

Swedish Chamber of Commerce Taipei
ARTICLES OF ASSOCIATION

2012/05/31 The Sweden Chamber has approved the Articles at establishment conference.

2012/07/12 The Articles has been approved by Department of Social Welfare (DOSW), Taipei City Government for inspection, Taipei city association-zi correspondence No. 10139582700.

CHAPTER ONE PRINCIPALS

Article 1 The name of the Chamber shall be "Swedish Chamber of Commerce Taipei" (hereinafter referred to as "the Chamber").

Article 2 This Articles is promulgated in accordance with the "Civil Associations Act" and non profitable organization.

Article 3 To study, protect, promote, extend, and advance the commercial and industrial relations, as well as investment and trade of Sweden-related organizations and other interested organizations in the interest of members and at the discretion of the Chamber.

Article 4 The national administrative region shall be the organizational territory of the Chamber.

Article 5 The office of the Chamber shall be located in Taipei.

Article 6 The objectives of the Chamber are as follows:

1. Stakeholder relations: To create and guide relations with other chambers, government bodies, legislative and advisory organizations, think tanks bodies and any parties affecting members' interests.
2. Database management: To collect, evaluate and disseminate among its members statistical and other information concerning commerce or other matters of interest to the membership
3. To promote the interest of members through events, publications, representation or other activities.
4. Social Events: To organize regular luncheon meetings, social meetings and discussions, delegations, exhibitions, lectures or seminars, and other events of interest to the membership.
5. To exchange information among members about business practices and regulations in Taiwan.
6. To promote Swedish culture and values as a way to strengthen the Swedish brand for the benefit of members. Examples: (but not limited to)
 - (1) Corporate Social Responsibility
 - (2) Sustainability and environmental responsibility
 - (3) Equal Opportunities

- (4) Business Ethics
- (5) The Swedish traditions
- 7. External communications: to publish and circulate journals and a news letter or other publications that the Chamber thinks desirable for the promotion of its business to relevant stakeholders.
- 8. Internal communications: To provide a forum for communication among Members
- 9. To perform as required by other applicable laws and regulations.

CHAPTER TWO MEMBERSHIP

Article 7 Chamber Membership is divided into the following four categories

1. Individual Member: any individual domiciled or reside in the national administrative region who endorses the purposes of the Chamber and reaching the 20 year of age has the capacity to make juridical acts, may become an individual member of the Chamber upon completion of the Affiliation form, approval by the Board of Directors of the Chamber and pay affiliation fee.
2. Corporate Member: Any public or private agencies or organizations, legally registered with the competent government authorities, which endorses the purposes of the Chamber, may become a corporate member of the Chamber upon completion of the Affiliation form, approval by the Board of Directors of the Chamber and and pay affiliation fee. Each Corporate member can nominate one representative individual, who will exercise the rights of the member business.
3. Honorary Member: An individual who has made a special contribution to the Chamber which endorses the purposes of the Chamber, may become an honorary member of the Chamber upon completion of the Affiliation form, and approval of the invitation of Board of Directors.

The member list of preceding paragraph shall be reported to the competent authorities for inspection.

Article 8 If members (member representatives) violate the government's laws and regulations, or do not obey the general assembly's decisions, the Board of Directors has the right to warn them or suspend their membership rights and the member (member representatives) general assembly has the right to expel said member if the offense against the organization is serious.

Article 9 Members can be dismissed for the following reasons.

1. The member (member representatives) has lost the membership qualifications.
2. The general assembly resolves to expel them.

Article 10 A member may declare to withdraw membership in written form stating the reasons.

Article 11 If a member leaves or withdraw from the organization, the various paid-in fees are not

refundable.

Article 12 Each member(member representative) has right to vote, to elect, to be elected, and to recall. Each member (member representative) may take one vote. However honorary and support members do not have right to vote, to elect, to be elected, and to recall.

Article 13 Members has the obligationto abide by the articles of association, resolution s of the organization, as well as to maintain good financial standing.

The rights of any member who owes the Membership fee for over 1 month, following delivery of notice to make payment and fail to perform for over 2 months, it may be suspendedand, which not allowed to participate in various meetings, to be elected as directors, supervisors and enjoy all interests within the organization

CHAPTER THREE ORGANIZATION AND AUTHORITY

Article 14 The General Meeting of the members shall be the body of ultimate authority of the Chamber and the Board of Directors shall be the execution body. When the General Meeting of the members is not in session, its authority shall be assumed by the Board of Directors. The Board of Supervisors is a supervisory body. When the Chamber has three hundred (300) or more members (member representatives), the organizational area may be subdivided to elect representatives according to the percentage of members (member representatives) and to call a representative's congress to perform the duty of the member's congress.

The division of the districts and the allocation numbers of representatives shall be reported to the competent authority for inspection.

Article 15 The authorities of the Assembly are as follows:

1. Formulation or amend the Articles of Association.
2. Elect or recall Directors or Supervisors.
3. Resolve the amount and method of affiliation fee,annual membership fee and member contributions.
4. Resolve the annual work plan, report, budgets and final accounting.
5. Resolve on the expulsion of a member(member representative).
6. Resolve on disposal of properties.
7. Resolve on disincorporation of the association.
8. Other important matters related to the rights and obligations of the members.

Article 16 The Chamber shall set directors consisting of night directors and three supervisors elected by members(member representatives). The Board of Directors and supervisory Board are established separately.

When elect the Directors and Supervisors, three alternate directors and one alternate supervisors shall be selected simultaneously . In the event of vacancies of Board of

Directors and supervisory Board, the vacancy shall be filled by alternates he alternate directors or alternate supervisors in order, and complement the remaining term of original position only. The elected rank of Directors,Supervisors, alternate directors and alternate supervisors will be determined by the number of votes received. If two members receive the same number of votes, names will be drawn out of a hat in order to determine rank.

Article 17 The Board of Directors shall have the following responsibilities:

1. Resolve on convene General meetings of the members (member representatives).
2. To review membership qualifications.
3. To elect or recall the executive directors, Chairperson and Vice-chairperson.
4. Resolve on the resignation of executive directors, Chairperson and Vice Chairperson.
5. To hire/ remove employees of the Chamber.
6. To draft the annual work plan, report, budgets and final accounting.
7. Other important matters to be executed.

Article 18 The Board of Directors should set three executive directors and executive directors may be elected by and from the directors; furthermore, one Chairperson and one Vice-chairperson shall be elected by the directors from the executive directors.

Chairperson handle the Chamber affairs internally and represent the Chamber externally, and served as a Charieperson of General meetings of the members member (member representative) and theBoard of Directors.

The chairperson should persorm depending on the need of Chamber affairs, where the dutiesfcannot be performed for reasons, the chairperson should designate a vice chairperson to represent. Where the duties cannot represent, one shall be elected by and from executive directors to represent.

Article 19 The authorities of the supervisory Board are as follows.

1. To supervise the work execution of the Board of Directors.
2. Audit annual final accouting.
3. Elector recall executive supervisor.
4. Resolve on the resignation of supervisors and executive supervisors.
5. Other affirs to be supervisd.

Article 20 The Board of Supervisor should set one executive supervisor and executive supervisors s may be elected by and from the supervisor to supervise the daily Chamber affairs and act as Vice-chairperson the Board of Supervisor.

Article 21 The tenure of Directors and supervisors shall be one year and eligible for re-election. The chairperson of the board of directors may be reappointed only once.

- Article 22 All directors and supervisors of the Chamber shall hold office without remuneration.
- Article 23 Directors or supervisors shall be relieved from the position immediately any of the following circumstances:
1. Deprived of membership (qualification of member representative).
 2. Resigned due to certain reasons and approved by the board of directors or the board of supervisors.
 3. Dismissed or removed.
 4. Suspended from the rights for a term of longer than a half of the tenure.
- Article 24 The Chamber shall have one Chief Executive Officer to be nominated by the Chairperson and approved by the Board of Directors. The appointment of the chief Executive Officer shall be reported to the competent authority for inspection. and the removal shall be likewise.
- Article 25 All directors and supervisors of the Chamber shall not be hired as employees of the Chamber.
- Article 26 The Chamber may establish branches, whose rules of the organization are drafted by the Board of Directors, setting out the establishment basis, composition, mission and funding sources. submit to the Board of Directors for resolution, then carry out after being reported to the competent authority for approval.
- Article 27 The Chamber may, if the situation so warrants, hire one honorary director, one supervisor and one advisors(all voluntary positions), the employ term are same as the tenure of directors and supervisors.

CHAPTER FOUR MEETINGS

- Article 28 There are two types of General Meeting of the members(member representatives), regular meetings and temporary meetings,and both shall be convened by the chairperson of the Board of Directors. The notice shall be given to the members fifteen (15) days in written form in advance.
- Regular General Meetings shall be convened once each year. Temporary Meetings shall be convened when considered necessary in the opinion of the Board of Directors, or upon request of at least one-fifth of the members(member representatives), or pursuant to the written notification of the Board of Supervisors.
- Where athe Chamber registered as a legal person, temporary meetings shall be convened upon request of at least one-tenth of the members.
- Article 29 When a regular member is unable to attend a meeting of the members, he may appoint

another member (member representative) to attend and vote in writing. Each member (member representative) may represent only one other.

Article 30 A resolution of meeting of the members(member representatives) requires the attendance of more than one half of the members (member representatives) and the consent of more than one half or majority of the attendees. However, the following matters may be resolved only with the consent of more than two-thirds of the attendees:

1. Formulation and amendment of the Articles.
2. Dismissal of a member (member representative).
3. Recall of a director or supervisor.
4. Disposal of properties.
5. Disincorporation of the Chamber.
6. Other important matters related to the rights and obligations of the members.

After the Chamber registered as a legal person, the amendment of the Articles shall be resolved with the consent of more than three-quarters of the attendees or two-thirds of total members; the disincorporation of the Chamber shall be resolved with the consent of more than two-thirds of total members.

Article 31 The Board of Directors shall convene one meeting every two months, and the Board of supervisors shall convene one meeting every two months; joint meetings or temporary meetings shall be convened when necessary.

To convene a meeting in the preceding Paragraphs, written notice must be provided to members 7 days in advance except for temporary meetings. A resolution requires the attendance of more than one half of the respective Directors or supervisors and the consent of more than one half or majority of the attendees.

Article 32 Each director and supervisor shall attend the meetings of the Board of Directors or the board of supervisors attend personally, and may not entrust others to represent them. Directors and supervisors who,are absence w for two consecutive meetings without due reasons shall be regarded as resigning, and the vacancy will be filled by the alternate directors or alternate supervisors in sequence.

Article 33 The Chamber shall report to the competent authorities the type, time, place and agenda of meetings fifteen days prior to the holding of a General Meeting, or seven days prior to the holding of a meeting of the Board of Directors/Board of supervisors for inspection. The minutes of such meetings shall be reported to the competent authorities within thirty days after the meetings are concluded for inspection.

CHAPTER FIVE FUNDING AND ACCOUNTING

Article 34 Operations of the Chamber shall be funded from the following sources:

1. Affiliation fee: Members shall each pay an lump-sum affiliation fee when joinin the

Chamber;

2. Regular membership fee: Members shall pay annual annual membership fee NT\$ 24,000 for corporate member; NT\$ 12,000 for individual member
3. Contribution by members;
4. Service income
5. Earnings from funds of the Chamber;
6. Other lawful revenue.

Article 35 The accounting year of the Chamber begins on January 1st and ends on December 31st.

Article 36 The Chamber will prepare a budget (final accounting)report within two months before or after the close of each year, submit it to the Board of Supervisor for review and to the General Meeting of the members for approval. The report shall be filed with the competent authority for inspection.

If it is impossible to hold a general assembly meeting then the Chamber must inform the competent authorities and submit to the General Assembly for retroactive recognition afterwards. However the final accounting report shall be submitted to the Board of Supervisor for review before submission the review result to a General Meeting of Members (Member representative).

Article 37 Upon disincorporation of the Chamber, residual assets shall become the property of the government or of a local self governed organization or an organization deemed proper by the competent authorities.

CHAPTER SEVEN SUPPLEMENTARY PROVISIONS

Article 38 Matters not provided under this Articles shall be handled according to related law and regulations.

Article 39 The Rules Governing the operation of the Chamber shall be formulated by the Board of Directors.

Article 40 This Articles shall become effective after approval by the General Meeting of the members (member representatives) and submission to the competent authorities for inspection. Amendments shall be handled in the same manner.