



欧盟中国商会
CHINA CHAMBER OF COMMERCE TO THE EU

Articles of Association

Translation from French. In case of doubt, the French version shall prevail

China Chamber of Commerce to the EU

*A responsible bridge-builder for increased
Sino-European economic interaction*

Articles of Association of the China Chamber of Commerce to the EU

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A responsible bridge-builder for increased Sino-European economic interaction

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I. Name - Location – Objectives

Article 1 - Name

1.1. We hereby establish a non-profit organization, called China Chamber of Commerce to the EU and abbreviated as CCCEU (hereinafter referred to as “the CCCEU”).

1.2. The CCCEU shall be governed by the Belgian Code of Companies and Associations.

Article 2 - Location

2.1. The CCCEU is located in the Brussels-Capital Region.

2.2. The Board of Directors may decide to relocate its site to any other place in the Brussels-Capital Region or in the French-speaking region of Belgium by simple decision. The Board of Directors has all the powers to have this modification in the Articles of Association certified, as long as it does not entail a modification of the language of the Articles of Association.

If, in reason of the relocation, the language of the Articles of Association has to be modified, only the General Assembly shall have the power to take this decision according to the rules foreseen for the modification of the Articles of Association.

Article 3 - Duration

3.1. The CCCEU shall be established for an unlimited period.

3.2. The General Assembly may decide to dissolve the CCCEU at any time by deliberation in accordance with the law or the norms of these Articles of Association.

Article 4 - Mission

4.1. The CCCEU has, as its mission, the strengthening of connections and mutual relations among its members, the promotion of the relationships and exchanges between its members and European industry and commerce, and the reinforcement of economic and trade cooperation between China and Europe.

4.2. In order to realise this mission, the CCCEU carries out the following activities, both within and outside Belgium, for itself and on behalf of its members:

- It safeguards the interest of its members,
- It assists and coordinates all the activities of its members in which they run legally and compete fairly,
- It provides essential assistance to its members in solving business problems,
- It negotiates on behalf of its members with the relevant local authorities,
- It provides all useful information and insights to its members,
- It conducts research on relevant legislation and policies of the European Union (EU);
- It represents its members in political discussions and negotiations at European level,
- It expresses the concerns and viewpoints of its members to the relevant EU institutions and bodies,
- It acts with the aim of creating a business-friendly investment environment,

- It organizes and undertakes all activities and initiatives linked to and necessary for the realization of its mission.

4.3. The CCCEU has full juridical capacity to perform all actions and operations which have a direct or indirect connection with its mission or which, for their nature, will facilitate directly or indirectly, fully or in part, the realisation of these objectives.

4.4. Through association, contribution, fusion, financial intervention or in any other way, the CCCEU can become involved in any company, association, or corporation with missions which are identic, similar, connected with its, or capable of fostering the aforementioned activities and objectives.

4.5. It can undertake the functions of administrator or executor of other associations.

II. Members

Article 5 - Composition

5.1. The members of the CCCEU shall be natural persons or legal persons, which may be partially or wholly funded or not funded by Chinese state-owned or private enterprises. Belgian or foreign nationalities and legal persons shall be represented by one or more natural persons. The membership is divided into three categories: associate members, full members, and honorary members.

5.2. The number of members is unlimited, but shall not be less than three.

Article 6 - Associate Membership

6.1. In order to become an Associate Member, any legal person or natural person shall submit an application to the Board of Directors, by ordinary mail or by email to the CCCEU's email address, and the Board of Directors shall consider it and vote at the next effective meeting. If it is passed by a majority vote, the applicant shall be an Associate Member. If the number of votes is even, the chairman of the Board of Directors has the right to vote decisively.

6.2. The decision of the Board of Directors shall be justified and communicated to the applicant by ordinary mail or by email via the CCCEU's email address.

6.3 Associate Members shall only be entitled the rights and obligations conferred upon them by law or by these Articles of Association. They do not participate in the General Assembly, but are entitled to the services provided by CCCEU to its members and are obliged to abide by its statutes and regulations.

Article 7 - Full Membership

7.1. Full members shall include the founding members and all associates members whose application for this status is replied to affirmatively. Any associate member can submit an application to the Board of Directors, by ordinary mail or by email to the CCCEU's email address, which considers and votes at its next effective meeting. If the motion is passed with the majority vote, the applicant shall be approved to be a full member. In the case of even votes, the vote of the chairman of the Board of Directors will make the final decision. The applicant shall be informed of the decision by ordinary mail or by email from the CCCEU's email address.

7.2. Only full members have the right to vote in the General Assembly.

Article 8 - Honorary Members

Honorary members are natural or legal persons chosen by the Board of Directors for their special contributions. Honorary members do not need to pay membership fees and have no right to vote in the General Assembly.

Article 9 - Withdrawal - Suspension - Exclusion

9.1. Any member may freely withdraw from the CCCEU at any time. Members are required to submit a request to the chairman of the Board of Directors to withdraw from the CCCEU by ordinary mail or by email to the CCCEU's email address. They are still required to pay the dues due and the current year's dues.

9.2. A full member or associate member are automatically deemed to have resigned if they fail to pay their membership fee within six months from the third written reminder sent to it by ordinary mail or by email from the CCCEU's email address.

9.3. The Board of Directors may suspend membership in serious violation of the Articles of Association, honours and etiquette, until a decision is made at the next plenary meeting.

9.4. Full or associate members can be dismissed only after the defence by the relevant personnel is heard in the plenary meeting. The decision shall be voted out and announced on the basis of the quorum and majority required for the modification of the Articles of Association.

9.5. Full or associate members, who cease to belong to the CCCEU due to withdrawal or dismissal, shall not be entitled to access the CCCEU fund.

9.6. Any member shall be expelled if it is harmful to the reputation or interests of the CCCEU.

Article 10 - Obligations

10.1. Members of the CCCEU promise to undertake all efforts to cooperate and provide necessary support for the development of the CCCEU and the realization of its aims.

10.2. Members of the CCCEU promise to undertake all efforts to abide by the present Articles of Association, the rules of procedure, and the decisions of the General Assembly.

10.3. Associate and full members are required to pay the amount of their annual membership fee within one month from the notification of their accession.

Article 11 - Sources of Funds

11.1. The fund sources of the CCCEU include annual fees paid by full and associate members, donations, allowances permitted by law, the achievements of its work, and income from disseminating its results in any way.

11.2. The Board of Directors will set up a budget and record all financial actions. The Board of Directors will report the financial situation to the General Assembly every year.

Article 12 - Contributions

12.1. Full and associate members shall pay membership dues. At the proposal of the Board of Directors, the General Assembly shall determine the annual membership fee of each members, according to its category or whether it is a natural person or a legal person.

12.2. The membership fees paid by full and associate members shall not exceed twenty thousand (20,000) Euros per member per year.

III. General Assembly

Article 13 - Composition

13.1. The General Assembly shall consist of all full members who pay the required annual fees.

13.2. Any full member who is unable to attend the meeting of the General Assembly may be represented by another (1) full member, which will have received its proxy. However, no more than four (4) proxies can be held by each full member.

Article 14 - Convening

14.1. The meeting shall be convened by the Board of Directors. The notice shall be signed by a director on behalf of the Board of Directors and mailed by ordinary mail or by email from the CCCEU's email address to each full member at least fifteen (15) days before the meeting.

14.2. The notice shall state the agenda of the General Assembly.

14.3. Any proposal signed by one twentieth (1/20) of the full members must be put on the agenda.

Article 15 - President of the Conference

15.1. The Conference shall be presided over by the Chairman of the Board of Directors. In the absence of the Chairman, a director shall be designated by the Chairman to preside over the Conference.

15.2. The chairman of the meeting is assisted by another director.

Article 16 - Quorum

Only when two-thirds of the full members (2/3) attend or are represented, shall the deliberations of the General Assembly be effective.

Article 17 - Voting Rights

17.1. All full members present or represented at the General Assembly shall have equal voting rights, with only one vote per member, except for the founding members, who shall each have ten (10) votes.

17.2. Any full member can provide an associate member with a written proxy so that the latter may represent the former in the General Assembly, and vote in their place.

A granted proxy remains valid for every following General Assembly as long as the agenda contains the same items, unless the mandating member is not a member of the CCCEU anymore.

17.3. Any General Assembly can only decide on the proposals listed on the agenda, unless all the representatives which shall be convened in the General Assembly are present or represented and, in this case, if the proxies mention it expressly.

17.4. Resolutions shall be adopted by a simple majority vote, unless otherwise provided by law or by the Articles of Associations. All members shall be informed about the resolutions adopted.

17.5. In case of an even vote, the vote of the President of the Conference is decisive.

Article 18 - Competence

18.1. The General Assembly shall hold the highest authority of the CCCEU. It has all the rights recognized by the law and the articles of association to achieve the mission of the CCCEU.

Its authority includes:

- The amendment of the Articles of Association;
- The appointment and removal of directors and, if they are paid, the determination of the amount of their remuneration;
- When the CCCEU meets the criteria of large associations under Belgian law to the point of nominating auditors, the appointment and removal of auditors and, if they are paid, the determination of the amount of their remuneration;
- The dismissal of directors and/or auditors, and, if needed, the introduction of actions against directors and auditors;
- The approval of budgets and accounts;
- The voluntary dissolution of the CCCEU;
- The expulsion of members;
- The transformation of the CCCEU into an AISBL, into a cooperative society approved as a social enterprise, or into an approved cooperative society social enterprise;
- In any other case when the law of these Articles of Association so requires.

18.2. Apart from what provided for in the Code of Companies and Associations, the General Assembly shall not be able to effectively decide on items which are not mentioned in the agenda.

Article 19 - General Assembly

19.1. A General Assembly shall be held in the first half of each calendar year.

19.2. The agenda shall include at least the following points:

- The report(s) of the President of the General Assembly and/or the Board of Directors,
- The approval of the accounts of the previous year, with the dismissal of directors from their responsibilities, and the approval of the budget of the following year,
- Statutory appointments.

19.3. The General Assembly is convened by the Board of Directors:

- When the Board considers it appropriate;
- When at least one fifth (1/5) of the full members make a request. The request must be sent by registered letter to the chairman of the Board of Directors and clearly indicate the items on the agenda of the meeting. The Board of Directors must assemble and hold a general meeting within twenty-one (21) days from the receipt of the request.

19.5. In order to be admitted to the General Assembly and to exercise the right to vote, a member must have the status of full member and be listed with such status in the membership registry.

When the agenda so requires, one or more observers, either associate members or not, can attend the General Assembly and, with the approval of the President of the Assembly, address it. The General Assembly can require these observers to leave the Assembly when it is dealing with items of the agenda which do not require their presence.

19.5. The minutes of the Conference recording the decision of the General Assembly are kept in a registry at the CCCEU's head office. They are signed by the President of the Conference and at least one (1) of the attending directors.

The registry of the minutes of the meetings shall be kept on the site of the CCCEU head office, where all full members can consult them without the necessity to move it.

Copies to be delivered to third parties are signed by one or more members of the Board of Directors who have representation power.

Article 20 - Amendment of the Constitution

20.1. Any proposal to amend the Articles of Association must be submitted by the Board of Directors or by at least two-thirds (2/3) of the full members of the CCCEU.

20.2. The Board of Directors shall inform all full members at least three (3) months before the date of the meeting on which the modification proposal will be adjudicated.

20.3. At least two-thirds (2/3) of the full membership shall be present or represented for the decision of the plenary meeting to be considered effective.

20.4. With exception of contradicting norms in the law or in the Articles of Association, decisions shall only be adopted when a two-thirds (2/3) majority of votes is obtained.

20.5. However, if two thirds (2/3) of the full members fail to attend or to be represented in the first meeting, a second meeting can be convened under the same conditions as the previous meeting. It shall eventually and effectively consider the proposal, regardless of the number of full members present or represented.

Each modification is allowed only if it receives two thirds of the expressed votes, without counting the abstentions either in the numerator or in the denominator.

20.6 Amendments to the Articles of Association shall not enter into force until they are publicized in accordance with Belgian law.

Article 21 - Dissolution and Liquidation

21.1. Under the conditions set by the Belgian law, a decision shall be made at any time to convene a special meeting for the dissolution of the CCCEU.

21.2. Any proposal aiming at dissolving the CCCEU must be submitted by the Board of Directors or by at least two-thirds (2/3) of the full members of the CCCEU.

21.3. In case of voluntary dissolution of the CCCEU, the Special General Assembly shall appoint one or more liquidators, shall determine their powers and claims, and shall decide on the allocation of the association's net assets after all debts and expenses are paid.

21.4. In the event of voluntary or judicial dissolution of the CCCEU, the net assets must be discussed and decided by the Special Plenary Assembly with regard to the CCCEU's non-profit purposes as described in Article 4 of this document.

21.5. All decisions, including the name and address of the liquidator(s), shall be published in the appendix to the Belgian Gazette.

IV. Board of Directors

Article 22 - Composition

22.1. The CCCEU shall be managed by a Board of Directors composed of at least three members.

22.2. Directors shall be natural persons, elected by a simple majority of votes from the full members of the CCCEU at the General Assembly.

22.3. The Board of Directors shall appoint from among its members, for a period that it shall determine by resolution, one (1) Chairman, one (1) Treasurer, two (2) to four (4) Directors and two (2) Secretary-Generals.

The total number of members of the Board of Directors must be between 5 and 7.

Article 23 - Nature of Duty

23.1 As a result of their functional requirements, directors shall not bear any personal responsibility and are only responsible for the performance of their duties.

23.2. Directors shall not be remunerated, unless otherwise considered by the General Assembly.

Article 24 - Term of office - Resignation - Withdrawal

24.1. The term of office of the founding directors shall be five (5) years, renewable by election. The term of office of the other directors is renewable every two (2) years.

24.2. A director may withdraw from the Board of Directors at any time, and his/her resignation shall be sent to the chairman of the Board of Directors by ordinary mail or by email to the CCCEU's email address. The chairman of the Board of Directors shall notify other directors at the next effective meeting of the Board of Directors.

24.3. The General Assembly may at any time revoke the directorship by a qualified majority vote at two-thirds (2/3) of the expressed votes.

24.4. Shall there be a vacancy in the Board of Directors during a term of office, Board of Directors may fill the vacancy and temporarily appoint a new director, whose appointment must be approved by the General Assembly at the next effective meeting.

Article 25 - Meetings

25.1. The Board of Directors shall meet at least two (2) times a year, or every six months, with the written notification of the chairman, and at the request of the CCCEU's interests, or when at least three (3) directors call for a meeting.

25.2. Meetings of the Board of Directors shall be held in accordance with the date, time and place indicated in the notice of the meeting. The notice is sent to each director by ordinary mail or by email from the CCCEU's email address at least eight (8) days in advance.

25.3. The Chairman of the Board of Directors shall preside over the meeting. In the absence of the chairman, a director shall be designated by the chairman to preside over the meeting.

Article 26 - Voting Rights and Quorum

26.1. Only when at least two-thirds (2/3) of the directors are present or represented can the Board of Directors conduct effective deliberations.

26.2. Each director has only one (1) representation vote. All non-attending directors need to explain the reasons of their absence.

26.3. The Board of Directors adopts its resolutions by a simple majority vote.

26.4. If the number of votes is even, the president of the meeting has the decisive vote.

Article 27 – Minutes of the Board of Directors

The decisions of the Board of Directors shall be recorded in the minutes of each meeting and signed by the president of the meeting and by the directors willing to do so. The minutes of the meeting shall be placed in a special registry.

Article 28 – Competence

28.1. The Board of Directors shall be responsible for all matters that are not explicitly reserved for the General Assembly by the provisions of the law or by these Articles of Association.

28.2. The Board of Directors has the broadest powers possible in the administration and management of the CCCEU.

28.3. The Board of Directors shall have the authority to decide, on the basis of its authority, on all matters that fall under the mission and objectives of the CCCEU, as set forth in Article 4 of this document.

28.4. This includes, but is not limited to, making and approving all documents and contracts, reaching agreements, submitting to judges for adjudication, acquisitions, exchanges, sales of all real or movable property, mortgages, loans, reaching leases for any period of time, accepting all subsidies, donations, transfers, waiving any rights and granting powers to the client(s) - either member or non-member - of its choice.

The Board of Directors can also appoint and dismiss the staff of the CCCEU, collect and receive all funds and securities, withdraw all entrusted funds and securities, open any accounts in banks and postal checking offices, carry out all operations on these accounts, including all check withdrawals, transferring accounts or ownership, or any other notified payments, lease all safe boxes in banks, and pay all contributions due by the CCCEU. The Board of Directors has the right to withdraw all insured or uninsured letters, telegrams and parcels from postal, customs and railway companies, cash all postal drafts, all transfer certificates or mail receipts, and accept donations under Belgian law.

28.5. The Board of Directors shall submit annually the balance sheet for the current fiscal year and the budget for the following year to the annual General Assembly for consideration and approval.

28.6. The Board of Directors can create and/or revoke advisory committees and sectorial committees, composed of members and non-members of the Association, as well as determine their functions, duration and number.

28.7. Whether as a plaintiff or a defendant, the Board of Directors shall initiate or respond to legal actions in the name of the CCCEU, represented by the chairman or one (1) of the directors. It does not need to present the proof of its powers to third-parties.

28.8. The Board of Directors is responsible for etiquette activities.

28.9. The Board of Directors ensure compliance with the publicity procedures required by Belgian law.

Article 29 – Remuneration of the Directors

The Board of Directors decides if the mandate of the directors is exercised with or without remuneration.

If the mandate of the directors is remunerated, the General Assembly, with the absolute majority of the votes, or the sole shareholder shall determine the amount of this fixed or proportional remuneration. This remuneration will come out of running costs, independently from any costs of representation, travel and transportation.

Article 30 – Day-to-day management

The Board of Directors can delegate the day-to-day management, as well as the representation of the CCCEU as regards said management, to one or more persons from among or outside the members of the Board of Directors. The Board of Directors shall determine if they act alone, jointly, or collegially.

The day-to-day management shall include both the actions and decisions which do not exceed the needs of the daily life of the association, and the actions and decisions which, because of the minor interest they represent or because of their urgency, do not justify the involvement of the Board of Directors.

As regards this management, the delegates to the day-to-day management can assign special mandates to any proxy.

The Board of Directors shall determine the powers and possible remuneration for the delegates to the day-to-day management. It can revoke their mandate at any time.

Article 31 – Control of the association

When required by law and within the limits foreseen by it, the control of the association shall be ensured by one or more auditors, nominated for three years and eligible for re-election.

Article 32 - Signature Right

With the exception of what stated above in article 28.7, all documents relating to the CCCEU and decided on by the Board of Directors must, except through special agency, be effectively signed by two (2) directors of the CCCEU, who shall not need to prove to any third party that they have been granted powers for this purpose.

Article 33 - Executive Committee

The Board of Directors shall take any self-initiated action with respect to its internal organization, such as the establishment of an executive committee within the Board.

V. Financing – Internal Regulations – Fiscal year**Article 34 - Financing**

Besides the contributions paid by its members, the CCCEU will be financed also by donations, bequests, and the revenues of its activities.

Article 35 - Internal Regulations

The Board of Directors may prescribe internal regulations, which shall not contradict these Articles of Association. They may be amended at any time by simple decision in order to prevent or to solve

internal problems that may arise from the definition and distribution of each person's powers among the directors.

Article 36 - Fiscal year

36.1. The fiscal year begins on the first day (1st) of January and ends on the thirty-first (31st) December of each calendar year.

36.2. The accounts and budgets of the CCCEU shall be established by the CCCEU treasurer at the end of each calendar year.

36.3. Accounts and budget reports of the CCCEU established by the treasurer shall be submitted to the Board of Directors for approval no later than the thirty-first (31st) March of each calendar year.

36.4. The above shall be submitted to the General Assembly for final approval each year.

V. Miscellaneous items

Article 37 - Liability

The CCCEU shall be in principle responsible for the mistakes made by its directors and members. Directors and members represent the CCCEU in performing their duties, and they shall not be personally responsible for the obligations that the CCCEU needs to undertake. However, this shall not affect the applicability of the laws on directors' liability.

Article 38 - Residence

As regards the execution of these Articles of Association, every member, director, auditor or executor domiciled abroad, chooses his/her domicile where any communication, summons, citations, notifications can be transmitted to him/her effectively, if he/she does not have another domicile in Belgium.

Article 39 - Judicial Competence

In case of any dispute, the jurisdiction shall be vested in the competent court in the place where the CCCEU is located.

Article 40 - Supplementary Notes

All matters not specified in this Statute, including the announcement in the appendix to the Belgian Gazette, shall be governed by Belgian law.



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