b) 4. Add ADDENDUM – 2017.03 chapter for Pledge of BoD members and members 	Oscar Wu Wayne Richmond Oscar Wu Wayne Richmond	2017.05.22
No. 18			