

ASSOCIATION OF CHINESE SAP USERS ("ACSU")

ACSU Bylaws

January 2009

CONTENT

Article I.	NAME	3
Article II.	PURPOSE	3
Article III.	MEMBERSHIP	4
Article IV.	STRUCTURE	7
Article V.	MEETINGS	9
Article VI.	AMENDMENTS OF BYLAWS.....	9

Article I. NAME

Section 1.01 The name of the organization is Association of Chinese SAP Users, referred to hereinafter as "ACSU".

Article II. PURPOSE

Section 2.01 The mission of ACSU is:

- (a) To provide the platform for the collaborative exchange of information between the Chinese SAP users.
- (b) To advance the effective utilization of computer software developed and marketed by the SAP ecosystem by promoting the interchange and dissemination of information of mutual interest and value, e.g.
 - Information exchange about the implementation and usage of SAP software
 - Provide information about new SAP software developments and Releases
 - Provide training for the SAP users in China
- (c) To provide a forum for mutual education and exchange of ideas and information among members and promote sound and professional SAP systems usage and best practices.
- (d) To influence the direction of development activities, products, policies and services of the SAP ecosystem in the interest of all members to meet user requirements, e.g.
 - Influence on the SAP services
 - Functional increase and optimization of software solutions
 - Interface optimizations (SAP internal and external)
 - Information transfer between SAP customers, with SAP China and with other working groups.
- (e) ACSU maintains cooperation to other international SAP user groups.

Article III. MEMBERSHIP

Section 3.01 General

- (a) A member of the ACSU can be any legal institution using SAP software solutions, independently of their industry affiliation.
- (b) Acceptance of membership is the responsibility of the Board of Directors in accordance with these bylaws and applicable ACSU policies.
- (c) Members are invited to take an active interest in ACSU by participating in educational events, ACSU Community offerings, Influence activities and other events, as otherwise permitted by the Board of Directors.
- (d) With the attainment of the goals of the organization and the arising costs, ACSU is eligible to collect a membership fee from their member companies. All membership fees, dues and assessments and the time of payment thereof shall be established by a majority vote of the Board of Directors. Such amounts must be timely paid. to obtain or retain membership status. The membership fee is non-reimbursable, even when the member company cancels the membership, is suspended or expelled from membership or when the company is joining ACSU during the calendar year.

Section 3.02 Categories of Membership

- (a) *Corporate Member Companies:* Companies, Institutions and Governmental Organizations which have a current license for SAP software for operation as defined in the organization's policies and procedures. The precise definition of a current SAP license and Corporate Member Company will be determined by the Board of Directors from time to time and outlined in the policies and procedures as technology and the SAP product line changes.

Corporate Member Company Representatives: Each Corporate Member Company shall designate one employee as their primary contact, one employee as their executive contact and one employee as their Champion. These designations may be changed from time to time by the Corporate Member Company. The Corporate Member Company Representatives will receive all official ACSU communications.
- (b) *Associate Member Companies:* Companies or organizations not meeting Corporate Member Company qualifications may be awarded Associate Member Company status under policies developed by the Board of Directors. Associate Member Companies shall name a primary

contact, an executive contact, and a Champion.

- (c) *Potential Member Companies*: Companies or organizations which have no current license for SAP software for operation as defined in the organization's policies and procedures can be accepted in this category for a time interval of 6 month. In case the company or organization purchases a valid SAP software license within this time period, the company can advance to the "Corporate Member Companies" status. Otherwise the membership ends after this 6 month period.

Section 3.03 Application for Membership

- (a) An SAP licensee, SAP Partner, company or organization desiring to become a corporate member or an associate member shall complete and submit a membership application which carries the signature of the primary or executive contact of the company together with the company stamp. Applications shall be processed in accordance with ACSU bylaws and ACSU policies and procedures. All applications must be signed by a corporate officer entitled to sign a legally binding contract and obligation for the amount of the membership fee.

Section 3.04 Obligations of all Members

- (a) All Members shall be expected to abide by these bylaws and the policies and procedures of ACSU and to meet financial obligations associated with ACSU membership.
- (b) All Members shall hold ACSU harmless from any action of representatives, delegates, attendees or speakers at, or related to, any ACSU function and from any actions of ACSU agents or contractors.
- (c) All members shall conduct themselves and their activities in a professional manner marked by integrity and a spirit of fair play.
- (d) No member shall represent themselves as a spokesperson of ACSU to the press or any other outside organization except as approved by the Board of Directors.
- (e) Members shall respect all communication designated as confidential by SAP and ACSU and shall not record, distribute, publish or interpret this communication without the explicit written permission of SAP and/or ACSU.
- (f) No member shall engage in any activity as it relates to ACSU membership which would violate the proprietary rights of their employers, ACSU, or any other person or organization.

- (g) No member shall engage in any sales activity, including direct or indirect solicitation, or conduct any other activity, contrary to the purposes and policies of ACSU.

Section 3.05 Rights of Members

- (a) Official Notices of ACSU: Corporate Member Company Representatives and Associate Member Company Representatives are entitled to receive copies of official notices of ACSU as determined by the Board of Directors.
- (b) Liabilities: The Corporate Member Company Representative or Associate Member Company Representative shall not be liable for the debts or obligations of ACSU. No Corporate Member Company or Associate Member Company shall receive compensation for services rendered to ACSU except as otherwise approved by the Board of Directors; however, a Corporate Member Company Representative or Associate Member Company Representative may be reimbursed for expenses reasonably incurred on behalf of ACSU as outlined in the policies and procedures or if approved by the Board of Directors.

Section 3.06 Resignations

Any Corporate Member Company or Associate Member Company may resign at any time. Written notification of resignation shall not relieve the resigning Corporate Member Company or Associate Member Company from the payment of dues for the current year, nor entitle the Corporate Member Company or Associate Member Company to a rebate of dues paid. The resignation may take effect immediately or upon a later date if such is specified in the letter of resignation.

Section 3.07 Suspension or Expulsion

Any Corporate Member Company or Associate Member Company whose conduct shall be deemed detrimental to the best interest of ACSU, or who violates these bylaws or ACSU policies and procedures, may be suspended or expelled by a majority vote of the Board of Directors. When such action is taken, the Corporate Member Company or Associate Member Company shall be entitled to receive specific charges in writing from the Board of Directors and shall, if desired, be afforded an opportunity for a hearing before the Board of Directors or a special committee selected by the President for this purpose. When a Corporate Member Company or Associate Member Company is suspended or expelled the Corporate Member Company or Associate Member Company may petition the Board of Directors for reinstatement, which may be granted after a period of time or upon conditions deemed appropriate by the Board of Directors.

Section 3.08 Reinstatement of Membership

Any former member may apply for reinstatement if it qualifies for membership in accordance with the bylaws and ACSU policies. Application for reinstatement shall be made to the Board of Directors and shall be granted at their discretion.

Article IV. STRUCTURE

Section 4.01 General

The Board of Directors shall be comprised of 3 members, including one chairman, all of whom shall be appointed by the investors. Term of appointment is three years, after which the member(s) may be re-appointed for consecutive terms. The investor appoints one Managing Director from its Board of Directors. Affairs of the corporation shall be managed by the Board of Directors except as otherwise expressly provided by law, the Certificate of Incorporation, or by these bylaws. Among such powers are:

- (a) Development, determination and execution of ACSU policy.
- (b) Interpretation and implementation of decisions of the members and of the Board of Directors.
- (c) Approval of the ACSU budget and business plan and the designation of an independent certified public accounting firm to audit ACSU's financial records and prepare all necessary tax returns and audited financial statements.
- (d) Approval of use of the ACSU name and logo, in whole or in part, by other organizations.
- (e) Retention of Chief Executive Officer, management and staff services as needed to assist in the day-to-day business operations and permit preparation of all necessary tax returns and financial statements as required and to assume any duties necessary for the conduct of ACSU business as determined by the Board of Directors.
- (f) Approval of the various membership and registration fees, subscription rates, and assessments if any.
- (g) Establishment of for the administration and disbursement of funds.

- (h) All other powers which are customarily exercised by a Board of Directors.

Section 4.02 Association Management Board

The Association sets up an Association Management Board. The team consists of up to 8 members, the Managing Director of the Investors and up to 7 members selected out of the Corporate members companies. The term of office of the Association members is uniformly one year. The Association members are eligible to offer themselves for re-election upon expiration of their terms of offices.

- (a) The Association Management Board will be comprised of no more than one individual from each Corporate member company.

Section 4.03 Terms

- (a) The Managing Director is a permanent member of the Association Management Board and will only be determined by the Board of Directors.
- (b) All other members are elected for one (1) year terms.
- (c) Re-election procedure of Association Management Board: The Association management board members propose up to 7 new candidates from the Corporate member companies for election of the Association Management board, if the existing members don't want to be reelected for another term.

Section 4.04 Qualifications

All constituents of the Association Management Board must be current employees actively involved in the business operations of Corporate Member Companies during their term of office.

- (a) In the event that a board member employment status does not meet the qualifications outlined in 4.3 due to resignation, termination, lay off or retirement, for example, ACSU will revoke the status of board member if permanent employment with a Corporate member company as outlined in 4.3 is not secured within 90 days.

Section 4.05 Quorum

A quorum will be composed of more than 50% of the current Board members and the Managing Director.

Section 4.06 Authorities of Association Management Board

The Association Management Board of the company shall exercise the following authorities:

- (a) Define the strategy of the Association;
- (b) Approve founding of Special Interest groups (SIG's);
- (c) Supervise budget & control of Special interest groups (SIG's);
- (d) Define program of events & topics of SIG's;
- (e) Promote ACSU within their network;
- (f) Relationship management with SAP China & SAP Labs China;
- (g) Build up international relations to other SAP User Groups;
- (h) Other relevant tasks specified in the Articles of Association.

Article V. MEETINGS

Section 5.01 Meetings

- (a) Annual Conference: The Board of Directors shall determine the frequency, dates and locations of the Annual Conference, except that there shall be at least one each year. At the Annual Conference, the Chairperson shall make a report to the membership containing such matters as are deemed important by the Chairperson and of interest to the membership.
- (b) The Chairperson shall schedule at least two (2) Board meetings per year. Board meetings may be held at other times, at the discretion of the President.

Article VI. AMENDMENTS OF BYLAWS

Section 6.01 Amendment of Bylaws

- (a) Initiating Amendments: These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Conference or Board of Directors meeting, provided that at least four (4) weeks' written

notification is given to all members of the board of intention to alter, amend or repeal and to adopt new bylaws at such meeting; further provided, that no amendment which reduces the privileges of the Member Companies may be made without a majority vote of the Member Company Representatives conducted by ballot.