

CONSTITUTION

OF THE

XI'AN FOREIGN BUSINESS FORUM

("XFBF")

Table of Contents

| | |
|---|---|
| ARTICLE I - NAME..... | 3 |
| ARTICLE II - MEMBERSHIP..... | 3 |
| ARTICLE III - AFFILIATION..... | 3 |
| ARTICLE IV – PURPOSE..... | 3 |
| ARTICLE V - POLICIES..... | 4 |
| ARTICLE VI - MEETINGS..... | 4 |
| ARTICLE VII - AMENDMENTS..... | 5 |
| ARTICLE VIII – ELECTION OF THE COMMITTEE & EXECUTIVE OFFICERS..... | 5 |
| ARTICLE IX - POWERS AND DUTIES OF THE XFBF EXECUTIVE COMMITTEE..... | 6 |
| ARTICLE X - POWERS & DUTIES OF EXECUTIVE OFFICERS..... | 6 |

ARTICLE I - NAME

The name of this organization shall be the Xi'an Foreign Business Forum, hereinafter called XFBF.

ARTICLE II - MEMBERSHIP

Membership of the XFBF is open to all foreigners earning a living in Xi'an, their spouses, and any Chinese national at or above an upper managerial or director level position within an international company. While both members and non-members are welcome at the XFBF functions hereinafter the term members refers only to those individuals that have paid their yearly dues for the current calendar year.

Annual membership fees and conditions shall be established and communicated by the XFBF Executive Committee.

ARTICLE III - AFFILIATION

This organization will consider affiliation with other local and international bodies as approved by the XFBF Executive Committee.

ARTICLE IV – PURPOSE

XFBF exists as a stage for bringing the Xi'an foreign business community together: socially, providing a support mechanism to its members, and, as a vehicle to be able to voice opinions and plans to local government. XFBF aims to:

- a. Promote the well-being of our individual members, member organizations and the community.
- b. Promote communication between individuals, organizations, and, governmental bodies.
- c. Create a spirit of cooperation between individuals and organizations in the community.
- d. Support community, school, business activities and projects.

ARTICLE V - POLICIES

The XFBB shall be a non-profit, non-sectarian, and non-partisan association.

XFBB Executive Committee:

- a. Unless otherwise voted by the XFBB Executive Committee, the term of office shall normally be one year.
- b. Vacancies during term of office shall be filled by appointment of the XFBB Executive Committee.
- c. The XFBB Executive Committee shall be made up of seven members four of which shall have titles:
 - i. President
 - ii. Vice-President
 - iii. Treasurer
 - iv. Secretary

Special Committee(s). The President of the XFBB Executive Committee may from time to time approve the formation of special or sub-committees including the appointment of a Chairperson to oversee the conduct of the sub-committee. The special or sub-committee shall serve until its assignment(s) are completed and a final report submitted to the XFBB Executive Committee or unless the XFBB Executive Committee determines otherwise.

Associate Committee Member(s). The President of the XFBB Executive Committee may from time to time approve the appointment of Associate Committee members. Associate Committee members may at the discretion of the President attend and participate in meetings of the XFBB Executive Committee and support the XFBB Executive Committee. Associate Committee members will not have any voting authority or other rights.

ARTICLE VI - MEETINGS

General Assembly Meetings. There shall be one General Assembly Meeting during the calendar year. The election of the XFBB Executive Committee shall be conducted during the XFBB General Assembly Meeting. These meetings shall generally be held in the spring of the calendar year.

XFBB Executive Committee Meetings. There shall be a minimum of six (6) meetings per year of the XFBB Executive Committee where the XFBB Executive Committee conducts its business.

Quorum. There shall be no minimum numbers of current members of XFBB in attendance at a XFBB General Assembly Meeting to constitute a quorum. Four members of the XFBB Executive Committee shall constitute a quorum at a XFBB Executive Committee meeting.

Business at meetings shall be transacted by a simple majority. In case of a tied vote the President shall have a second or casting vote.

For guidelines regarding action without a meeting, please refer to Article IX.

ARTICLE VII - AMENDMENTS

The XFBB Constitution may be amended at any XFBB General Assembly Meeting by a majority of the present and voting members, provided:

- a. The proposed amendment has been submitted to the XFBB Executive Committee not less than ten (10) business days in advance, and a notice of the proposal is given in the call for the meeting;

ARTICLE VIII – ELECTION OF THE COMMITTEE & EXECUTIVE OFFICERS

The XFBB Executive Committee shall be elected on an annual basis at a General Assembly Meeting of the XFBB.

- a. All members of the committee shall be required to stand for election or re-election as the case may be.
- b. The method of election shall be by hand vote or secret ballot as determined by the standing President.
- c. The vote required to elect a candidate shall be a simple majority. In case of a tied vote the President shall have a second or casting vote.
- d. The only Executive Officer appointment required to stand at a General Assembly Meeting shall be for the role of President. All other Executive Officer appointments shall be appointed by the incoming XFBB Executive Committee.
- e. The incoming XFBB Executive Committee shall assume their responsibilities at the conclusion of the annual General Assembly Meeting of the XFBB which shall signal the completion of duties and responsibilities for the outgoing committee members.
- f. Notification of the new XFBB Executive Committee and its Executive Officers shall be communicated to all XFBB members as soon as is practicable.
- g. A member may stand for election in absentia so long as the Executive Committee has received in advance of the election a hardcopy confirmation by them (i.e. SMS, fax, email, letter or other digital form) of their nomination and to which office.

- h. A member may appoint another member of the XFBB as their proxy to vote on their behalf at any XFBB General Assembly Meeting. Such appointment shall be made in hardcopy (i.e. SMS, fax, email, letter or other digital form) and advised to the Executive Committee by the member or if by their Proxy showing evidence of said appointment, prior to the commencement of the General Assembly Meeting.

ARTICLE IX - POWERS AND DUTIES OF THE XFBB EXECUTIVE COMMITTEE

The XFBB Executive Committee shall undertake any consideration and decision making it deems appropriate to further the interests of the XFBB and in accordance with this Constitution. It shall promote the communication between XFBB, its individual members, and organizations and it shall create a spirit of cooperation between the committee and the members. This shall include (but shall not be limited) to the following:

- a. To transact the business of the XFBB and any discussion by the XFBB Executive Committee.
- b. To consider and approve (or otherwise) any plans presented by the XFBB President and Sub-Committee Chairperson(s).
- c. To consider and approve (or otherwise) any expenditure(s) on behalf of XFBB.
- d. To submit annual reports at any meeting of the XFBB General Assembly.
- e. To attend XFBB Executive Committee meetings as they are available but not less than two thirds of XFBB Committee meetings in any calendar year.

Action without Meetings. Any action required or permitted to be taken by the XFBB Executive Committee may be taken without a meeting, so long as such notification has been communicated by the President of the XFBB Executive Committee to all other members of the XFBB Executive Committee. Communication shall be in written or electronic form (mail, facsimile, email, SMS or other electronic means which identifies the sender and allows a verifiable record to be kept). The XFBB Executive Committee shall then be able to vote on the proposal – all votes shall be recorded. Such action shall have the same force and effect as a normal vote of the XFBB Executive Committee.

ARTICLE X - POWERS & DUTIES OF EXECUTIVE OFFICERS

The Executive Officers of XFBB shall be comprised of standing committee members of the XFBB Executive Committee.

President

- a. Shall serve as the President of the XFBB.

- b. Shall, when in attendance, preside at meetings of the XFBB Executive Committee and General Assembly Meetings of XFBB.
- c. Shall, as presiding officer, be empowered to refer any resolution to a special or sub-committee for further study before action is taken.
- d. Shall be responsible for appointing the Chairperson(s) of all special or sub-committees.
- e. Shall, with the Treasurer, co-sign any necessary monetary transactions affecting the XFBB.
- f. Shall be responsible for the transfer of reports from the XFBB Executive Committee to the succeeding committee.

Vice-President

- a. Shall serve as Vice-President of the XFBB.
- b. Shall participate fully as a member of the XFBB Executive Committee.
- c. Shall raise member concerns directly to the President of the XFBB; following up any related actions;
- d. Shall, in the absence of the President, serve as President of the XFBB and assume all duties therein.

Secretary

- a. Shall, with the approval of the XFBB Committee, plan and carry out social activities for the XFBB.
- b. Shall keep an accurate written record of all meetings of the XFBB committee and XFBB general assembly meetings.
- c. Shall carry on the official correspondence of the XFBB.
- d. Shall in the absence of either the President or the Treasurer, co-sign any necessary monetary transactions.
- e. Shall engage organizations including businesses, community, governmental or others as tasked by the XFBB Executive Committee.

Treasurer

- a. Shall be the official custodian of the funds for the XFBB.
- b. Shall ensure an accurate record of all receipts and disbursements is kept.
- c. Shall make all disbursements, co-signed by the Treasurer and the President, or in the absence of either, the Secretary.
- d. Shall render a financial report at each committee meeting, as well as each XFBB General Assembly Meeting.