

Members Charter

Ao Shang Hui Consulting (Shanghai) Company Ltd is a wholly foreign owned enterprise established in Shanghai that operates under the brand name of “AustCham Shanghai” and may also be referred to as “The Company” elsewhere in this Charter.

The Company is owned by AustCham Consulting Limited, a Hong Kong based Company whose shares are held in trust for the corporate Voting Members of AustCham Shanghai.

The Company has a vision to be the leading bi-lateral organisation to promote trade and investment between Australia and China.

It offers a range of membership options for Companies and individuals in exchange for providing members with access to the products, services and programs of the Company.

This Charter sets out the relationship between Members, the Company and its Shareholding Company in Hong Kong, and thereby enshrines the rights and obligations of Members in the legal and governance framework of the Organisation.

1.0 Objectives

The Company has a vision to be the leading bi-lateral organisation to promote trade and investment between Australia and China.

It offers a range of membership options for Companies and individuals in exchange for providing members with access to the products, services and programs of the Company.

This Charter sets out the relationship between Members, the Company and its Shareholding Company in Hong Kong, and thereby enshrines the rights and obligations of Members in the legal and governance framework of the Organisation.

The Company's objectives are:

- 1.1 To promote the development of trade, commerce and investment between Australia and the People's Republic of China ('China').
- 1.2 To provide a forum which facilitates investment and business cooperation between Australia and China.
- 1.3 To work with organisations in China, Australia and elsewhere on matters of mutual interest.
- 1.4 To maintain relations with Chambers of Commerce and other commercial organisations.
- 1.5 To do all other lawful things as may be incidental or conducive to the attainment of the foregoing objectives.

2.0 Membership

2.1 Types of Membership

Membership of AustCham Shanghai is open to individuals and entities that share the objectives of the Company. There are two categories of membership: voting and non-voting.

The shares of the Holding Company in Hong Kong are held in trust for the Voting Members of AustCham Shanghai. Voting Members are automatically registered as beneficiaries of the Holding Company as long as their membership status is maintained.

The Board has full discretion to make changes to non-Voting Member categories.

Any changes to Voting Member categories (other than membership dues and fees) must be approved by the Voting Members at a General Meeting of the Company.

2.2 Members Rights and Obligations

Members have the right to:

1. Attend Annual General Meetings and Extraordinary General Meetings of the Company;
2. Vote at the meetings;
3. Waive their right to vote at meetings; and
4. Raise any concerns at meetings.

Members are obligated to:

1. Pay dues and fees as required by the Board;
2. Comply with resolutions of the Board and decisions made at the general meetings; and
3. Comply with the Members' Code of Conduct.

2.3 Determination of Membership

The Board shall determine the acceptability of any applicant for membership or for change in classification of membership in AustCham Shanghai.

Applications for membership shall be submitted to the Company's registered office together with all required documentation.

2.4 Membership Dues and Fees

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

2.5 Proxies and Absentee Voting

Proxy Voting:

Any eligible Voting Member may authorise any other member to vote on their behalf at any Annual General Meeting or Extraordinary General Meeting of the Company.

Notice of such proxy authorisation must be received in writing by the Company Secretary in advance of the meeting at which such proxy is to be voted.

Absentee Voting:

Any eligible Voting Member may vote at any Annual General Meeting or Extraordinary General Meeting of the Company by absentee ballot. The detailed process for proxy and absentee voting shall be set forth in the Schedules of this Charter.

2.6 Resignations and Termination

In order to resign from membership with AustCham Shanghai, written notice must be given to the Company by the member.

The Board shall record the resignation of any member in the records of the Company.

The Board may terminate the membership of any member for failure to pay fees, failure to comply with the Members Code of Conduct, or for any other reason determined by the Board in its absolute discretion.

3.0 Meetings of the Company

3.1 Annual General Meeting

An Annual General Meeting will be held no later than four months after the end of the financial year of the Company. Written notice of such a meeting shall be given to the membership 28 days in advance.

The business to be conducted at the Annual General Meeting shall include, but not be limited to:

- (a) A report of the Board of Directors;
- (b) The presentation of the Auditors report and audited financial statements for the financial year just completed;
- (c) Nomination and election of the Board

3.2 Extraordinary General Meeting

The Board Chair shall convene extraordinary General Meetings of the Company by giving no less than 14 days notice, upon:

- (a) The direction of the majority of the Board;
- (b) The request of at least 10% of the votes of Voting Members; or
- (c) The request of the Company Supervisor

Any member who wishes to place a related item on the agenda of an Extraordinary General Meeting may do so provided he or she gives notice to the Company Secretary one week before the meeting is due to be held.

3.3 Notice

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

3.4 Quorum

The quorum for the Annual General Meeting and for an Extraordinary General Meeting shall be 10% of the votes of the Voting Members of the Company.

For the purposes of determining a quorum, each absentee vote cast by eligible Voting Members and received by the Company Secretary or proxy votes by eligible Voting Members held by any person attending any meeting will be counted separately in determining whether a quorum exists.

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 (within 14 days) 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.

3.5 Voting

Decisions of the Annual General Meeting and the Extraordinary General Meeting shall be passed by simple majority except if otherwise provided in the Constitution.

4.0 Election of Board of Directors

4.1 Board Members

Board members shall be elected for the nominated term at the Annual General Meeting by the corporate Voting Members of AustCham Shanghai.

The Board will comprise of 10 Non-executive Directors and one Executive Director.

The size of the Board will be determined in accordance with the Company's Constitution.

Eligibility to be a member of the Board, along with procedures for nominating and filling vacancies will be clearly stated in a document titled, "Nominations and Elections Process" and must be attached as a Schedule to the Members Charter.

4.2 Role of the Board

The role of the Board is to provide leadership and strategic guidance for the Company in addition to overseeing management's implementation of the Company's strategic initiatives.

The Board is accountable to members for the performance of the Company's business.

The Board will appoint one of its members to be the Chairman in accordance with the Company's Constitution.

The Chairman represents the Board to the members and communicates the Board's position.

5.0 Appointment of Auditors

The Board shall appoint an external, independent, accredited auditing firm to audit the Company's accounts each year and to present a report upon them to the Board, which report will also be disclosed to the membership at the Annual General Meeting. The Auditor may be required by the Chair to audit the Company's accounts for any period at any date and make a report to the Board.

6.0 Amendment of the Constitution

No alteration or additions to the Company Constitution shall be made except by passing of an ordinary resolution at an Annual General Meeting or an Extraordinary General Meeting.

7.0 Amendment of the Constitution

No alteration or additions to the Members Charter shall be made except by passing of an ordinary resolution at an Annual General Meeting or an Extraordinary General Meeting.

The Board may make alterations or additions to the Schedules attached to the Members Charter at its own discretion, as long as they do not conflict with the Members Charter or the Company Constitution.

Schedule A: Membership Regulations

1.0 Membership Categories

1.1 Voting Members

Voting Members include "Corporate Members" and "Platinum Corporate Members" as defined below. Each Voting Member is entitled to one vote.

Corporate Member means a member of AustCham Shanghai:

- (a) being any corporation, partnership, sole proprietorship, representative office, branch office or other legal entity formed, founded or incorporated in China; and
- (b) having a regional representative in China or having sufficient capital investment or operating interest as a business related entity in China as determined by the Board in its discretion.

Platinum Corporate Member means any Corporate Member meeting the additional platinum criteria determined by the Board.

A Corporate Member and Platinum Corporate Member may appoint as its Nominee in AustCham Shanghai, one representative, who shall be a person of good repute. A Corporate Member and Platinum Corporate Member may also appoint other employees to be nominee representatives.

1.2 Non-Voting Members

Non-Voting Members include:

Associate Member means a member of AustCham Shanghai being any corporation, partnership, sole proprietorship, representative office, branch office or other legal entity formed, founded or incorporated outside of China.

Platinum Associate Member means any Associate Member that meets the additional platinum criteria determined by the Board.

Individual Member means a member of AustCham Shanghai being an individual eighteen years of age or over.

Social Member means an Individual Member entitled to attend only the social events of the Chamber.

Student/Alumni Members means any Individual Member that meets the additional Student/Alumni criteria determined by the Board.

Life Member means an individual who is recognised for his or her longstanding dedication and commitment to fostering a strong Australia-China business relationship and is appointed by the Board by a special majority (two thirds majority) vote.

2.0 Membership Register

A Membership Register must be kept up to date at the Company's registered office, including the following details of all the Members since the foundation of AustCham Shanghai:

- > Company/Individual name
- > Address in English and Chinese
- > Contact details
- > Date of joining and retirement
- > Name of nominee (for Corporate Member or Associate Member)

The Membership Register, both current and edited for public information, may be published as a membership directory or a membership database on the AustCham Shanghai website, or at any time in any other format of an AustCham Shanghai publication.

Personal contact and corporate information provided by members and guests will remain confidential, except when clearly authorised by those providing the information. The confidential information may be used for AustCham Shanghai internal membership management and planning purposes.

3.0 Membership Application Process

Those interested in joining AustCham Shanghai should submit a fully completed application form to the Company's registered office. This form includes the following details:

- > Membership category the applicant is wishing to join.
- > Company Name in English (and Chinese if possible) (not applicable for individual membership applications).
- > Address in English (and Chinese if possible).
- > Corporate Representative and key contact person including full name, gender (for marketing purposes), professional title and contact details.
- > Business license in Mainland China or ABN number (not applicable for individual membership applications).

The staff of AustCham Shanghai will be responsible for:

- > Checking the application form and supporting documentation.
- > Submitting membership applications with recommendations to the Board for approval.

Joining and subscription fees for new Members are due and payable no later than thirty (30) days from the written notice of membership approval.

No applicant for membership will become a member of AustCham Shanghai and be recorded in the Membership Register until:

1. All necessary requested information and supporting documentation has been received;

2. The joining and subscription fees has been received in full; and
3. The application has been approved by the Board.

4.0 Membership Fees

4.1 Payment Method

To activate or maintain their membership, Members must pay the relevant joining and subscription fees for their approved membership category as set out by the Board.

Any joining and/or subscription fees must be paid in cash or by bank transfer. The Membership Team will provide an exchange rate if fees are to be paid in foreign currency. All related bank fees and transfer costs are the responsibility of the Member or applicant forwarding the payment.

No “in kind” or alternative forms of payment will be accepted to pay membership joining or subscription fees, unless approved by the Board of Directors.

4.2 Membership Term

Subscription fees for all members, with the exception of Platinum Members, are based on a twelve (12) month membership period commencing on the date when the full amount of the relevant subscription and joining fees have been paid and received in full.

Platinum members may choose a quarterly payment cycle for a 12-month membership.

Continuing Members’ subscriptions become due for renewal on the date of each yearly anniversary of the commencement of their membership. Membership fees will not be charged on a pro-rata basis unless the Member upgrades from one category to another.

Each continuing Member will receive notice two months prior to the renewal falling due. These membership fees will be due and payable either on or before the renewal date unless written resignation of membership has been received and confirmed prior to that date at the Company registered office.

4.3 Overdue Fees

If any membership subscription or joining fee remains for a period of one (1) month from the due date for payment, they will not be considered as Members in Good Standing.

If any new applicant’s joining subscription fee remains unpaid after the expiration date (30 days from membership approval), the application will become invalid. Should the applicant wish to proceed with membership after the original application has expired, a new application must be submitted.

If a membership renewal subscription fee remains unpaid for more than three (3) months from the due date the Membership Team is required to give written notice to that member. This notice is to advise that, if the fee is not paid in full within one (1) calendar month of the date of the notice, the member may be retired from the Membership Register.

5.0 Membership Transfers

Any Member who ceases to be eligible for membership under a particular membership category may, with the approval of the CEO, transfer its membership immediately to another eligible membership category provided any necessary fees required are paid promptly.

Any Corporate Member or Associate Member who transfers its membership to another company must provide full details of the new company and any relevant documents for approval to the Company registered office together with the business license.

Individual Memberships cannot be transferred.

6.0 Membership Registration

Any Member may resign their membership at any time upon providing written notice to the CEO.

The Company Secretary shall record the resignation of any Member in the Member Register.

Upon membership resignation, all the employees of the company also cease to be members of AustCham Shanghai. Any Member who for any reason ceases to be a Member, will nevertheless remain liable for, and the Company is entitled to make claim for, all monies other than subscription fees, which at the time of ceasing to be a member are deemed to be due to the Company.

Any retired Member may reapply for membership and be reinstated on the Membership Register upon approval of a new application and payment of the appropriate fees.

7.0 Membership Termination

The Board of Directors may terminate the membership of any member by a special majority (two-thirds majority) vote under the following circumstances:

- > The Member Company has business license concerns.
- > The Member Company is closed down.
- > The Member is convicted of any criminal offence or of any offence involving his integrity or honesty.
- > The Member enters into any act of bankruptcy or liquidation either voluntarily or compulsorily (with the exception of amalgamation or reconstruction purposes).
- > The Member becomes unable to pay his debts as they fall due.
- > The Member violates the Company Constitution or Members Charter.

If any Member persistently violates any of the provisions of the Constitution, or if his/her conduct is, in the opinion of the Board, injurious to the character or best interests of the Company, the Board will specifically consider the matter. If the Member does not explain his conduct to the satisfaction of the Board, the Board may, by affirmative resolution passed by a majority of its maximum potential number of Directors, strike that Member's name off the Membership Register.

The Board may, at its discretion, determine to immediately suspend such member from access to and the use of facilities of the Company pending the investigation of his conduct by the Board.

The Board may also, in its absolute discretion, upon written application of the Member and after due inquiry, may by affirmative resolution passed by a majority of its maximum potential number of the Board, restore such Member's name to the Membership Register upon such terms as the Board thinks fit and in accordance with the Members Charter.

The process for termination is as follows:

- i) The CEO collects all required information and presents it to the Board of Directors.
- ii) The Board of Directors considers the motion with a decision to strike off the Member requiring a two-thirds majority.
- iii) The CEO informs the Member, by a written notice, that the membership will be terminated as of the date of the notice.
- iv) The CEO informs the Members that such Member is no longer a Member of AustCham Shanghai to prevent any potential damage to the Company and its Membership.

Members are not entitled to any refund of fees, or part thereof, if a membership is terminated in accordance with the above proceedings.

8.0 Annual General Meetings

8.1 Attendance and apologies registration

Only Members in good standing may register to attend an AGM. A registration form is to be filled in as part of the formal registration process. Non-Voting Members may also register to attend. The deadline for attendance registration is exactly 24 hours prior to the AGM.

8.2 Proxies duly appointed to attend the AGM

Voting Member Representatives in good standing may duly appoint another person as his or her proxy. This proxy must be:

- >An employee of the Voting Member Company; or
- >A representative or employee of another Member Company (not necessarily a Voting Member); or
- >An Individual Member of AustCham Shanghai.

The registration form signed by the Voting Member Representative must be submitted to the Company Secretary. The proxy shall also register his or her attendance on the form. The Deadline for the appointment of a proxy is exactly 24 hours prior to the AGM.

It is the responsibility of the Voting Member Representative to instruct the duly appointed proxy to vote at the AGM.

On receipt of correctly completed proxy forms the Company Secretary will acknowledge receipt and enter the details into the Record of Registered Proxies for

the AGM. Registration of proxy attendance at the AGM and a formal apology for the Voting Member not in attendance must be checked and entered in the formal AGM records.

A duly appointed proxy who is not a Voting Member Representative will have the same rights to speak and vote at General Meetings, just as a Voting Member Representative would.

A vote cast in accordance with the terms of the proxy appointment will be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid is received at the Company registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

8.3 Absentee voting

Any eligible Voting Member may vote at any General Meeting of the Company by absentee ballot.

The Articles entitle any Voting Member duly appointing a proxy, to register a written preferred vote or to allow the duly appointed proxy vote as informally instructed or according to any other agreed way.

8.4 Meeting quorum

The Quorum for an Annual General Meeting and an Extraordinary General Meeting shall be 10% of Voting Members in Good Standing, including their proxies.

Each Voting Member nominates a Voting Member Representative who has the right to vote. The Voting Member Representative may attend the AGM, debate and vote as required on business and on the election of the Board of Directors. These individuals from Voting Members in Good Standing or their duly appointed proxies are those who are counted when a quorum is calculated.

At exactly 24 hours prior to the AGM, the Company Secretary will report the Quorum for General Meetings to the CEO and the Chairman of the Board.

The Company Secretary will not register the attendance of any Voting Member if monies outstanding for more than one (1) month have not been fully paid up by the date of the General Meeting. These members are not considered to be in Good Standing. The calculation of one month will be made from the day 24 hours before the AGM to the date exactly 30 days prior.

No business may be transacted unless a Quorum of Eligible Voting Members in Good Standing is present when the meeting proceeds to business or, where relevant, at the time of conclusion for electronic votes. For business to continue the Quorum must continue to be present until the conclusion of the meeting. Once a Quorum is present and continues to be present (monitored), even if some Voting Members abstain from voting, the business of the AGM may proceed.

The Company Secretary will note the time the meeting commences and whether the Quorum has been achieved by persons present or by duly appointed proxy. If a Quorum is confirmed by registration checklist and head count, the nominated



Chairman of the Meeting will be notified to commence the proceedings.

If quorum is not present at the time set for AGM commencement as stated in the Formal Notice, the Company Secretary will monitor any new registrations and await arrivals until a Quorum is present or until thirty (30) minutes has passed, whichever occurs soonest.

If a Quorum is not achieved within 45 minutes of the appointed commencement time, the meeting will be adjourned and reconvened at a time and place determined by the Board of Directors.

In the event that exceptional circumstances affects many attendees' arrival, if the Board of Directors has knowledge to the effect that a Quorum is reasonably and unusually delayed or hindered from arriving, but will be able to present itself at a reasonably expected later time, then the Board of Directors may, with the consent of those present, or in electronic communication, schedule the AGM for later the same day.

In the event that a Quorum is not present at any such General Meeting, the meeting shall be adjourned and reconvened at a place, date and time to be appointed. The date of such a meeting shall be within fourteen (14) days of the original meeting date. Should the number then present, including absentee and proxy votes, be insufficient to form a Quorum, those present shall be considered a Quorum.

Each absentee or proxy vote cast by eligible Voting Members and received by the Company Secretary will be counted in determining whether a Quorum exists.

8.5 Voting at AGMs

At any General Meeting a resolution to put to the vote of the meeting will be decided on a show of hands. A declaration by the Chairman that a resolution has on a show of hands been carried (either carried unanimously, or carried by a particular majority, or lost) will be conclusive evidence of the fact without further proof of the number of proportion of the votes recorded in favour of, or against such resolution.

In case of a vote being tied, the Chairman will have the casting vote.

8.6 Meeting minutes

The Company Secretary will prepare minutes of the Annual General Meeting. The minutes will be approved by the Board at the first Board meeting following the AGM.

In accordance with the Company Constitution, the Directors of the Shareholding Company in Hong Kong will then sign the minutes.

The minutes will be presented at the Annual General Meeting the following year for noting.

This written record of the minutes, together with all reports presented (including electronic presentations) and the original Audit Reports will be kept for the life of the Company in the permanent records, both in hardcopy and electronic forms, and gifted with the Archives of AustCham Shanghai.

8.7 Post-AGM communications

The results of Board elections and any votes taken at the AGM will be announced on the AustCham Shanghai website after the AGM.

Schedule B: Nominations and Elections

In accordance with the Constitution and Members Charter, the following is the official Nominations and Elections Process of Ao Shang Hui Consulting Co., Ltd (AustCham Shanghai).

1.0 Composition of the Board of Directors

The Board of Directors of the Company is comprised of ten (10) elected Non-Executive Directors and one (1) non-elected Executive Director (CEO).

- 1.2 Directors are elected by eligible Voting Members at the Annual General Meeting (AGM) in April each year for a two-year term. Terms are staggered, with approximately half of the Board standing for election each year.
- 1.3 The first Board meeting shall be held within the first 14 days after the AGM.
- 1.4 The Directors of the Board elect the position of Chairman, Deputy Chairman and Treasurer by a simple majority vote. This vote will take place by secret ballot at the first Board of Directors meeting held after the AGM.
- 1.5 All Directors are formally appointed to their elected positions through an appointment letter from AustCham Shanghai's shareholding Company in Hong Kong.
- 1.6 Members and Chairs of Board Committees are selected by the Chairman and approved by the Board.

2.0 Criteria for Nominations to the Board of Directors

- 2.1 A candidate for the Board of Directors must be an employee of a Company who is a Voting Member in good standing.
- 2.2 Candidates who are not the registered voting representative of their Employer Company must be proposed by the Voting Member representative of their Employer Company.
- 2.3 Candidates for the Board of Directors must be legally entitled to reside and work in China, therefore candidates must have a Chinese passport or a work permit and work visa.
- 2.4 A candidate for the Board of Directors need not be an Australian citizen; however a Director must be an Australian citizen to be eligible to nominate for the positions of Chairman and Deputy Chairman of the Board.
- 2.5 Only one employee from any one Voting Member may serve on the Board at

any one time. An Honorary Advisor to the Board and a Director employed by the same member Company may not serve on the Board concurrently.

- 2.6 Any employee of a Government, or of an organisation that is controlled by and/or reports to a Government, is not eligible to nominate for election to the Board of Directors.
- 2.7 Retired Directors and interim appointed Directors can be nominated to stand for election provided that they satisfy all other eligibility criteria.

3.0 Terms of Office

- 3.1 Directors serve a two-year term and may then stand for re-election. There is no limit on the number of terms for which a Director may stand.
- 3.2 The Chairman, Deputy Chairman and Treasurer shall serve a one-year term and may then stand for re-election, provided that they are still an elected Director of the Board. There is no limit on the number of terms for which a Director may stand for an Officer position.

4.0 Process for Nominations

- 4.1 Nominations may be submitted by any Voting Member of AustCham Shanghai using only the official AustCham Shanghai nomination form. With the official form, items to be covered must include:
 - (a) A professional curriculum vitae updated to the time of submission;
 - (b) A colour portrait style photo;
 - (c) The signatures of a proposer and seconder to the nomination who are the registered representatives of Voting Members of AustCham Shanghai (all signatures must be on a single candidate nomination form);
 - (d) An election statement for inclusion in the Election ballot outlining the reasons for their suitability to be a Director of the Board;
 - (e) A signed acknowledgement that the individual has read, understood and will agree to sign the Directors Code of Conduct if elected.
 - (f) A copy of the front page of the candidate's passport and visa to verify that they are a resident of China.
- 4.1 Using the information provided, the Company Secretary will check to verify that the nominee is qualified to nominate as per the criteria in item 2.0 above.
- 4.2 Using the information provided, the Company Secretary will check to verify that the nominee is qualified to nominate as per the criteria in item 2.0 above.
- 4.3 The Company Secretary will sign and record when a completed nomination form has been received.

- 4.4 Where time permits, the Company Secretary will immediately inform a nominee who has submitted an incomplete application so that the nominee has the opportunity to re-submit a complete application.
- 4.5 Candidates are not permitted to propose or second their own nomination.
- 4.6 The proposers and seconders of candidates must be AustCham Shanghai Voting Member representatives.
- 4.7 A Voting Member representative may propose or second more than one candidate for election, provided each candidate nominated is employed by a different Voting Member Company.

5.0 Process for Inviting Nominations

- 5.1 The Nominations Committee will announce a call for nominations to the AustCham Shanghai membership at least twenty-eight (28) days before the elections and AGM. Specific dates will be released in February each year.
- 5.2 The nominations period should be open for a minimum of fourteen (14) days.
- 5.3 The notice of the call for nominations should clearly set out and include:
 - >the date of closure of nominations and the place where nomination forms should be returned;
 - >the nominations form detailing all the required information;
 - >the number of Director positions open for election;
 - >the names of serving Directors who are continuing for the second year of their 2-year elected term in office;
 - >the names of those Directors automatically retiring from the Board at the completion of their 2-year elected term in office;
 - >the names of those Directors (if any) who, having served any period of their two-year elected term in office, are retiring early at the AGM;
 - >the names of those Directors (if any) who were interim appointments to the
 - >the eligibility criteria for Voting Members wishing to stand as candidates for election as Directors of the Board;
 - >any validity and receipt requirements;
 - >the procedure for nominating, proposing and seconding;
 - >Notice that each incoming Director, if elected and before taking up office, will be required to sign the Directors Code of Conduct and an official letter of appointment.
- 5.4 The Nominations Committee may choose to publish a report that outlines the ideal skills mix of Directors on the Board, based on technical skills, experience, diversity and industry representation. The report must be objective based and not refer to any individual names. Such a report must be approved by the Board and be disclosed at the same time as the notice of the call for nominations.
- 5.5 At the close of the nominations period, the Company Secretary will review all nominations and verify that each nominee is eligible to stand in the election. Within two (2) days, the Company Secretary will present the review findings to

the Nominations Committee for acceptance and a decision to proceed with forming an election slate and ballot.

- 5.6 In the event that there are not enough candidates nominated to fill the vacant positions on the Board, the Nominations Committee will extend the nominations period by another seven (7) days and solicit extra candidates to nominate for the election. Such action must be notified in writing to the full Board of Directors immediately upon the Committee making such a decision.
- 5.7 Formal notice of the election (including the election slate and voting instructions) must be sent to all Voting Members within two (2) working days of the Nominations Committee finalizing the list of candidates.

6.0 Election Procedures

Directors of the Board will be elected by Voting Members of AustCham Shanghai through an electronic voting process. Voting will be conducted during the 30 days preceding the Annual General Meeting convened in April each year. Elections will be carried out according to the following procedures.

6.1 Election Auditor

(a) Appointment of the Election Auditor

Based on the recommendation of the Nominations Committee, the Board will appoint an external Election Auditor (such as a professional consulting or law firm that routinely provides corporate secretarial services) prior to the call for nominations to the Board.

The election auditor must have an office located in Shanghai and may not have any employees running for the Board during the election in question. The election auditor does not have to be a member of AustCham Shanghai.

(b) Responsibilities of the Election Auditor

The Election Auditor will be briefed on the voting process by the Company Secretary prior to the commencement of the voting period. The exclusive access code to the electronic voting database will then be disclosed to the Election Auditor. The only two (2) people with access to this code shall be the Company Secretary and the Election Auditor. No other person shall be given access to this code.

During the voting period, the Election Auditor will be required to monitor the electronic votes being lodged to ensure the process is working smoothly.

At the end of the voting period, the Company Secretary will tally votes and determine the successful candidates for vacant Board positions. The Election Auditor will check the Company Secretary's tally and determination, before providing a signed statement to declare the final

tally of votes and the winners of the election. This statement should be addressed to the Members of AustCham Shanghai and sent via email to the CEO and Company Secretary within 24 hours after the close of voting.

(c) Independence of the Election Auditor

The Election Auditor will not interact with any AustCham Shanghai member or AustCham Shanghai staff member on any issue related to the Election Auditor's work or the AustCham Shanghai elections. The Election Auditor must keep all information related to the AustCham Shanghai elections in the strictest confidence.

(d) Election Irregularities

If the Election Auditor wishes to report any irregularities or issues with the election process, then such matters may be raised with the Chair of the Nominations Committee. The Nominations Committee will determine if the matter is serious enough to warrant a report to the Board of Directors.

Any irregularities involving the Election Auditor will be brought to the attention of the Chair of the Nominations Committee. The Nominations Committee will determine if the matter is serious enough to warrant a report to the Board of Directors.

Should the Nominations Committee find that the independence of the Election Auditor has been compromised, inappropriate information has been released by the Election Auditor, or the Election Auditor is incompetent, the Committee will, in a timely fashion, make a recommendation to the Board of Directors for action. Depending on the severity of the situation, recommendations may include dismissal of the Election Auditor, postponing of elections, the appointment of a new Election Auditor, and/or calling of new elections.

6.2 Electoral Roll

The Company Secretary will prepare a register of voters for the Election Auditor. This will be a roll of voting Corporate members in good standing. The roll will include the names of corporate nominees who are authorised to vote.

Registrations for the electoral roll will close on the day that nominations are called for the election of the Board of Directors. New corporate members who join AustCham Shanghai after this date, but before the AGM, will not be eligible to vote.

6.3 Ballot Design & Distribution

Once the nominations period for candidates to the Board of Directors closes, and the Nominations Committee has confirmed that the nominees are eligible, information is collated by the Company Secretary to form an election ballot. The ballot will be published with the list of approved candidates in alphabetical order by surname.

6.4 AustCham Shanghai Staff

All AustCham Shanghai staff, other than the Company Secretary, will be removed from activities relating to the nominations and election process. No person, member or otherwise, may seek assistance or guidance from any AustCham Shanghai staff, unless expressly approved in writing by the Chairman of the Board and/or the Chair of the Nominations Committee.

6.5 Confidentiality of Information

At no time during the electronic voting period will any information relating to the voting be revealed by the Election Auditor or Company Secretary to any AustCham Shanghai member, AustCham Shanghai staff or member of the general public. The Election Auditor may only disclose to the Chair of the Nominations Committee when quorum has been reached, or if it appears unlikely that quorum will be reached prior to the close of voting.

6.6 Quorum

Quorum will be reached when ten percent (10%) of the registered voters have cast their votes.

Should the Election Auditor inform the Nominations Committee Chair that quorum is unlikely to be reached, the Committee Chair will inform the Nominations Committee who may then choose to initiate additional efforts to encourage members to vote.

In the event that quorum is not reached by the close of voting, the Election Auditor will inform the Nominations Committee Chair. The Committee Chair will inform the Nominations Committee who will then announce an extension of time to the voting period.

If the voting period is extended, all ballots cast in the first election period are carried over and any member who had not voted in the first election period is eligible to cast a vote.

6.7 Voting

The election of Directors of the Board will be conducted electronically. The process of electronic voting is by secret ballot.

Each registered Voting Member representative will receive one (1) link to access the electronic voting platform. This link will be sent to each Voting Member's email address on the day after Formal Notice of the election is sent out.

The purpose of electronic voting is to allow Voting Members the flexibility to lodge their vote at a convenient time. Proxies and absentee votes are, therefore, not necessary or permitted for the voting process.

Votes must be submitted from the registered voter's email address that the link for voting was sent to.

Voting Members are responsible for the authenticity and anonymity of their vote.

Once a vote has been submitted it cannot be changed.

In voting for the Board of Directors, Voting Members may only cast as many votes as there are open seats. For example, if there are 5 seats, each member may only cast 5 votes. Members may choose not to cast their full allotment of votes.

The voting period must be open for a minimum of seven (7) days and close forty-eight (48) hours before the AGM.

A reminder will be sent to Voting Members who have not yet cast their vote three (3) days after the voting period opens.

A final reminder email will be sent to Voting Members who have not yet cast their vote two (2) days before the voting period closes.

6.8 Vote Tally

The candidates running for the Board who receive the highest number of votes are elected to the Board of Directors, provided they receive at least ten (10) percent of total votes cast. In the event that the open Director seats are not filled due to the minimum vote requirement, the open seats will be considered vacant and the procedures for filling vacancies will apply.

In the event of a tied final place, the Nominations Committee will make the final decision.

6.9 Announcement of Election Results

The official statement of the Election Result submitted by the Election Auditor will be presented at the AGM by the Chairman of the meeting.

Election results will be published on the AustCham Shanghai website immediately after the AGM.

6.10 Maintenance of Election Results

The final register of voters and the total vote tally will be maintained in a file held by the Company Secretary for a period of three (3) years.

7.0 Campaigning

7.1 Candidates for the Board of Directors, should they choose to actively campaign for office, will do so in such a manner as to maintain decorum and the dignity of AustCham Shanghai.

7.2 Statements by candidates or their supporters should maintain a positive air.

- 7.3 No monetary or in-kind consideration may be provided to Voting Members in return for their votes.
- 7.4 Incumbent Directors may not endorse candidates in an official capacity. Should AustCham Shanghai members or Directors choose to support candidates in a personal capacity, this would not constitute endorsement by the Company.
- 7.5 Employees of AustCham may not endorse or assist candidates in any way.
- 7.6 The Company Secretary, in liaison with the Nominations Committee, will ensure that all candidates are entitled to and have equal access to information and members' contact details. Each year, the Nominations Committee will decide on the method of ensuring candidates' equal access to such information.
- 7.7 The Nominations Committee may review any disputes or issues that arise with respect to campaigning during the course of an election. The Chair of the Nominations Committee will keep the Board of Directors informed on such issues. The Board of Directors will decide on any necessary action to be taken.

8.0 Vacancies

- 8.1 Vacancies occurring between Annual General Meetings among the Board of Directors may be filled by the Board of Directors.
- 8.2 A Board position will immediately be considered vacant if the individual:
 - (a) resigns their post of Director;
 - (b) is no longer a resident of China;
 - (c) is a corporate member and leaves the employ of the Company they were with when elected to the Board;
 - (d) is required by the Board to surrender their position due to lack of participation/performance of duties as outlined in the Directors Code of Conduct;
 - (e) is a corporate member and their Company ceases to operate or be a member of AustCham Shanghai.
- 8.3 Procedures for filling Board vacancies are as follows:
 - (a) The Chair of the Nominations Committee will initiate the review process within one (1) week of a vacancy arising.
 - (b) The Nominations Committee will consider the remaining slate of candidates from the previous election, plus any other candidates that have been identified since the previous election. The Committee will then make a recommendation to the Board, which must be passed by a simple majority vote of the Board.

The vacancy should be filled immediately after the Board has made its decision.

- (c) If a retiring Director joins another member Company they can be reconsidered for the vacant Board seat.
- (d) If a Board vacancy arises within six (6) months of the next election, the Nominations Committee may choose to recommend that the vacant position not be filled until the next election.
- (e) A Board position filled as a result of a vacancy becomes open at the next election of the Board of Directors.

9.0 Changes to the Nominations and Election Process

Any changes to nominations and/or election process must be approved by a simple majority vote of the Board no later than three (3) months before the Annual General Meeting.

Schedule C: Members Code of Conduct

The objectives of AustCham Shanghai (the Company) are to:

- (a) Promote trade and investment between Australia and China;
- (b) Be recognised as the leading bi-lateral organisation representing Australian business in China;
- (c) Provide quality programs and services that support the commercial objectives of its membership; and
- (d) Promote the highest standards of ethical practice and professional conduct of its members in compliance with applicable laws and standards of the People's Republic of China.

To help achieve these objectives, every Member of AustCham Shanghai is expected to comply with the following standards of conduct:

1. Act honestly, in good faith and in the best interests of the Company as a whole.
2. Be courteous to other members and foster a culture that is free of intimidation and bullying. When attending Company sponsored events, members behave in a way that reinforces the integrity and professional reputation of AustCham Shanghai.
3. Refrain from engaging in any conflict likely to bring discredit upon the Company.
4. Comply with the spirit, as well as the letter, of the law and with the principles of this Code.

5. Properly manage any conflict with the interests of the Company.
6. Conduct business in an ethical and responsible manner.
7. Pay membership dues on time.
8. Participate in research surveys and other requests for feedback undertaken by the Company.
9. Participate in the Annual General Meeting and Extraordinary General Meetings of the Company. Where members express their views at meetings, they do so without causing harm to the reputation of other members or the Company.
10. Show respect to other members and treat them fairly.
11. Where members obtain privileged information or commercially sensitive information, they do not use the information to cause detriment to the Company.
12. Abide by the Board of Directors published resolutions.
13. Refrain from creating noise or other disturbances that disrupt Company activities or Company sponsored events.
14. Do not harass, physically threaten, or physically or verbally abuse any person in the Company or at any Company sponsored function or event.
15. Respect the diversity of the membership and refrain from harassing any individual because of that person's race, colour, gender, religion, marital status, disability, sexual orientation, or for other reasons.

Where a breach of the Code has caused harm to a member or to the Company, the offending member (either as an individual or as a Company) may be subject to disciplinary action. Such action may include exclusion from some member benefits, suspension of membership or expulsion.

All cases will be reviewed by the CEO who will present recommendations to the Board of Directors. The Board will determine whether disciplinary action needs to be taken.

Any breaches of the Code will be kept on record with the Company Secretary.