

数字音视频编解码技术标准工作组
Audio Video Coding Standard Workgroup of China

数字音视频编解码技术标准工作组章程细则

(2004年9月12日第十次工作会议通过实施)

Bylaws of the Audio Video Coding Standard Working Group of China

中国数字音视频编解码技术标
准工作组

章程细则

Bylaws

Of

the Audio Video Coding Standard
Working Group of China

第 1 条

ARTICLE I

NAME AND PRINCIPAL OFFICE

名称和主要办公地点

第 1.1 条 名称

Section 1.1 Name

本组织的正式名称为中国数字音
视频编解码技术标准工作组 ("工
作组").

The name of this organization is Audio Video Coding
Standard Working Group of China (the "**Working
Group**").

第 1.2 条 主要办公地点

Section 1.2 Principal Office

工作组从事活动的主要办公地点
在北京市海淀区上地东路 1 号盈创
动力 A 座 701 号。

The principal office for the transaction of the activities of
the Working Group shall be located in ROOM 701,
Power Creative A, No.1, Shang Di East Road,
Zhongguancun, Hai Dian District, Beijing City, China.

工作组总体组 ("总体组") 可以
将主要办公地点变更到其他地点。

The Management Council of the Working Group (the
"Management Council") may move such principal office
to such other location from time to time.

第 1.3 条 其他办公地点

Section 1.3 Additional Offices

除了主要办公地点, 工作组可以在
总体组确定的其他地点设立另外
的办公地点。

In addition to the principal office, the Working Group
may have additional offices located at such places as the
Management Council may establish from time to time.

第 2 条

ARTICLE II

PURPOSE, SCOPE OF BUSINESS AND
TERRITORY

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

宗旨、业务范围和活动地域

第 2.1 条 宗旨

工作组成立的宗旨是从事数字音视频等多媒体设备与产品中的压缩、解压缩、处理和表示等技术标准（以下简称“AVS 技术标准”）的制定工作，并推动上述技术标准的产业应用。

Section 2.1 Purpose

This Working Group is organized for the general purpose of development of technical standards related to compressing, decompressing, manipulation and display of multimedia equipment and products (the “AVS Standards”), as well as promotion of adoption of such standards.

第 2.2 条 具体业务范围

工作组的业务范围包括采取合理措施达到或促进以下目标：

- (1) 建立一个工作平台供会员会面并对 AVS 技术标准提出技术提案，并就其修改和升级提出建议；
- (2) 向有关政府机构和组织提出议案，使 AVS 技术标准部分或全部被确定成为中华人民共和国国家标准，并进一步成为国际标准；
- (3) 针对不同行业应用，制订 AVS 技术标准；
- (4) 通过致力于建立一个特定的组织以代表专利权人就 AVS 技术标准涉及的必要的专利提供简单和一站式的综合许可，从而促进有关产品和服务的开发商在自愿的基础上迅速采用 AVS 技术标准，促进有关 AVS 技术标准技术产业的发展。
- (5) 通过公开发表的声明，出版物，展览交易会演示，赞助研讨会和工作组确定的其他形式让产业界和消费者了解基于或与 AVS 技术标准有关的产品和服务的价值，以推动对基于或与 AVS 技术标准有关的产品需求；
- (6) 为了保护消费者的需求和增强参与厂商的竞争，支持在自

Section 2.2 Scope of business

The scope of business of the Working Group includes taking reasonable steps to achieve or promote the goals:

- (1) to provide a forum whereby Members may meet to propose technical contributions to the AVS Standards drafts and to suggest revisions and enhancements to the AVS Standards;
- (2) to make appropriate submissions to established agencies and bodies with the purpose of ratifying all or part of the AVS Standards as the National Standards of the People’s Republic of China and further as an international standard;
- (3) to develop the AVS Standards with respect to various industries;
- (4) to foster the voluntary and rapid adoption of the AVS Standards by developers of related products and services and to promote the growth and development of the industry related to the AVS Standards by working toward establishing a specialized organization to provide on behalf of patent holders a simple one-stop comprehensive license of necessary AVS Standards related patents;
- (5) to promote market demand for products based on or related to AVS Standards by educating the business and consumer communities as to the value of products and services based on or related to AVS Standards through public statements, publications, trade shows demonstrations, seminar sponsorships, and other programs established by the Working Group;
- (6) to protect the needs of consumers and increase competition among vendors by supporting the voluntary creation and implementation of uniform, industry-standard conformance or compliance test procedures and processes which assure the interoperability of products and services based on or related to AVS Standards;

- 愿的基础上建立和实施统一的产业标准检测程序和流程，以便保证基于或与 AVS 技术标准有关的产品和服务之间的互操作性；
- (7) 与支持或从事建立数字音视频等多媒体设备与产品中的压缩、解压缩、处理和表示等技术标准的教育机构、政府研究机构、其他技术行业协会和其他组织保持合作、联系和沟通；
- (8) 促进在应用 AVS 技术标准开发新产品和服务过程中的合法竞争，遵守有关的反垄断法律法规。
- (7) to maintain cooperation, relationships and liaison with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of specifications and standards for compressing, decompressing, processing and demonstration of multimedia equipment and products; and,
- (8) to foster lawful competition in the development of new products and services based on or related to AVS Standards, in conformance with all applicable antitrust laws and regulations.

第 2.3 条 活动地域

Section 2.3 Operational territory

出于实现工作组的章程和本章程细则确定的宗旨的需要，工作组可以在中华人民共和国和世界其他地方从事业务活动。

The Working Group may transact activities in the People's Republic of China and all around the World, as it may be so required to implement its purpose as set forth in the Working Group's Constitution and these Bylaws.

第 3 条

ARTICLE III

会员

MEMBERS

第 3.1 条 会员分类

Section 3.1 Classes

工作组有两类会员（“会员”）：正式会员和观察会员。会员根据会员协议的规定享有权利和承担义务。

The Working Group shall have two classes of members ("Members"): **Official Members** and **Observing Members**. Members enjoy rights and bear obligations in accordance with provisions in the Member Agreement.

第 3.2 条 会员条件和成为会员

Section 3.2 Qualifications and Admission to Membership.

取得本工作组会员资格的条件和加入程序如下：

The qualifications and procedures for membership in this Working Group are as follows:

成为正式会员的实体必须符合下列条件：（1）是在中国大陆注册的组织；（2）根据中国法律属于独立法人实体，并且（3）属于下列任一：a) 是从事产品、零部件、外

An entity wishing to become an Official Member must (i) be a organization that is registered in Mainland China, (ii) be an independent legal entity under the Chinese law, and, (iii) be either: a) a commercial entity that is a user, manufacturer, seller, or supplier of products, parts or components, peripherals, software, or related products or services, or b) a research entity actively engaged in research relevant to work of the AVS Working Group.

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

围产品、软件或相关产品或服务的使用、制造、销售或供应的一个商业实体, 或者 b) 是积极从事与 AVS 工作组的工作相关的科研活动的研究机构。

不满足上述**正式会员**条件的单位和组织可以申请成为**观察会员**。满足上述**正式会员**条件的单位和组织也可以自愿申请为**观察会员**。

申请成为工作组**正式会员**或**观察会员**的, 应当提交一份申请表以及签署完毕的**会员协议**, 并缴纳初期会费。

首批**会员**的名单应报信息产业部科技司批准。

其后的任何入会申请应当先经工作组秘书长审核批准后提交信息产业部科技司备案。

当秘书长无法确定是否应批准特定申请时, 他/她可以将该申请转交**会员大会**表决。

第 3.3 条 会员的权利和义务

正式会员享有工作组章程细则规定的所有投票表决权。**观察会员**没有投票表决权, 除非工作组章程和章程细则另有规定。除了投票表决权的区别外, **正式会员**与**观察会员**享有相同的权利, 承担相同的义务。

第 3.4 条 单一席位

任一实体和其关联企业在工作组中仅能拥有一个会员资格且只拥有一票表决权。如果对一个实体是否是一个现有**会员**的关联企业存在疑问, 秘书长将有权对此作出决定。

Any organization that does not meet the qualification for Official Members may apply to be an Observing Member. Any organization meeting the qualification for Official Members may also voluntarily apply to be an Observing Member.

Any applicant to be an Official Member or Observing Member must submit an application, together with a duly executed Member Agreement, and pay the initial dues.

The list of the initial Members shall be reported to the Science and Technology Department of MII for approval.

Any following application for admission shall be first reviewed by the Secretary General for approval, and then be reported to the Science and Technology Department of the Ministry of Information Industry for record.

When the Secretary General cannot decide the qualification of a certain application, he/she may transfer such application to the Members Meeting for a resolution.

Section 3.3 Rights of Members

Official Members shall have voting rights in the Working Group for all purposes under these Bylaws. Observing Members shall have no voting rights unless otherwise provided in the Constitution or these Bylaws. Beyond the difference concerning the voting rights, the Official Members and Observing Members shall enjoy the same rights and bear the same obligations.

Section 3.4 Single Membership

Entities and their affiliates are together only allowed one membership in the Working Group and are also together allowed only one vote. Where a question exists as to whether an entity is an Affiliate of a Member, the Secretary General shall make a determination as to that issue.

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

第 3.5 条 会费

Section 3.5 Fees and Dues

会员应当支付与其会员类别相应的会费、费用或其他应付款项，上述费用由工作组确定，包括但不限于会员大会批准的因工作组的推广活动，例如广告、参加展览交易会等，而收取的费用，以及例如最终 AVS 技术标准翻译费之类的费用。同一类别的会员收取的会费不应当具有歧视性。总体组可以就出版物、参加工作组活动，或其他会员资格所具有的福利收取额外的费用。

Member shall pay the dues, fees and other assessments applicable to its membership class, as established from time to time by the Working Group, including but not limited to assessments approved by the Members Meeting for Working Group promotional activities such as advertising and trade show participation, and for expenses such as translation of Final AVS Standards. Dues within a class shall be nondiscriminatory. The Management Council may establish reasonable additional fees or charges for publications, attendance at Working Group events, or for other benefits of membership.

目前的会费为每年 8000 元人民币。会员应在书面承诺加入工作组时缴纳上述会费。会费自申请人书面承诺入会时开始起算 12 个月，会员应当在此后每年同一时间缴纳会费，只要其仍然保持会员资格。如果会员拖延缴纳会费，经工作组书面通知，该会员的会员权利将被暂时冻结，直到该会员付清拖欠的会费。

The current annual dues are 8000 RMB Yuan per year. Dues shall be due and payable upon written commitment to join the Working Group. Dues shall apply to the twelve-month period beginning on the date of the applicant's written commitment to join, and shall be due and payable each successive year on the anniversary of that date, provided membership is retained. If any Member is delinquent in the payment of dues, such Member's rights shall be deemed suspended upon written notice from the Working Group until all delinquent dues are paid.

第 3.6 条 会员名册

Section 3.6 Membership Roster

工作组应当备办会员名册，会员名册应注明每个会员的名称、地址，成为会员的日期以及该会员指定的对工作组主要联络人的姓名（联络人负责接收所有的往来通信和信息并将有关信息在其组织中传达）。会员名册还应记录任何会员会员资格的终止和终止时间。上述会员名册应留存在工作组的主要办公地点。

The Working Group shall keep a membership roster containing the name and address of each Member, the date upon which the applicant became a Member, and the name of one individual from each Member organization who shall serve as a primary contact for the Working Group, receive all correspondence and information, distribute this information within his/her organization. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Working Group's principal office.

第 3.7 条 会员资格的终止

Section 3.7 Termination of Membership

在发生以下事项时，会员的会员资格终止：

The membership of a Member shall terminate upon the occurrence of any of the following events:

- (1) 会员没有及时支付第一期会费或后继会费。在工作组秘书长向拖欠会费的会

- (1) Upon a failure to initiate or renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given

- 员当面递交或会员收到挂号信邮寄的书面欠费通知之日起 30 天后, 该会员的会员资格予以终止。会员在接到书面欠费通知后 30 天内补交所有拖欠会费的, 其会员资格免于终止。
- (2) 会员没有按照本章程细则第 9.1 条的规定指派专业人员参与 AVS 技术标准制定工作。在工作组秘书长向有关会员当面递交或会员收到挂号信邮寄的书面通知之日起 30 天后, 该会员的会员资格予以终止。会员在接到书面通知后 30 天内补救指派了专业人员的, 其会员资格免于终止;
- (3) 没有在会员协议第 10.8 条规定的接受期内书面同意修改后的会员协议;
- (4) 会员违反会员协议或本章程细则下的义务, 并且在工作组秘书长向其当面提交书面违约通知或会员收到挂号信邮寄的书面违约通知后 30 天内没有做出补救的, 该会员的会员资格予以终止。
- (5) 会员根据会员协议第 8.2 条的规定主动退出, 在秘书长接到会员书面通知后, 该会员的会员资格予以终止。
- (2) Upon a failure to dispatch expert staff(s) to participate in the development of AVS Standards as so obliged under Section 9.1 of these Bylaws, such termination to be effective thirty (30) days after a written notification of default is given personally or delivered by registered mail to such Member by the Secretary General of the Working Group. A Member may avoid such termination by appointing an expert staff to be the Working Group Staff to cure the breach within a thirty (30) day period following the Member's receipt of the written notification;
- (3) Upon a failure to confirm in writing the acceptance of a Revised Member Agreement within the Acceptance Period as defined in Art. 10.8 of the Member Agreement.
- (4) Upon any breach of its obligations under the Member Agreement or these Bylaws, such termination to be effective thirty (30) days after a written notification of default is given personally or delivered by registered mail to such Member by the Secretary General of the Working Group and the Member does not cure such a breach;
- (5) Upon receipt of the Member's written notice of withdrawal to the Secretary General of the Working Group as defined in Article 8.2 of the Member Agreement.

All rights of a Member in the Working Group shall cease on termination of membership as herein provided. A member expelled from the Working Group under (1), (2) and (4) of this Article shall not receive a refund of any dues paid for the current dues period. A member whose membership has been terminated according to this Article may be reinstated upon review and approval of the Secretary-General and payment of all dues in arrears.

会员在工作组的权利在其资格根据本条规定终止后停止。根据本条第 (1)、(2) 和 (4) 款被逐出工作组的会员当年的会费将不予退还。经秘书长审查同意, 并且在付清所有欠款后, 根据本条规定终止了会员资格的会员可以恢复其会员资格。

第 4 条

机构设置

第 4.1 条 工作组的管理机构

工作组的管理构架包括: 会员大会、总体组、专题组和/或其他由

ARTICLE IV

ORGANIZATION

Section 4.1 Working Group Management

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

会员大会设立的管理机构。

The management structure of the Working Group includes: the Members Meeting, the Management Council, special subject Subgroups, and/or other bodies that may be established by the Members Meeting from time to time.

第 4.2 条 变更

对工作组管理机构的变更应当由总体组准备和提出方案，并交会员大会批准。变更需要至少得到所有正式会员三分之二票数同意后，方可生效实施。

Section 4.2 Alteration

Any alteration of the composition of the Working Groups management shall be proposed and prepared by the Management Council and submitted to the Members Meeting for approval. At least two-thirds votes of Official Members are required before the alteration will take effect and be implemented.

第 5 条

ARTICLE V

会员大会

MEMBERS MEETING

第 5.1 条 会员大会的出席

所有正式会员和观察会员都有权出席会员大会。所有会员拥有平等的发表意见和参与讨论的权利。

Section 5.1 Attendance

All Official Members and Observing Members are entitled to attend the Members Meeting. All Members shall have the equal right to express their opinions and to attend discussions at the meetings.

第 5.2 条 会员大会的权力

会员大会是工作组的最高决策机构。工作组的任何重大事项都应当提交会员大会决定。会员大会决定以下事项：

Section 5.2 Power

The Members Meeting is the supreme decision-making body of the Working Group. Any substantial issues of the Working Group shall be submitted to the Members Meeting for decision. The Members Meeting shall decide the following issues:

- (1) 批准新会员的加入和/或会员资格的恢复。大会闭幕期间，工作组秘书长受托行使该权力；
- (2) 修改或删除工作组章程、会员协议和/或本章程细则的部分或全部内容；
- (3) 批准工作组的重大政策，包括但不限于工作组的反垄断政策和知识产权政策；
- (4) 审批总体组提出的年度工作方案；

- 1、 to admit new Members and/or to reinstate terminated membership. Such a power is delegated to the Secretary General during the intervals between the Member Meetings;
- 2、 to amend or repeal any part or whole of the Constitution, Member Agreement and/or these Bylaws of the Working Group;
- 3、 to approve on crucial policies of the Working Group, including but not limited to anti-trust policy and the IPR policy;
- 4、 to review and approve the annual working plan proposed by the Management Council;
- 5、 to vote on specific Draft AVS Standards submitted by the Management Council for ratification by the Members prior to submission for approval by the

(5) 在提交标准化机构审批之前对总体组提交会员批准的某一特定 AVS 标准草案进行投票；

(6) 其他法律法规规定应当由会员大会决定的事项。

Authorities;
6、 other issues that are dedicated to the Members Meeting by provisions of law.

第 5.3 条 一般会议和特别会议

会员大会一般每季度召开一次，由总体组确定召开的具体时间。

总体组可以决定召开任何目的的特别会议。特别会议也可以应三分之二(2/3)或以上正式会员的书面请求召开。

Section 5.3 Regular Meetings and Special Meetings

The regular meetings of the Members shall be held quarterly and at times to be determined by the Management Council.

Special meetings of the Members for any purpose may be called by the Management Council, or by written request of two-thirds (2/3) or above of the Official Members.

第 5.4 条 会议地点

会员大会地点和时间的确定应当以促进最广泛的会员参与为原则。大会可以采取直接会面，或者采用音频、文件或视频电话会议技术方式进行。

Section 5.4 Place of Meetings

Meetings of Members shall be held at places and times that will encourage maximum participation of Members. Meetings may be held in person or by any combination of audio, document or video teleconferencing techniques.

第 5.5 条 会议通知

除非章程、本章程细则或法律另有规定，会议通知应当在会议前至少三十（30）天，根据工作组组长或者秘书长的指示，用挂号信以及传真、电子邮件或其它电子方式中的任何一种送达每个会员。会议通知应载明会议的地点、时间以及在特别会议的情况下召开会议的目的。当通过挂号信邮寄时，在工作组将通知交付邮局寄送给登记在案的联络人地址后七天视为送达。

当章程或章程细则规定工作组举行会议必须给予会员通知的时候，如果会员书面放弃得到通知的权利，不论是在会议之前还是在会议

Section 5.5 Notice of Meetings

Unless otherwise provided by the Constitution, these Bylaws, or provisions of law, notice stating the place, day and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days before the date of the meeting, at the direction of the President, or the Secretary General, by registered mail and any one of facsimile transmission, electronic mail or other electronic means to each Member. When delivered by registered mail, such notice shall be deemed to be delivered seven days after the Working Group deposits such notice with postal service in the mail addressed to the Member's prime contact at his or her address as it appears on the records of the Working Group.

Whenever any notice of a meeting is required to be given to any Member of this Working Group under provisions of the Constitution or these Bylaws, a waiver of notice in writing signed by the Member, whether before or after

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

之后签署该书面声明，则该会员视为已经得到通知。

the time of the meeting, shall be equivalent to the giving of such notice.

第 5.6 条 会员大会的法定人数

Section 5.6 Quorum for Member Meetings

有表决议程的会员大会，必须有工作组正式会员的三分之二或以上参加方才满足法定人数的要求。除非工作组章程、本章程细则，法律规定或会员大会的指示另有规定，没有法定人数出席的会员大会不能处理事务，主持人唯一的动议应当是休会。

A quorum of two-thirds (2/3) or more of the Official Members of the Working Group is required for any Member Meeting with a voting agenda. Except as otherwise provided under the Constitution, these Bylaws, provisions of law, or instructions issued by the Members Meeting, no business shall be considered by the Official Members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

第 5.7 条 会员的行为

Section 5.7 Action by Members

除非本 5.7 条另有约定，会员大会的决议应当在符合法定人数的会员大会上获得三分之二以上出席大会的正式会员亲自投票、代理投票或书面投票通过后生效。

Unless otherwise provided in this Article 5.7, every decision of the Members Meeting shall be approved by two-thirds of Official Members present in person or by proxy or through written ballot at a duly held meeting at which a quorum is satisfied before such a decision takes effect.

以下决议只有在所有正式会员的三分之二或以上同意并且反对票数少于所有投票的四分之一时才生效：

The following decisions shall become effective only if a two-thirds majority or more of all the Official Members are in favor and less than one-quarter of the total number of votes cast are negative:

(1) 修改或删除工作组章程、会员协议(包括现有和将来通过引用纳入会员协议的知识产权政策和反垄断守则)和/或本章程细则的部分或全部内容；

(1) Amendment to or repeal of any part or whole of the Constitution, Member Agreement (including Intellectual Property Rights Policy and Antitrust guidelines that are or will be incorporated by reference into Member Agreement) and/or these Bylaws of the Working Group;

(2) 会员批准同意将总体组提交的某一特定 AVS 标准草案提交标准化机构审批。

(2) Ratification by the Members of any specific Draft AVS Standard submitted by the Management Council prior to submission for approval by the Authorities.

第 5.8 条 投票表决权

Section 5.8 Voting Rights

每个正式会员就提交给会员投票

Each Official Member shall have one vote on each matter submitted to a vote of the Members. Voting at

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

的每一事项享有一票表决权。会议投票如果是以现场方式应当举手，如果以音频、视频或文件电话会议方式应当采用口头投票，除非另有规定。投票的结果应当在投票表决之后 10 天内提交给所有会员。

会员应当尽善意的努力参加投票。任何连续两次没有参加投票的正式会员将被转为观察会员一年。

第 5.9 条 书面投票

除非章程、本章程细则或法律另有规定，工作组可以在一般会员大会或特别会员大会上通过的任何决议，都可以通过向有投票权的会员发出书面投票的方式不举行会议而进行。

书面投票应当：

- (1) 列明议案；
- (2) 允许投票人就每一项提案表示赞成或反对；
- (3) 说明满足法定人数所需的回复票数，以及为了通过提交的议案所需的赞成票数比例；以及，
- (4) 说明将书面投票返回工作组的有效截止日期。该日期的设定应当允许投票人有合理的时间将书面投票返还给工作组。

书面投票的邮递或递送方式应当与本章程细则规定的递交会员大会通知的方式相同。只有当规定的时间内返还的书面投票数达到或超过召开会议所需的法定人数，并且赞成的票数达到或超过召开会议方式所需的赞成票数时，书面投票的决议方为有效。如果对于以召开会议方式批准某一事项存在任何反对票数方面的限制，该限制条件同样适用于以书面投票方式对该事项进行批准。

第 5.10 条 会员大会的组织

meetings shall be by a show of hands if held in person, or by voice ballot if held by audio, video or document teleconferencing, unless otherwise required. Results of all ballots shall duly be distributed to all Members within 10 days of each ballot.

Members shall make good faith effort to participate in voting. Any Official Member missing 2 consecutive ballots will be relegated to Observing Member for 1 year.

Section 5.9 Action by Written Ballot

Except as otherwise provided under the Constitution, these Bylaws, or provisions of law, any action of the Working Group, which may be taken at any regular or special meeting of Members, may be taken without a meeting if the Working Group distributes a written ballot to each Member with voting right.

The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the Working Group in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Working Group.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. In case there is any limitation concerning negative vote to approve certain action at a meeting, such limitation shall also apply to approval of such an action by written ballot.

Section 5.10 Conduct of Meetings

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

会员大会由工作组组长主持，如果组长不能出席，则由其指派的人主持。工作组秘书长为会员大会的秘书，如果其不能参加，大会主持人应当指定另外一位到场人员担任大会的秘书。

Meetings of Members shall be presided over by the President of the Working Group or, in his or her absence, by a person duly delegated by the President, present at the meeting. The Secretary General of the Working Group shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

大会应当允许所有参加会议的会员积极、公正和公开的参与。所有的参与人都有权对议题表达自己的看法，不论是否与大多数会员的意见一致。当参加人得到合理时间表达观点后需要就议程做出决定时，应当通过口头投票表决。每一位正式会员都有权投票。

Meetings shall be conducted so as to allow for active, fair and open participation by all Members attending the meeting. All participants shall have the right to express opinions on the subject matter, whether or not these opinions dissent with that of the majority. Where a decision is called for after participants have had reasonable time to express opinions, it shall be effected by voice vote and each Official Member shall have the opportunity to vote.

第 5.11 条 代理投票

Section 5.11 Proxies

会员可以自己投票，也可以通过签署委托书委托一个或多个代理人投票。委托书可以由会员以书面形式或者电子授权方式签署，授权委托书持有人代理投票。会员将名称或其他授权签署到委托书上（不论是以亲笔签署、打字、电报、电子传输或其他方式），即视为签署了委托书。代理投票只能由一工作组的会员作为代理人进行。在任何时候，一位会员只能为一位其他会员代理投票。

Every Official Member shall have the right to vote either in person or by one or more agents authorized by a proxy validly executed by the Member. A proxy may be executed by written authorization signed, or by electronic transmission authorized, by the Member, giving the proxy holder(s) the power, to vote the vote. A proxy shall be deemed signed if the Member's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission or otherwise) by the Member. A proxy may only be held by a Member of the Working Group. At any one time a Member may be designated as a proxy by only one other Member.

如果一份合法签署的委托书没有说明其不可撤销，该委托书将保持有效，直到签署一方在投票之前以书面形式通知工作组终止该委托，或者签署另一份委托书，或者亲自出席会议。但是，委托书有效期不得超过 11 个月，除非委托书中另有约定。

A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the Working Group stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration, of eleven (11) months from the date of such a proxy, unless otherwise provided in the proxy.

第 6 条

ARTICLE VI

总体组

MANAGEMENT COUNCIL

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

第 6.1 条 总体组的构成

Section 6.1 Composition

总体组由工作组组长、工作组联络员、工作组秘书长、以及专题组组长一起组成。

The Management Council is composed of the President of the Working Group, the Liaison(s) of the Working Group, the Secretary-General of the Working Group and the Chairs of the special subject Subgroups.

第 6.2 条 职能

Section 6.2 Duties

总体组是工作组的执行机构，在工作组组长的主持下负责完成工作组章程和章程细则规定的各项业务。总体组负责下列事务：

The Management Council is the executive body of the Working Group, headed by the President to carry out the purpose and businesses as provided in the Constitution, Member Agreement and Bylaws of the Working Group. The Management Council is responsible for the following matters:

- (1) 负责提出标准体系规划；
- (2) 负责向有关政府部门和组织申请标准立项将 AVS 标准认定为国家或国际标准；
- (3) 负责确定由专题组起草的 AVS 标准草案的最终文本提交给会员大会批准；
- (4) 负责会员大会的召集工作；
- (5) 就重大问题进行沟通；
- (6) 工作组章程、章程细则或法律规定的其他事务。

1. to plan the overall structure of the AVS Standards;
2. to propose to the related authorities or organizations to ratify the AVS Standards as national or international standards;
3. to determine the final version of Draft AVS Standards prepared by Subgroups to be submitted to a Member Meeting for ratification;
4. to organize the Members Meetings;
5. to coordinate the Members on important issues; and,
6. to engage in other matters provided by the Constitution, the Bylaws or the Laws.

第 6.4 条 组长

Section 6.4 President

工作组设组长一人，组长由信息产业部科学技术司批准任命。

One President of the Working Group will be appointed by the Science and Technology Department of MII.

组长负责按照工作组章程、会员协议和本章程细则的规定，监督和控制工作组的事务和工作组工作人员的活动。

The President shall, subject to the provisions of the Constitution, the Member Agreement and the Bylaws, supervise and control the affairs of the Working Group and the activities of the officers.

组长应履行法律、工作组章程和章程细则规定的职责，以及附带的职责。会员大会可以委托组长履行额外的职责。上述职责包括主持所有的会员大会。除非法律、工作组章程和章程细则另有规定，组长有权代表工作组签署契据、抵押文件、保单、合同、支票或者其他会员大会授权签署的法律文件。

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be prescribed from time to time by the Members Meeting, including presiding at all meetings of the Members Meeting. Except as otherwise expressly provided by law, by the Constitution, or by these Bylaws, the President shall, in the name of the Working Group, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Members Meeting.

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

第 6.5 条 联络员

Section 6.5 Liaison

工作组设联络员一至二人，由信息产业部科技司指派，负责工作组和信息产业部科技司之间的沟通和协调工作。联络员的职责是：

- (1) 参加工作组的活动，向工作组传达信息产业部科技司的要求，并将工作组的意见和建议反映给信息产业部科技司；
- (2) 协助组长做好工作组会员间的沟通与协调工作；
- (3) 当工作组内部出现重大原则问题的分歧时，将有关问题报告信息产业部科技司以征求官方意见和决定。

One or two Liaison(s) will be appointed by the Science and Technology Department of MII will be responsible for the communication and coordination between the Working Group and the Science and Technology Department of MII. The duties of the Liaison are:

1. to participate in the activities of the Working Group, to convey the requirements of the Science and Technology Department of MII to the Working Group and vice versa any opinion or suggestion of the Working Group to the Science and Technology Department of MII;
2. to assist the President in facilitating the communication and coordination among the Members;
3. to report any significant discrepancy inside the Working Group to the Science and Technology Department of MII for official opinion or a resolution.

第 6.6 条 秘书长

Section 6.6 Secretary-General

工作组设秘书长一人，由组长任命，负责工作组的日常组织工作。在会员大会闭幕期间，秘书长行使会员资格申请的审核、批准，以及取消会员资格的权力。

One Secretary-General of the Working Group will be appointed by the President. He/she shall be responsible for the general management of the Working Group. When the Members Meeting is not in session, the Secretary-General will be delegated to exercise the power of reviewing and ratifying the Membership application, as well as the power of canceling a Member's membership.

第 7 条

ARTICLE VII

专题组

SUBGROUPS

第 7.1 条 设置

Section 7.1 Subgroups

工作组可根据工作需要设立专题组。专题组可以由总体组提出或撤销。

The Working Group may set up Subgroups for special purpose from time to time. A subgroup may be initiated or terminated by the Management Council.

会员应当至少参加一个专题组，并可以参加一个以上的专题组。会员参加每一个专题组之前应当向秘书长登记，并报总体组。

A Member shall Participate in at least one Subgroup and may participate in more Subgroups. Such Participation shall be preceded by registration with the Secretary General and reported to the Management Council.

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

第 7.2 条 职责

专题组负责本专题组有关标准的起草、讨论、试验、验证等工作。

Section 7.2 Duties

A Subgroup is responsible for the drafting, discussion, testing and verification of AVS Standards.

第 7.3 条 专题组组长

每一个专题组设一名专题组长和不多于三名联合组长。专题组长和联合组长来自工作组成员，由工作组组长任免。

Section 7.3 Chairs of Subgroups

One Chair and no more than three co-Chairs will be appointed for each Subgroup. The Chair and co-Chairs shall be selected from the Working Group Staff and shall be appointed and/or removed by the President.

专题组组长主持或委托联合组长主持本组会议。专题组组长或受委托的联合组长必要时可以组织技术交流和研讨。

The Chair will preside or entrust a co-Chair to preside at the meetings of the Subgroup. The Chair or the entrusted co-Chair may arrange for technological exchange and seminars when necessary.

专题组组长可以根据需要，聘请有关专家参加讨论和专题组会议，提出建议。上述专家的聘用应当符合适当的约定，包括其遵守会员协议第 5 条对于保密义务的规定。

The Chair may, if necessary, retain relevant experts to participate in team discussion and meetings and give suggestions. Such experts shall be retained under appropriate agreements, including observation of the relevant confidentiality provisions set out in Article 5 of the Member Agreement.

第 7.4 条 专题组会议和决议

专题组的会议和作出的决议应当适用和遵循本章程细则关于会员大会会议（会议召开、会议通知以及决议的作出）的有关规定，只是需要对有关章程细则的规定作出适当修改，将会员大会替换为专题组及其会员。

Section 7.4 Meetings and action of subgroup

Meetings and action of the Subgroups shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Members Meeting, with such changes in the context of such Bylaw provisions as are necessary to substitute the Subgroup and its Members for the Members Meeting.

第 8 条

技术工作的程序

工作组应当以符合国际标准化惯例的方式从事 AVS 标准草案的开发。工作组可以不时确定技术工作的程序。

ARTICLE VIII

Procedures for Technical Work

The Working Group shall carry out the development of Draft AVS Standards in a manner consistent with worldwide practice for standardization. The Working Group may from time to time establish procedures for technical work.

第 9 条

工作组成员

ARTICLE IX

WORKING GROUP STAFF

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

第 9.1 条 选派

会员指派参加标准制定工作的专业人员称为工作组成员。

会员应至少指定一名专业人员（即工作组成员）参加标准制定工作。

Section 9.1 Designation

The expert personnel designated by Members to participate in the formulation of standards constitute the Working Group Staff.

Each Member shall appoint at least one of its expert staff (i.e. a Working Group Staff) to participate in the formulation of the standards.

第 9.2 条 资格

工作组成员必须具有组织纪律性，须有数字视音频方面的专业知识或法律知识，具有较高的外语水平，对标准制定工作认真负责，同时必须保证一定的工作时间，及时完成分配的任务。

Section 9.2 Qualification

The Working Group Staff to be appointed by Members shall be well disciplined, possess expertise or legal knowledge related to digital audio and video work, and have high level foreign language skill. He/She should also be responsible for the standard formulation work, and allocate enough time to get his/her assignment done in time.

第 10 条

资产的管理

ARTICLE X

ASSETS

第 10.1 条 专门账户

会员缴纳的会费应当由工作组在挂靠单位设立专门帐号管理。专门账户中的款项应当全部用于支付工作组的工作开支。

Section 10.1 Special Account

The membership fees paid in by Members shall be deposited into a special account set up in the name of its hosting unit/organization. The funds in the special account shall be used for the sole purpose of covering the working expenditures of the Working Group.

第 10.2 条 禁止私人目的

工作组有权就接受的服务支付合理的费用，并为了达到本章程细则规定的宗旨和目的支付和分配资产，除此以外，工作组的收入不得为了其会员、工作人员或者其他私人的利益进行分配。

Section 10.2 Prohibition Against Private Inurement

No part of the net earnings of the Working Group shall inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that the Working Group shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Working Group.

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

第 10.3 条 清算时的资产分配。

工作组解散清算时，其资产在支付有关费用并偿还所有债务后，应根据会员大会的决议进行分配。

Section 10.3 Distribution of Assets Upon Dissolution

Upon the dissolution of the Working Group, its assets remaining after payment, or provision for payment of all debts and liabilities of the Working Group shall be distributed as determined by the Members Meeting.

第 11 条

工作组记录和年报

ARTICLE XI

CORPORATE RECORDS AND ANNUAL REPORTS

第 11.1 条 工作组记录的留存

工作组应当在其主要办公地点留存以下文件：

- (1) 所有会员大会和专题组会议的会议纪要，说明举行会议的时间、地点，是一般会议或是特别会议，如何召集，发出的通知，以及出席者的名称，以及会议程序，包括代理投票；
- (2) 关于账户的完整和准确的账簿和记录，包括财产和业务的账簿、资产负债、收入支出、收益损失的纪录；
- (3) 关于会员的记录，载明会员的名称、地址、会员资格类型以及终止时间；
- (4) 一份工作组的章程、会员协议和章程细则。

Section 11.1 Maintenance of Corporate Records

The Working Group shall keep at its principal office:

- (1) Minutes of all meetings of Subgroups and Members Meetings indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;
- (2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (3) A record of its Members, indicating their names and addresses, the class of membership held by each and the termination date of any membership;
- (4) A copy of the Working Group's Constitution, Members Agreement and Bylaws as amended to date.

第 11.2 条 查阅权

每位会员都有权在合理的工作时间查阅前款所述工作组的账簿、记

Section 11.2 Inspection Rights

Every Member shall have a right at any reasonable time during office hours to inspect all books, records and documents of every kind and to inspect the physical

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

录和文件，并检查工作组的资产。 properties of the Working Group.

本条款规定的查阅权可以自己行使，也可以委托代理人或律师。查阅权包括自担费用进行复印和作摘要的权利，但是必须经过总体组的同意。

Any inspection under the provisions of this Article may be made in person or by agent or attorney. The right to inspection shall include the right to copy and make extracts at Member's cost, which is subject to the consent of the Management Council.

第 11.3 条 财务报告

Section 11.3 Financial Report

会员大会应当在工作组财政年度期满后 120 天内指派人员制作年报。工作组应当通知每一位会员他们可以在要求后得到年度报表。报表应当包括以下适当的细节：

The Members Meeting shall cause an annual report to be prepared within 120 days after the end of the Working Group fiscal year. The Working Group shall notify each Member that they may receive the report upon request. The report shall contain the following information in appropriate detail:

(1) 到财政年底的资产负债表、损益说明书以及当年财务变动报告，由工作组挂靠单位财务部门出具正式财务证明；

(1) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by a formal accounting report issued by the accounting department of the hosting organization of the Working Group;

(2) 留存会员名录的地点。

(2) A statement of the place where the names and addresses of current Members are located.

第 11.4 条 重大事件年报

Section 11.4 Annual Statement of Certain Transactions

作为财务报告的一部分，工作组应该在上一财年结束的 120 天内准备并通过邮寄、递送等方式向每一个会员提供一份说明，就会员大会定义的重大事件做出简要陈述。

As part of the foregoing financial report, the Working Group shall annually within 120 days following the end of the fiscal year, prepare and mail or deliver to each Member a statement which briefly describes material transactions as to be defined by the Members Meeting from time to time.

第 12 条

ARTICLE XII

对章程细则的修改

AMENDMENT OF BY-LAWS

经过会员大会同意，本章程细则或其任何章节可以被变更、修改、废除或采纳新的章程细则。会员将被视为已经接受了新的章程细则，除非其在第 3.7 条规定的 30 天内终止其会员资格。

These Bylaws, or any section of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Members Meeting. Members shall be deemed as having accepted the new bylaws, unless they terminate their membership within 30 days as provided in Section 3.7.

第 13 条

ARTICLE XIII

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

补偿和保险

INDEMNIFICATION AND INSURANCE

第 13.1 条 补偿和免责

Section 13.1 Indemnification; Elimination of Liability

只要在法律允许的范围内，工作组应当对工作组工作人员因为履行其在工作组的职责而产生的责任和遭受的损失予以补偿。

To the fullest extent permitted by law, this Working Group shall indemnify the officers of the Working Group for liability or damages incurred by such persons in the reasonable exercise of his or her duties with respect to the Working Group.

只要在法律允许的范围内，工作组工作人员或会员不应当对工作组的债务和义务承担个人责任。

To the fullest extent permitted by law, the officers and Members shall not be personally liable for the debts, liabilities or other obligations of the Working Group.

第 13.2 条 保险

Section 13.2 Insurance

除非法律禁止，会员大会可以通过决议授权工作组为其代理人（包括工作组工作人员、雇员或其他代理人）购买责任保险，只要该责任是由于代理人履行代理职责产生的，不管工作组根据章程、章程细则或法律规定是否有权补偿代理人上述责任。

Except as may be prohibited by law, the Members Meeting may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Working Group (including an officer, employee or other agent of the Working Group) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the Working Group would have the power to indemnify the agent against such liability under the Constitution, these Bylaws or provisions of law.

第 14 条

ARTICLE XIV

其他规定

GENERAL PROVISIONS

第 14.1 条 银行

Section 14.1 Banking

工作组的资金由工作组挂靠单位财务部门代为管理。工作组组长有权签署财务票据。当票据的金额超过 10,000 元人民币时，因当由秘书长共同签署。

The money of the Working Group shall be managed by the accounting department of the hosting organization of the Working Group. The President shall have the authority to execute financial instruments. Such instruments shall be co-signed by the Secretary General when the amount of the instrument exceeds 10,000RMB.

第 14.2 条 签署契据

Section 14.2 Execution of Instruments

数字音视频编解码技术标准工作组

Audio Video Coding Standard Workgroup of China

除非本章程细则另有约定，会员大会可以授权工作组的工作人员或者代理人以工作组的名义签署合同或者其他法律文件。上述授权可以是一般授权，也可以是针对某一事项的特别授权。

除非得到如上授权，工作组组长之外的任何人都没有权力签署合同或者法律文件让工作组受到约束。

Except as otherwise provided in these Bylaws, the Members Meeting may by resolution authorize any officer or agent of the Working Group to enter into any contract or other legal document, and such authority may be general or confined to specific instances.

Unless so authorized, no person other than the President shall have any power or authority to bind the Working Group by any contract or legal document.

第 14.3 条 赠送

工作组可以为了工作组的目的，以工作组的名义和为了工作组的利益接受捐献、赠品、遗产或者其他收益。

Section 14.3 Gifts

The Working Group may accept in its own name, and for its own benefit any contribution, gift, bequest, or device for the purposes of this Working Group.

第 14.4 条 偿付费用

工作组成员为了工作组发生的费用可以得到偿还。

Section 14.4 Reimbursement of Expenses

The Working Group Staff may be reimbursed from time to time for all expenses incurred on behalf of the Working Group.

第 14.5 条 财政年度

工作组的财政年度为每年 1 月 1 日至 12 月 31 日。

Section 14.5 Fiscal Year

The fiscal year of this Working Group shall begin on January 1st and end on December 31st of each year.

第 14.6 条 条款的解释

本章程细则的解释应当与工作组会员协议中规定的原则和政策相一致。如果本章程细则的任何条款与会员协议存在矛盾，会员协议拥有优先效力。

Section 14.6 Construction and Terms

The interpretation of these Bylaws shall be consistent with the principles and policies set out in the Member Agreement of the Working Group. If any term of these Bylaws conflicts with the Member Agreement, the Member Agreement shall control.