

**THE CONSTITUTION
OF THE BRITISH CHAMBER OF COMMERCE IN TAIPEI**

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CONSTITUTION OF THE BRITISH CHAMBER OF COMMERCE IN TAIPEI.

CHAPTER I: General Principles.

Article 1: Definitions.

In these Articles, unless otherwise stated and unless there be something in the subject or context inconsistent therewith:-

- (a) “the Administrator” shall mean such person as may be appointed to that office from time to time by the General Committee pursuant to Article 22;
- (b) “these Articles” shall mean this Constitution as from time to time amended in accordance with these articles and the laws of the Republic of China for the time being in force and affecting the Chamber;
- (c) “the Auditor” shall mean a certified public accountant nominated by the General Committee and appointed pursuant to these Articles;
- (d) “British Citizen” shall mean a person who is a British citizen pursuant to Part 1 of the British Nationality Act 1981 of the United Kingdom;
- (e) “Bye-Laws” shall mean the Bye-Laws made from time to time by the General Committee in accordance with Article 25 of these Articles;
- (f) “the Chamber” shall mean the British Chamber of Commerce in Taipei;
- (g) “this Constitution” shall mean the Constitution of the British Chamber of Commerce in Taipei;
- (h) “the General Committee” shall mean the executive committee of the Chamber for the time being established pursuant to Article 14 of these Articles;
- (i) “the Member” shall mean a member of the Chamber in accordance with Article 7 of these Articles;
- (j) “the Members” shall mean the members of the Chamber in accordance with Article 7 of these Articles;
- (k) For the purposes of these Articles, “the United Kingdom” shall mean the territorial area comprising Great Britain, Northern Ireland, the Channel Islands, and the Isle of Man;
- (l) “Month” shall mean calendar month;
- (m) “the Officers” shall mean the Chairman, and the Vice-Chairman of the General Committee, and the Managing Supervisor of the Supervisors’ Committee;
- (n) “Regular Member” shall mean any Corporate and Individual Member elected pursuant to Article 7(a)(i) of these Articles;
- (o) “resolution” shall mean a resolution passed in accordance with Article 31 of these Articles;
- (p) “Written” and “in writing” shall mean written or produced by any substitute for writing or partly one or partly another;
- (q) Words importing the masculine gender only shall include the feminine gender.

Article 2: Name.

The name of the Chamber shall be “The British Chamber of Commerce in Taipei”, and the Chamber shall be authorized to use “The British Chamber of Commerce in Taipei” as its identity and trademark as appropriate.

Article 3: Non-Profit Organization.

The Chamber is a non-profit seeking organization with no political purpose established under the laws of the Republic of China.

Article 4: Purpose.

The purposes of the Chamber are to facilitate, promote, and advance the interests of the business environment, and to assist the connectivity of the Members of the Chamber.

Article 5: Organizational Area and Domicile.

The legal domicile of the Chamber and the area in which it is organized shall be the Municipality of Taipei, and the registered office of the Chamber shall be located in Taipei.

Article 6: Objectives.

The purposes of the Chamber are to facilitate, promote, and advance the interests of the business environment, and to assist the connectivity of the Members of the Chamber, and for these purposes the Chamber may pursue the following objectives:

- (a) To help facilitate, promote, and advance business, economic activities, investment, services, and trade in relevant markets between the United Kingdom and the Republic of China;
- (b) To provide a suitable forum for the collection, discussion, exchange, and dissemination of appropriate information to facilitate, promote, and advance Members' interests, their comprehension of the commercial, cultural, and legal aspects of conducting business, and living in the Republic of China;
- (c) To promote understanding and cordial relations between Members and appropriate government offices in the United Kingdom and the Republic of China;
- (d) To promote and support business, educational, and social events for Members and their guests, and to participate in activities organized by any association, organization, or society which has similar purposes and objectives to any or all of those of the Chamber;
- (e) To promote and support the rule of law, legislation, procedures, and other lawful measures and activities that would be associated with the purposes and objectives of the Chamber, and compliance with all laws and regulations of the Republic of China.
- (f) To assist Members to achieve their other legitimate and common goals.

CHAPTER II: Membership.

Article 7: Membership.

(a) Membership of the Chamber shall be unlimited in number and any juristic or non-juristic entity or individual wishing to become a Member of the Chamber shall file a written application, duly signed, with the Administrator in the form that is prescribed by the General Committee, and providing such evidence of eligibility as the Chamber may request. Members of the Chamber shall fall within one of the following categories of membership:

Regular Member:

- i. "CORPORATE MEMBER" meaning a corporation, subsidiary, branch, affiliate, agency, representative, partnership, association, liaison office, or other juristic or non-juristic entity which has an office in the organizational area of the Chamber, and which has been admitted as a Corporate Member by the General Committee; and each Corporate Member shall designate in writing to the Administrator of the Chamber one individual representative who will represent the Corporate Member in carrying out the rights and obligations of the Corporate Member resulting from its membership of the Chamber.
- ii. "INDIVIDUAL MEMBER" meaning any individual of 20 years of age or older who has been admitted as an Individual Member by the General Committee;

Non-Regular Member

- iii. "HONORARY MEMBER" who shall be any juristic or non-juristic entity or adult individual over the age of 20 years who has made a special and significant contribution in the promotion or implementation of the purposes and objectives of the Chamber, and who have been admitted as an Honorary Member by the General Committee, and an Honorary Member shall be exempt from the payment of all fees and dues payable to the Chamber.

(b) No individual who would otherwise qualify for appointment as the authorized representative of a Corporate Member under these Articles may be considered for membership as an individual Member.

(c) A Member of the Chamber must abide by the provisions of these Articles and all appropriate resolutions of the Members and the General Committee, and must pay all applicable fees, dues, and other amounts to the Chamber when the same becomes due and payable. Any debts of a Member to the Chamber shall survive the Member's resignation or expulsion.

Article 8: Admission as a Member.

An applicant shall become a Member of the Chamber under Article 7 upon the approval by the General Committee, payment of all applicable fees and dues to the Chamber, and upon confirmation that a Member endorses the purposes and objectives of the Chamber.

Article 9: Resignation.

A Member may resign his membership of the Chamber at any time by the giving of a written notice to the Administrator of the Chamber at least one month prior to the effective date of resignation. As determined by the General Committee, any member who fails to pay all appropriate fees, dues, or other amounts owed to the Chamber shall be deemed to have resigned from the Chamber as provided for by these Articles. A Member who has resigned or has been deemed to resign is not entitled to a refund of any proportion of his annual dues.

Article 10: Expulsion.

(a) Any Member who violates the provisions of these Articles or engages in any illegal act or is in material violation of the laws of the Republic of China, where such violation or act is confirmed by investigation, may, upon resolution of the General Committee be punished according to the seriousness of the violation by reprimand, suspension of rights, or expulsion; provided that any Member under expulsion has recourse to the Members at a General Meeting for final adjudication. A Member who is expelled is not entitled to a refund of any portion of his annual dues.

(b) The General Committee shall be empowered periodically to review the membership of the Chamber and shall have the discretion to terminate or amend the category of the membership of any Member who ceases to satisfy the qualifications of the category of membership to which they have been elected and as is provided for in Article 7 above.

Article 11: Member's Rights.

A Member of the Chamber shall enjoy the following rights:

- (a) To participate and speak in the activities of the Chamber (including General Meetings);
- (b) To vote on proposals and resolutions of the Chamber, if the Member qualifies as a "Regular Member" as defined in Article 7;
- (c) To vote in elections, to be elected, and to recall, if the Member qualifies as a "Regular Member" as defined by Article 7;
- (d) To have other public rights as are considered to be reasonable by the General Committee;

CHAPTER III: ORGANIZATION AND OFFICERS.

Article 12: Organizational Structure.

The highest authoritative body of the Chamber shall be the General Meeting of Members, and when the General Meeting of Members is not in session then its authority shall be assumed by the General Committee, which shall be the executive body of the Chamber and shall act on behalf of the General Meeting of Members. The Chamber will also have a Supervisors' Committee who shall be the supervisory body of the Chamber. The members of the General Committee and Supervisors' Committee shall be elected by the General Meeting of Members from candidates who are Regular Members of the Chamber.

Article 13: General Meeting of Members.

The Chairman of the Chamber shall convene the General Meeting of Members annually and the functions and responsibilities of the General Meeting of Members are as follows:

- (a) Amend these Articles of the Chamber or adopt new Articles;
- (b) Elect or recall any member of the General Committee and the Supervisors' Committee;
- (c) Determine whether to approve the Chamber's most recent annual financial statements and annual budgets, action plans, and proceedings;
- (d) To determine the amount and method of payment of fees and dues of Members;
- (e) To determine such other important issue relevant to the Chamber as shall arise from time to time, including any disposition of the property of the Chamber, or any dissolution of the Chamber;
- (f) Appoint, dismiss, and or replace the Auditor and to fix their remuneration or to determine the manner in which such remuneration is to be fixed.

Article 14: Membership of the General Committee and Supervisors' Committee.

The Chamber shall have a General Committee consisting of thirteen (13) members, and a Supervisors' Committee consisting of three (3) members, all of whom shall be Regular Members elected for a term of two calendar years by the appropriate General Meeting of Members, and shall hold office without remuneration and shall not be hired as an employee of the Chamber. No member of the General Committee shall be elected to serve more than three (3) consecutive terms, and the immediate past Chairman of the General Committee who remains a Member shall be invited to attend meetings of the General Committee for one year as an honorary General Committee member without a vote.

There shall be four (4) alternate members of the General Committee and one (1) alternate member of the Supervisors' Committee, who will be the person or people who received, in order, the highest number of votes in the most recent election for these Committees, after those elected to be members of the General Committee or Supervisors' Committee, and these alternates will fill any vacancies that arise in the General Committee or Supervisors' Committee from time to time, and for the balance of the term of the Committee that remains.

Article 15: Nominations to the General Committee and Supervisors' Committee.

(a) Each Corporate Member shall be able to notify the Administrator of the Chamber of the name of one person who acts as its authorized representative of the Corporate Member, subject to Article 21 below, and who they wish to stand as a candidate and to be eligible for election to the General Committee or the Supervisors' Committee.

(b) Nominations of candidates for election to the General Committee or to the Supervisors' Committee may be made in accordance with the following procedures:

(i) The Chairman of the General Committee may appoint a nominating committee of four (4) Regular Members, among who one shall be a member of the existing General Committee, and the Chairman shall designate one member of the nominating committee to be its chairman.

(ii) The nominating committee will meet by notice of the General Committee, and will select nominees for candidates for the General Committee and the Supervisors' Committee in each election year by majority vote, with each member of the nominating committee having one vote, except the chairman of the nominating committee who shall vote only in the case of a tie.

(iii) A report of the nominating committee shall include a list of nominees for candidates for the General Committee and the Supervisors' Committee must be presented to the General Committee and Supervisors' Committee for approval at least thirty days (30) prior to the General Meeting of Members at which the election will be held. Whenever the nominating committee is called upon to recommend nominees to fill any vacancy, it shall recommend more than one nominee for each position to be filed.

(iv) If a candidate is selected by the nominating committee and approved of by the General Committee and the Supervisors' Committee then the candidate can be eligible for election to the General Committee or the Supervisors' Committee.

(c) Written nominations for members of the General Committee and the Supervisors' Committee can be proposed by Regular Members provided that the nomination is signed by the nominator and is submitted to the nominating committee for approval and before the nominating committee presents the above mentioned report to the General Committee and the Supervisors' Committee.

(d) All nominations for members of the General Committee and the Supervisors' Committee must be accompanied by a written agreement of the nominee that he will serve as a member of the General Committee and the Supervisors' Committee, if elected, and this agreement must be for one position on the General Committee or the Supervisors' Committee only.

Article 16: Duties and Functions of the General Committee.

The General Committee shall be the executive body of the Chamber and shall act on behalf of all Members between the General Meetings of Members, and shall:

- (a) elect and recall the Chairman and Vice-Chairman of the General Committee, and these people will be regarded as the Chairman and Vice Chairman of the Chamber and shall hold their office limited to two (2) consecutive terms of two (2) years each;
- (b) appoint a nominating committee to nominate candidates for election to the General Committee and Supervisors' Committee;
- (c) approve of the resignations of members of the General Committee and Supervisors' Committee, and fill vacancies to these Committees as provided by these Articles;
- (d) hire and dismiss employees of the Chamber, including the Administrator, and exercise and fulfill the rights and obligations of the Chamber under any contract of employment;
- (e) to take and furnish offices for the use of the Chamber;
- (f) to examine the qualifications of applicants for membership of the Chamber, to rule on applications for membership, and to deal with the reprimand ,suspension or expulsion of a Member as provided for by these Articles;
- (g) to establish standing and special committees of the Chamber, and appoint their chairmen, upon the recommendation of the Chairman;
- (h) to review the Chambers' most recent annual financial statements and draft annual budgets, action plans, and set the agenda for the General Meeting and special meetings of Members;
- (i) to consider and determine any matter affecting the Chamber not coming within the exclusive responsibility of the General Meeting of Members, these Articles, or any prior resolution of the Chamber.

Article 17: Officers of the Chamber.

(a) At its first meeting after each General Meeting of Members, the General Committee shall elect from its members a Chairman, Vice-Chairman, and one (1) Managing General Committee Member. If after any such election, the position of Chairman shall fall vacant then the Vice-Chairman will assume the position of Chairman, and if the position of Vice-Chairman or Managing General Committee Member shall for any reason fall vacant, then the General Committee shall elect an acting replacement from amongst their number to hold office until the next General Meeting of Members.

(b) The Chairman shall act as Chairman of the Chamber, General Meetings of Members, special meetings of Members, and the General Committee, and with the help of the Administrator will supervise and conduct the day to day affairs of the Chamber in compliance with the laws of the Republic of China and these Articles, and will represent and act as spokesmen for the Chamber on all matters with those persons who are not Members.

(c) The Vice-Chairman shall assume the duties and responsibilities of the Chairman, when the Chairman is absent.

(d) During the absence of the Chairman and Vice-Chairman, the Managing General Committee Member shall assume the duties and responsibilities of the Chairman.

Article 18: Duties and Functions of the Supervisors' Committee.

The duties and functions of the Supervisors' Committee are as follows:

- (a) to supervise the performance of the General Committee;

- (b) to report to the Chairman, the General Committee, and Regular Members any violation of these Articles known to the Supervisors' Committee;
- (c) to certify its approval each year of the Chamber's most recent financial statements and budgets for the subsequent year, and to supervise the financial operation and accounting procedures of the Chamber;
- (d) to elect from among its members a Managing Supervisor for a term of two years, and to recall the Managing Supervisor upon good cause;
- (e) to approve of the resignation of any member of the Supervisors' Committee, and fill vacancies to the Supervisors' Committee as provided by this Article;
- (f) to attend to all other supervisory activities not otherwise described of herein, and as may be prescribed by the General Meeting of the Chamber.

Article 19: Terms of Office.

(a) Members of the General Committee:

- (i) Members of the General Committee shall be elected for a term of two (2) years;
- (ii) No member of the General Committee shall serve more than three (3) consecutive terms;
- (iii) The immediate past Chairman of the General Committee who remains a Member shall be invited to attend meetings of the General Committee for one year as an honorary member of the General Committee without a vote. The immediate past Chairman of the General Committee will be eligible to serve an additional term, and, if he desires to serve as an officer, he may be nominated and be a candidate for election to the General Committee in lieu of serving the year in an ex-officio capacity.

(b) Officers of the Chamber:

The Chairman and the Vice-Chairman shall be limited to two (2) consecutive terms of two (2) years each.

(c) Supervisors' Committee:

Members of the Supervisors' Committee shall be elected for a term of two (2) years.

(d) Dates.

The term of office for the members of the General Committee, the Officers, and members of the Supervisors' Committee shall commence on the date on which they are elected and end two (2) calendar years thence.

Article 20: No Salary.

Members of the General Committee, the Supervisors' Committee, and Officers of the Chamber shall serve without salary.

Article 21: Resignations, Dismissals, and Vacancies.

Any member of the General Committee or Supervisors' Committee may resign at any time upon written notice to the Chairman of the General Committee, and any member of the General Committee or Supervisors' Committee shall lose office automatically if:

- (a) he ceases to qualify as or ceases to be a Member or is expelled as a Member;
- (b) he fails to promptly declare in writing to the General Committee the nature of any interest, if any, whether direct or indirect, which he may have in any contract with the Chamber.

Any vacancies that shall arise in the General Committee or Supervisors' Committee be filled as set out in Article 14 of these Articles.

Article 22: The Administrator.

1. The Chamber will hire one individual to serve as its Administrator for the Chamber, and the Administrator shall devote his entire working time to the affairs of the Chamber, except as otherwise approved of by the General Committee. The Administrator shall serve as the administrative officer in charge of the Chamber's affairs, subject to the general policy and supervision of the Chairman and the General Committee, and shall perform such other functions and duties as may be directed by the General Committee to ensure that the Chamber conducts the day to day affairs of the Chamber in compliance with the laws of the Republic of China and these Articles.

2. The Administrator shall attend ex-officio, without a vote, meetings of the General Committee and shall attend committee meetings of the Chamber where requested to attend by the Chairman or the General Committee.

3. The Administrator shall be responsible for the care and use of the Chamber's property and possession of the Chamber's seal. He shall supervise and direct the employees of the Chamber, and provide clerical assistance to the Officers and committees as may be required to complete the Chamber's projects. He shall attend presentations, publicity work, and other external activities of the Chamber, and shall provide direction and assistance for projects and objectives of the Chamber and its committees, as approved of by the Chairman or the General Committee.

4. The Administrator shall, under the supervision of the Managing Supervisor, be responsible for keeping the Chamber's accounts and financial records, attending to collection of all dues, fees, subscriptions, and assessments, and providing proper accounting and disbursement of the Chamber's funds. As and when directed by the General Committee, he shall sign all vouchers and cheques and be responsible for payments and expenditures from the Chamber's funds.

5. The Administrator shall be responsible for keeping the minutes and records of meetings of the Chamber, the General Committee, and committees of the Chamber. He shall attend to the correspondence of the Chamber, give due notice of and coordinate all meetings of the Chamber, the General Committee, and other committees of the Chamber, subject to the direction of the Chairman and the General Committee.

6. Upon the request of the Chairman and the General Committee to register the Chamber and its employees with all relevant government authorities in the Republic of China, and to ensure that these registrations and the requirements of these relevant authorities are maintained, complied with, and updated, as appropriate.

Article 23: Other Employees.

The Chairman shall also nominate other employees of the Chamber, who shall be hired by the Chamber upon the approval of the General Committee.

Article 24: Officers cannot be Employees.

The members of the General Committee and the Supervisors' Committee of the Chamber shall not concurrently serve as employees of the Chamber.

Article 25: Bye-Laws.

Subject to the approval of the competent authorities, and these Articles, the General Committee shall have the power from time to time to make such Bye-Laws for the Chamber as may be necessary for the furtherance of the purposes for which the Chamber was established; for regulating the nomination and election of members of the General Committee; for the orderly and efficient conduct of their proceedings, of the membership of the Chamber, and of the proceedings of the General Meeting of the Members of the Chamber; the appointment of their own meetings, and the regulation of the various committees of the Chamber; and for carrying on the general business of the Chamber, provided that these Bye-Laws are not repugnant to or inconsistent with these Articles, or the laws from time to time of the Republic of China. Subject to the aforesaid, the General Committee may, at any time, revoke or alter any of the said Bye-Laws.

CHAPTER IV: GENERAL MEETINGS.

Article 26: General Meetings of Members.

The Chairman of the Chamber shall convene the General Meeting of Members annually by giving to all Members at least twenty-one clear days' written notice of the date, time, place, and agenda of each meeting. At each such meeting the purpose of the General Meeting of Members will be to:

- (a) Amend these Articles of the Chamber or adopt new Articles;
- (b) Elect or recall the General Committee and the Supervisors' Committee;
- (c) Determine whether to approve the Chamber's most recent annual financial statements and annual budgets, action plans, and proceedings;
- (d) To determine the amount and method of payment of fees and dues of Members;
- (e) To determine such other important issue relevant to the Chamber as shall arise from time to time, including any disposition of the property of the Chamber, or any dissolution of the Chamber;
- (f) Appoint, dismiss, and or replace the Auditor and to fix their remuneration or to determine the manner in which such remuneration is to be fixed.

At the General Meeting of Members, the meeting shall be chaired by the Chairman of the General Committee, or, in his absence, by a person chosen from among the members of the General Committee.

Article 27: Special Meeting of Members.

The Chairman of the Chamber shall convene a special meeting of the Members at any time the General Committee deems necessary, or upon receipt of a written notice from the Supervisors' Committee, or a written petition signed by more than one tenth of the Regular Members of the Chamber, and providing such written petition clearly states the objects of holding such a special meeting. The Chairman shall provide all Members of the Chamber at least fifteen day's prior written notice of the date and place of any such special meeting of the Chamber, and full details of the purposes of the special meeting.

At the special meeting of Members, the meeting shall be chaired by the Chairman of the General Committee, or, in his absence, by a person chosen from among the members of the General Committee.

Article 28: Agendas and Minutes.

The Chamber shall report the nature, time, location, and agenda of its meetings to all appropriate competent authorities as is prescribed by the appropriate laws of the Republic of China.

Article 29: Chairman of General Meetings and Special Meetings of Members.

All General Meetings and special meetings of Members shall be chaired by the Chairman of the General Committee, or, in his absence, by a person chosen from among the members of the General Committee. The chairman presiding at any General Meetings and special meetings of Members shall have only a casting vote. No business

shall be transacted at any such meeting unless a quorum of Members is present at the time when the meeting proceeds to consider its business and continues to be present until the conclusion of such a meeting.

Article 30: Quorum for General Meetings and Special Meetings of Members.

The quorum for a General Meeting and a special meeting of Members will be at least one-half of all Regular Members of the Chamber from time to time. If within thirty (30) minutes of the time appointed for the commencement of such a meeting at least one-half of the Regular Members are not present, the meeting shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time, and in a place to be determined by the chairman of the adjourned meeting. If at the adjourned meeting a quorum of at least one-half of all Regular Members are not present within thirty (30) minutes of the time appointed for the commencement of such a meeting, then the meeting shall be adjourned to the same day in the next month at a time and place to be determined by the chairman of the adjourned meeting.

Article 31: Resolutions of the Chamber, Voting by Regular Members, and Proxies.

(a) Each Regular Member shall have one vote for each member of the General Committee or Supervisors' Committee to be elected, and one vote on each other matter. All Members of the Chamber may attend a General Meeting of Members or a special meeting of Members of the Chamber, but only Regular Members shall have rights to vote at the same.

(b) A Regular Member who cannot attend a General Meeting of Members or a special meeting of Members may appoint another Regular Member to attend at such a meeting and cast his vote as his proxy. Any Regular Member present by proxy is counted to determine whether a quorum is present, and any proxy shall be appointed in writing on a form approved of for such purpose by the General Committee, with no Regular Member being allowed to serve for more than one other Regular Member.

(c) Except as provided for in these Articles, a resolution of Regular Members requires the affirmative votes of a simple majority of the Regular Members present at a meeting. However, any amendment to these Articles requires a resolution of Regular Members approved of by the affirmative vote of three quarters of the Regular Members present at a General Meeting or special meeting of Members, or by two-thirds of the Regular Members who declare their consent to the same in writing to the Chairman of the General Committee.

(d) Any resolution to confirm the expulsion of a Member, or to recall a member of the General Committee or Supervisors' Committee, or a disposition of all or any portion of the Chamber's fixed assets, or any material change in the rights or obligations of the Members shall be approved by the affirmative vote of two-thirds of the Regular Members present at a General Meeting or special meeting of Members, but any dissolution of the Chamber, at any time, shall be approved by the affirmative vote of over two-thirds of all the Members.

Article 32: Meetings of the General Committee and the Supervisors' Committee.

(a) A meeting of the General Committee and Supervisors' Committee shall be convened at least once each month, and joint meetings of these two Committees shall be convened whenever possible and necessary. Seven (7) days advance written notice shall be given for such meetings, except for any special meeting of the General Committee which may be called at any time upon notice to all of the members of the General Committee by the Chairman, or by the Chairman at the request of one-half of the members of the General Committee, and except for any special meeting of the Supervisors' Committee which may be called at any time upon notice to all the members of the Supervisors' Committee by the Managing Supervisor, or by the Managing Supervisor at the request of one-half of the members of the Supervisors' Committee.

(b) In the event that either the Chairman of the General Committee or the Managing Supervisor does not accede to the request of the members for a special meeting, members of the relevant Committee may petition the competent authorities to nominate a chairman to conduct the special meeting from among the Committee members.

(c) The adoption of resolutions at these various meetings require the vote of a simple majority of a quorum constituted by the presence of more than half of the members of the General Committee, or more than half of the members of the Supervisors' Committee.

(d) Subject to the provisions of these Articles, the General Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. The Chairman or any three members of the General Committee may at any time require the Administrator to convene a meeting of the General Committee. At all meetings of the General Committee, each member of the Committee shall have one vote, and in the case of an equality of votes, the Chairman shall have a casting vote.

(e) Members of the General Committee and the Supervisors' Committee shall personally attend meetings of these Committees, and members of these Committees shall personally attend all joint meetings of these Committees. No proxies shall be permitted at these meetings. Members of the General Committee or the Supervisors' Committee who do not attend two consecutive meetings of the General Committee or the Supervisors' Committee will be considered as having resigned from the Committee, unless the absent member of the Committee can provide a statement of good cause acceptable to the General Committee or the Supervisors' Committee.

CHAPTER V: Subscriptions, Expenses, Receipts, and Accounting.

Article 33: Funding.

The operation of the Chamber shall be funded from the following sources:

(a) Upon being allowed to join the Chamber, each Member shall pay an entrance fee to the Chamber according to their category of membership, and in accordance with the approved budgets for joining the Chamber. New Members joining the Chamber in the course of a year shall pay the full entrance fee and a pro-rata portion of the annual subscription for that year, and thereafter the full amount of all succeeding subscriptions as fixed and determined by the Chamber in accordance with these Articles.

(b) Members shall pay annual dues to the Chamber in accordance with the approved budgets of the Chamber, and with such annual dues being payable in advance on the 1st January of each year.

(c) Earnings from funds of the Chamber.

(d) Donations by Members.

(e) Service income in connection with the authorized objectives of the Chamber.

(f) Other lawful income.

Any adjustment of membership dues or entrance fees must be made within the budget proposed by the General Committee and Supervisors' Committee, and approved of by a General Meeting of the Members.

Article 34: Accounts in Arrears.

The rights of any Member who fails to pay the dues and fees within sixty (60) days following the date of the delivery notice from the Chamber asking for such payment shall be suspended until such payment is made of all arrears of dues and fees. If the payment remains unpaid after this period of sixty (60) days then a second notice will be sent to him. If any Member fails to pay his dues and fees by the 30th day after the date of the second notice, the Member shall be held to be delinquent and inactive, and the Member shall be permanently expelled from the Chamber.

Article 35: Financial Records.

(a) True accounts shall be kept of the monies received and expended by the Chamber and of its assets and liabilities, with detailed explanations of the same. Its records shall be open to inspection by Regular Members, subject to any reasonable restrictions as to the time and manner of such inspection that may be imposed in accordance with the regulations of the Chamber.

(b) The Chamber's financial report, annual budget, and action plans shall be prepared by the General Committee and submitted to the General Meeting of Members for adoption. The annual budget and action plan as adopted shall be submitted to the competent

authorities as may be required by the laws of the Republic of China. If the General Meeting of Members is not convened on time, the annual budget and action plan of the Chamber prepared by the General Committee shall first be reviewed and approved by a joint meeting of the General Committee and Supervisors' Committee, and then reported to the competent authorities as appropriate. The annual budget and action plan as approved shall be presented to the Members at such time and place as the General Meeting of Members may be convened. Any resulting changes from the General Meeting of Members must be reported to the competent authorities as appropriate.

(c) Annual financial statements of the Chamber shall be prepared by the General Committee within two months following the end of each year and the correctness of the financial statements shall be ascertained by an audit by the Auditor. The statements shall be approved by the General Committee and approved and certified by the Supervisors' Committee. The statements and the Supervisors' Committee's certificate shall then be submitted to the competent authorities as appropriate and circulated to Regular Members.

Article 36: Financial Year.

The financial year of the Chamber shall begin on the January 1st and end on the 31st December of each year.

CHAPTER VI: MISCELLANEOUS.

Article 37: Amendments.

Any proposed amendments to these Articles shall be submitted in writing to the Chairman, who shall present the same with his recommendations and that of the General Committee to a General Meeting of Members for action in accordance with these Articles.

Article 38: Competent Authorities.

These Articles and any amendments thereto shall, upon adoption in accordance with these Articles, become effective after approval by the General Meeting of Members and submission to the competent authorities for verification and registration before implementation. Once implemented, these Articles or any amendments thereto shall amend or replace any previously approved of Articles that act as the Constitution of the Chamber.

Article 39: Dissolution.

Upon the dissolution of the Chamber, or cancellation of the right to conduct its affairs, the residual assets of the Chamber shall be appropriated to a duly qualified, local, self-governing organization based on where the Chamber is located, or an organization designated by the competent authorities.

Article 40: Applicable Laws.

Items not stipulated by these Articles or a resolution of the General Committee or a General Meeting of Members shall be governed by the applicable laws and regulations.