

Summary report:	
Litera Compare for Word 11.2.0.54 Document comparison done on 26/02/2024 10:40:49	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: BritCham Constitution_ Updated 12 June 2020.doc	
Modified DMS: iw://freshfields-asia-sg.imanage.work/ASIA-LEGAL/63470091/12	
Changes:	
<u>Add</u>	401
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<u>Move To</u>	3
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Embedded Graphics (Visio, ChemDraw, Images etc.)	1
Embedded Excel	0
Format changes	0
Total Changes:	709



BRITISH ~~BUSINESS GROUP~~ CHAMBER OF COMMERCE VIETNAM

CONSTITUTION AND RULES

ADOPTED ON 24TH NOVEMBER 1995

FIRST AMENDED ON 29TH NOVEMBER 1996

SECOND AMENDED ON 26TH NOVEMBER 1997

THIRD AMENDED ON 15TH JUNE 1998

FORTH AMENDED ON 4Th DECEMBER 2003

FIFTH AMENDED ON 19TH NOVEMBER 2004

SIXTH AMENDED ON 25 MAY 2006

SEVENTH AMENDED ON 15 NOVEMBER 2013

EIGHTH AMENDED ON 28 NOVEMBER 2014

NINTH AMENDED ON 23 NOVEMBER 2015

TENTH AMENDED ON 30 MAY 2017

ELEVENTH AMENDED ON 29 MAY 2018

TWELFTH AMENDED ON 2 JUNE 2020

THIRTEENTH AMENDED ON 28 MARCH 2024

ARTICLE 1. DEFINITIONS

In this Constitution and these Rules, the following words and expressions shall have the following meanings:

1.1 **“Board”**: shall mean the executive board of the Group Chamber established in accordance with ARTICLE 14.

1.2 **“British”**: shall include any company incorporated in, or established under the laws of the United Kingdom; and any individual who is a national of the United Kingdom.

1.3 **“Business Centre”**: shall mean ~~the~~any business centre established and operated by the Group Chamber providing advice and assistance to Members and others ~~as described in Article 4.7.~~

1.4 **“Chamber”**: shall mean the BRITISH CHAMBER OF COMMERCE, VIETNAM.

1.5 ~~1.4~~ **“company”**: shall mean an incorporated or unincorporated company and any subsidiary of such company, a partnership, association or charity. For the purpose of this definition, "subsidiary" shall have the meaning set out in Section ~~736~~1159 of the Companies Act ~~1989~~2006.

1.6 ~~1.5~~ **“Conflict”**: shall mean a situation in which a Board Member has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Group Chamber, including in relation to the exploitation of any property, information or opportunity and as provided in the “BBGVBRITCHAM POLICY ON ANTI-CORRUPTION, CONFLICTS OF INTEREST AND FINANCIAL MANAGEMENT”.

1.7 ~~1.6~~ **“Corporate Member”**: shall mean any Ordinary Corporate Member, Non-Resident Corporate Member ~~or~~, Associate Corporate Member, SME Ordinary Member, SME Associate Member or (to the extent it is not an individual) Honorary Member.

1.8 **“Executive Director”**: shall mean the executive director of the Chamber.

1.9 ~~1.7~~ **“General Meetings”**: shall mean general meetings of the Group Chamber and shall be either annual general meetings “Annual General Meetings” or extraordinary general meetings “Extraordinary General Meetings”.

~~1.8~~ **“Group”**: shall mean the BRITISH BUSINESS GROUP, VIETNAM.

1.10 ~~1.9~~ **“Member”**: shall mean any Ordinary Corporate Member, Ordinary Individual Member, Non-Resident Corporate Member, Non-Resident Individual Member, Associate Corporate Member, Associate Individual Member, SME Ordinary Member, SME Associate Member, UK Alumni Member or Honorary Member.

1.11 ~~1.10~~ **"Ordinary Member"**: shall mean any Ordinary Corporate Member ~~or~~ Ordinary Individual Member or SME Ordinary Member.

1.12 **"Secretariat"**: shall mean, unless the Board determines otherwise, the Executive Director and all other individuals employed by the Chamber.

ARTICLE 2. NAME AND FORM OF **GROUPCHAMBER**

2.1 The name of the organisation shall be the "British ~~Business Group Chamber of Commerce~~ Vietnam", or such name, provided it includes the word "British", as the Board may from time to time determine. The Chamber may also use an abbreviated name informally, provided it includes the words "Brit" or "British", as the Board may from time to time determine, such name being at the date of the most-recent amendment of this Constitution and Rules "BritCham Vietnam".

2.2 The **GroupChamber** shall be a national organisation covering the territory of the Socialist Republic of Vietnam and shall be comprised of any number of chapters established in such cities and provinces of Vietnam as the Board shall approve (collectively **"Chapters"**; individually, **"Chapter"**; and references to the **GroupChamber** in this Constitution and these Rules shall incorporate reference to all such Chapters). The initial Chapters of the **GroupChamber** shall be established in Ho Chi Minh City and Hanoi.

2.3 No Member or group of Members may organise or form chapters, branches, sections or other form of organisation in Vietnam as a formal institution of, or using the name of, the **GroupChamber** without the approval of the Board.

2.4 The **GroupChamber** shall be an unincorporated, independent, non-profit making organisation.

ARTICLE 3. OFFICES AND ADDRESSES

3.1 The Board may, subject to the approval of the relevant People's Committee in the city or province where the Chapter proposes to establish its office, establish an office in the city or province where the Chapter it represents is based.

3.2 The **GroupChamber** shall have its registered office in Hanoi, Vietnam (or in such other city as the Board may decide from time to time). The Chamber shall have its main office, being the headquarters of the Secretariat, in Ho Chi Minh City, Vietnam (or in such other city as the Board ~~shall~~ may decide from time to time). Unless otherwise decided by the Board, the registered office address and the main office address of the **GroupChamber** shall be the same as the office address of the Chapter of the city or province in which the registered office or main office, as the case may be, is located.

ARTICLE 4. OBJECTS

4.1 The objects of the Chamber shall be to serve its Members and stakeholders by promoting and facilitating: (a) trade and investment between the UK and Vietnam; (b) professional networking; (c) tailored research and investment advice from the

Business Centre; (d) local social events, charitable initiatives and “Corporate and Social Responsibility” programmes; and (e) advocacy through membership of the British Corporate Advocacy Council and Vietnam Business Forum.

~~The objects of the Group shall be to promote British business and cultural interests in Vietnam in line with the opinions of Members regarding issues of common concern, including:~~

~~4.1 to assist and co-operate with the local and national authorities in establishing a clear and fair framework of laws and regulations conducive to business development in Vietnam;~~

~~4.2 to gather, exchange and collate business and other relevant information for the benefit of Members;~~

~~4.3 to confer and cooperate with relevant organisations to promote improvements to the infrastructure in order to create suitable conditions for Members and their families living and working in Vietnam;~~

~~4.4 to promote business ties between Vietnam, the United Kingdom and other countries for the mutual benefit of Members and their Vietnamese counterparts;~~

~~4.5 to compile, collate and distribute to Members useful and relevant social and welfare information about living in Vietnam;~~

~~4.6 to organise events for Members and others, in order to promote social and business contacts with each other and with the people of Vietnam~~

~~4.7 to establish the Business Centre providing advice and assistance to Members and others doing or seeking to do business in Vietnam for which the Group will charge fees;~~

~~4.8 to provide support and assistance to those in need by means of grants to charitable organisations and to raise funds specifically for such purposes; and~~

4.2 ~~4.9 to~~The Chamber may undertake any ~~other~~ activities which are consistent with the ~~Group's~~Chamber's objectives, within the laws of Vietnam.

ARTICLE 5. MEMBERSHIP

5.1 Membership in the ~~Group~~Chamber shall be divided into ~~four~~five (45) categories:

(a) **Ordinary Members** which may be ~~either~~:

- (i) **Ordinary Corporate Members:** companies in good standing which (A) are British or, if Vietnamese or otherwise not British, which can demonstrate to the satisfaction of the Board (or any membership committee thereof) that they have substantial British ties,~~—~~ and

~~which~~(B) have a legal presence in Vietnam in a form permitted by the laws of Vietnam; ~~or~~

(ii) **Ordinary Individual Members:** British individuals who are in good standing and who are (A) interested in business, trade, investment and/or other permitted activities in Vietnam ~~who are~~and (B) ordinarily resident in Vietnam; or

(iii) **SME Ordinary Members:** small-to-medium companies in good standing which (A) are British or, if Vietnamese or otherwise not British, which can demonstrate to the satisfaction of the Board (or any membership committee thereof) that they have substantial British ties and (B) have a legal presence in Vietnam in a form permitted by the laws of Vietnam.

(b) **Non-Resident Members** which may be either:

(i) **Non-Resident Corporate Members:** companies in good standing which are (A) British or which can demonstrate to the satisfaction of the Board (or any membership committee thereof) that they have substantial British ties, and ~~which are~~(B) not officially present in Vietnam according to the laws of Vietnam; or

(ii) **Non-Resident Individual Members:** British individuals who are in good standing and who are (A) interested in business, trade, investment and/or other permitted activities in Vietnam ~~who are~~and (B) not ordinarily resident in Vietnam ~~but who frequently visit Vietnam.~~

Non-Resident Members shall be entitled to all the privileges of Ordinary Members except that they shall not be entitled to vote at General Meetings.

(c) **Associate Members** which may be ~~either~~:

(i) **Associate Corporate Members:** companies in good standing which are not eligible to be Ordinary Corporate Members or Non-Resident Corporate Members due to the fact they are not British or do not have substantial British ties, but which (A) can demonstrate to the satisfaction of the Board (or any membership committee thereof) that they are interested in business, trade, investment and/or other permitted activities in Vietnam, and ~~which~~(B) have a legal presence in Vietnam in a form permitted by the laws of Vietnam; ~~or~~

(ii) **Associate Individual Members:** individuals who are in good standing who are not eligible to be Ordinary Individual Members or Non-Resident Individual Members due to the fact they are not British, but ~~which~~who (A) can demonstrate to the satisfaction of the Board (or any membership committee thereof) that they are interested in

business, trade, investment and/or other permitted activities in Vietnam ~~who~~ (B) are ordinarily resident in Vietnam; ~~or~~

- (iii) **SME Associate Members:** small-to-medium companies in good standing which are not eligible to be SME Ordinary Members due to the fact they are not British or do not have substantial British ties, but which (A) can demonstrate to the satisfaction of the Board (or any membership committee thereof) that they are interested in business, trade, investment and/or other permitted activities in Vietnam, and (B) have a legal presence in Vietnam in a form permitted by the laws of Vietnam.

Associate Members shall be entitled to all the privileges of Ordinary Members except that they shall not be entitled to vote at General Meetings and it is possible that Associate Members may not be invited to participate in certain activities or be entitled to certain rights and privileges which are restricted to other Members. Associate Members must, however, conform to the objects of the ~~Group to promote the development of business, trade, investment and/or other permitted activities between the United Kingdom and the Socialist Republic of Vietnam~~ Chamber as set out in ARTICLE 4.

- (d) **UK Alumni Members:** Vietnamese individuals who are in good standing and who either (A) graduated from a university in the UK or (B) hold a diploma or degree by a certified UK educational institution.

UK Alumni Members shall be entitled to all the privileges of Ordinary Members except that they shall not be entitled to vote at General Meetings.

- (e) ~~(d)~~ **Honorary Members:** ~~companies~~ non-commercial organisations or individuals which have made a special contribution to the development of the Group Chamber and which are invited by the Board to become Honorary Members of the ~~Chapter of the Group Chamber~~. Honorary Members may be elected for life or for such period as the Board shall decide and may ~~be removed from the Chapter~~ have their membership revoked by resolution of the Board. Except as otherwise stated herein, Honorary Members shall be entitled to all the privileges of Members except that they shall not be entitled to vote at General Meetings nor to claim any share of the property of the Group Chamber on dissolution of the Group Chamber.

5.2 Corporate Representation

Each Corporate Member may have any number of its employees attend any activities of the Group Chamber subject to paying any contributions for each such person charged in accordance with ARTICLE 12 or ARTICLE 13 (as the case may be).

5.3 Corporate Representative

Each Corporate Member shall be represented by a director, senior manager, partner or person of similar status (the “Corporate Representative”). The Corporate Representative shall act on behalf of such Corporate Member in relation to (if such

Corporate Member is permitted to vote) voting at General Meetings and otherwise exercising all other rights of such Corporate Member. Following payment to the Chamber of the annual registration contribution in an amount decided by the Board, such Corporate Representatives shall be entitled to receive benefits available to Members at rates applicable to Members.

Notice of that appointment shall be promptly given in writing to the Secretariat by the Member appointing such person. Any Corporate Member may change its Corporate Representative at any time by not less than seven days prior written notice to the Secretariat. Such person's appointment shall cease on their resignation, death or non-temporary incapacity or on the termination of the membership of the Corporate Member appointing such person.

5.4 ~~5.3~~ Registered Associates

Subject to any requirements of the Board (or any membership committee thereof), each Member may apply to register:

- (i) in the case of Corporate Members only, its Corporate Representative and any number of its employees ("Registered Employees"); and/or
- (ii) in the case of all Members (other than Honorary Members), his/her spouse or the spouse of its ~~Company~~Corporate Representative(s) or of its Registered Employees ("Registered Spouses"),

as a registered associate (herein referred to collectively as "Registered Associates") by completing application formalities in the form prescribed by the Board and, following acceptance of each application for each Registered Associate, and following payment to the Group Chamber of the annual registration contribution in an amount decided by the Board (or any membership committee thereof), such Registered Associates shall be entitled to receive benefits available to Members at rates applicable to Members. Each Member shall be responsible to the Group Chamber for the acts, omissions and defaults of its Registered Associates under this Constitution and such Registered Associates shall not be entitled to vote at General Meetings nor to claim any share of the property of the Group Chamber on dissolution of the Group Chamber.

5.5 ~~5.4~~ Lists of Members

A list of all Members (together with, as may be the case, their Corporate Representatives and Registered Associates) shall be kept at the main office address of the Group Chamber and at the office of ~~each Chapter. Each Chapter shall keep the other Chapters informed of new Members joining the Group as soon as possible after a new membership application has been approved by the Board.~~the relevant Chapter.

ARTICLE 6. APPLICATION AND ELECTION FOR MEMBERSHIP

6.1 Every candidate wishing to apply for admission to the Group Chamber as a Member (other than Honorary Members) must submit its application in the form prescribed by the Board ~~(to which a copy of the Group's Constitution and Rules will~~

~~be attached~~). The submission of an application for membership shall be deemed to include agreement to pay the joining contribution, if any, and annual subscriptions of the ~~Group~~Chamber.

6.2 Applications shall be submitted to the ~~Board at the next Board meeting following receipt of the duly completed application forms~~Secretariat.

6.3 A resolution of the membership committee of the Board approving the election of a new Member, passed by a majority vote ~~at a meeting of the Board~~, will be required before a Member is elected. If there is no membership committee at the relevant time, the approval of at least three Board Members, including the Chairperson, will be required before a Member is elected.

6.4 The ~~Board~~Secretariat will promptly notify in writing an applicant whether or not ~~it has been~~its application to be elected to membership has been approved and, in the event that such notice states that the applicant has been elected ("election notice"); The joining contribution and subscription shall be payable ~~within 21 days after the date of receipt by the applicant of such election notice~~in accordance with ARTICLE 12. No person shall become a Member (other than an Honorary Member) until their joining contribution and subscription has been paid.

6.5 The Executive Director shall inform the Board at each Board Meeting of the election of any Members who are being elected for the first time.

ARTICLE 7. VOTING RIGHTS

7.1 Each ~~Company~~Corporate Representative of an Ordinary Corporate Member shall be entitled to two votes at General Meetings it has joined.

7.2 Each Ordinary Individual Member shall be entitled to one vote at General Meetings ~~of the Chapter~~ it has joined.

7.3 Each Corporate Representative of an SME Ordinary Member shall be entitled to one vote at General Meetings it has joined.

7.4 ~~7.3~~ Non-Resident Members, Associate Members, UK Alumni Members, Honorary Members, Registered Associates and non-Members shall not be entitled to vote at General Meetings.

7.5 ~~7.4~~ Any Ordinary Member may, by notice in writing to the Secretariat by way of a proxy form prescribed by the Board and signed by the ~~Company~~Corporate Representative of such Ordinary Corporate Member or SME Ordinary Member (as the case may be) or by the Ordinary Individual Member making or revoking the appointment, appoint any other Ordinary Member to be his/her proxy at General Meetings and may revoke such appointment. A proxy of an Ordinary Member shall be entitled to attend and vote at any General Meeting at which the Ordinary Member appointing him is entitled to vote but is not personally present and shall be counted in determining a quorum. The Board shall have the right to regulate a deadline prior to a

General Meeting by which a proxy form must be notified to the Secretariat to be effective.

7.6 Ordinary Members shall cast their votes on resolutions at General Meetings either in person or by proxy, save for any resolution in respect of the election of Board Members which shall, unless electronic voting is prohibited by law or otherwise unavailable, be conducted prior to the relevant Annual General Meeting by way of a secret electronic ballot on an electronic balloting system and in a manner approved by the Board (“e-voting”).

ARTICLE 8. RESIGNATION

Any Member desiring to resign from membership of the GroupChamber must deliver written notice of its resignation to the ~~office address of the Board~~Secretariat. Every resignation notice shall be deemed to take effect on the date stated in the notice, or if none, on the date that such notice is received by the BoardSecretariat.

ARTICLE 9. EXPULSION

9.1 The Board may, by notice in writing, invite any Member (other than Honorary Members) to resign its membership of the GroupChamber if such Member has breached the Constitution or Rules of the GroupChamber, or if, in the opinion of the Board, such Member has conducted ~~himself~~themselves in an unbecoming manner or allowing such Member to remain as a Member would bring discredit to the GroupChamber.

9.2 A resolution of the Board to expel a Member passed by a majority of the Board Members shall be final and binding on the Member.

9.3 The Board may, by notice in writing to any Corporate Member, refuse to approve the application of its proposed Corporate Representative or any of its proposed Registered Associates or require that Corporate Member immediately to cancel registration of its Corporate Representative or any of its Registered Associates (which are registered with it) if any such Corporate Representative or Registered Associate has breached the Constitution or Rules of the GroupChamber, or if, in the opinion of the Board, any such Corporate Representative or Registered Associate has conducted ~~himself~~themselves in an unbecoming manner or if allowing any such Corporate Representative or Registered Associate to remain as a Corporate Representative or Registered Associate would bring discredit to the Chapter or the GroupChamber. In the event of the cancellation of registration of any Corporate Representative or Registered Associate, the Corporate Member shall immediately return to the relevant Chapter all property of the Chapter (including benefit/discount cards) which has been issued in the name of the Corporate Representative or Registered Associate whose registration has been cancelled.

ARTICLE 10. TERMINATION OF MEMBERSHIP

10.1 Membership will be terminated if a Member:

- (a) dies;
- (b) resigns;
- (c) is declared bankrupt or insolvent by a court of competent jurisdiction;
- (d) is dissolved or ceases to carry on business;
- (e) is expelled under ARTICLE 9 above;
- (f) is in arrears of payment of ~~the subscription in accordance with the provisions of Article 12.7 below or of any other additional~~any contributions and charges required to be paid pursuant hereto; or
- (g) is declared by a court of competent jurisdiction to be legally or mentally incompetent.

10.2 Each Member shall on termination of its membership of the Group Chamber for whatever reason forfeit all right to and claim upon the Group Chamber and its property and funds.

10.3 The registration of any Registered Associates shall cease automatically and immediately upon the date of termination of the membership of the Corporate Member which registered them.

ARTICLE 11. RIGHTS AND DUTIES OF MEMBERS

11.1 Members shall be eligible to receive assistance and advantages within the scope of the objects of the Group Chamber.

11.2 Members shall comply with the Constitution and Rules of the Group Chamber, as amended from time to time in accordance with the provisions herein.

11.3 Members (other than Honorary Members) shall pay a joining contribution and an annual subscription in accordance with the provisions of ARTICLE 12 below and such other contributions and additional charges levied on Members in accordance with ARTICLE 13 below.

11.4 No Member shall, by reason of membership of the Group Chamber, be liable for any debt or obligation of the Group Chamber in the absence of an express written promise to accept such liability.

ARTICLE 12. JOINING CONTRIBUTIONS, MEMBERSHIP SUBSCRIPTIONS AND REGISTRATION CONTRIBUTIONS

12.1 The Board may, if it so decides, charge a one-time joining contribution for each of the following categories of Members—: Ordinary Corporate Members, Ordinary Individual Members, SME Ordinary Members, Non-Resident Corporate Members, Non-Resident Individual Members, Associate Corporate Members ~~and~~ Associate Individual Members, SME Associate Members and UK Alumni Members.

12.2 Each year the Board shall recommend annual membership subscriptions for each of the following categories of Members—: Ordinary Corporate Members, Ordinary Individual Members, SME Ordinary Members, Non-Resident Corporate Members, Non-Resident Individual Members, Associate Corporate Members—and, Associate Individual Members, SME Associate Members and UK Alumni Members and annual registration contributions for Registered Employees and Registered Spouses. The amount of the annual subscriptions shall be based on the projected budget of the Group Chamber for the following year.

12.3 The joining contribution shall be payable ~~in Vietnam Dong~~ (one time only) within twenty-one (21) days after receipt by an applicant of an election notice and an invoice for payment from the Secretariat.

12.4 Annual subscriptions shall be payable in ~~Vietnam Dong in~~ advance for each twelve month period commencing in the month in which the ~~Board~~Secretariat sends the applicant an election notice and an invoice for payment or, in the case of Members which have been elected prior to the date of the first amendment of this Constitution and these Rules, in advance for each twelve month period commencing 1st January. Annual subscriptions shall be paid within 21 days after the date of any ~~election notice~~invoice for payment or, in the case of Members which have been elected prior to the date of the first amendment of this Constitution and these Rules, within 21 days after 1st January.

12.5 Registration contributions shall be payable ~~in Vietnam Dong~~ annually in advance for each year in which the Registered Associate is registered and shall be paid within 21 days after the date of registration of each Registered Associate.

12.6 The joining contributions, subscriptions and registration contributions shall be paid by bank transfer to the Group's Chamber's bank account or by cash deposited by the Member directly into the Group's Chamber's bank account, details of which will be provided by the Board to Members from time to time.

12.7 The joining contributions, subscriptions and registration contributions shall be used to further the objects of the Group Chamber, including to cover the administrative and other costs of the Group Chamber.

12.8 Neither the joining contribution nor the subscription nor any registration contribution shall be refunded if a Member leaves the Group Chamber (whether by way of resignation, expulsion, termination or otherwise).

12.9 If any Member does not pay all or any part of his/her joining contribution or first subscription by the due date as set out herein, his/her Membership shall be automatically terminated. If any Member is in arrears of payment of all or any part of his/her subsequent subscriptions for over three months, his/her Membership shall be automatically terminated. If any Member is in arrears of payment of all or any part of the registration contributions for any Registered Associate for over two months, registration of such Registered Associate shall be automatically cancelled.

12.10 No joining contribution, subscription or registration contribution shall be payable by Honorary Members.

ARTICLE 13. COLLECTION OF ADDITIONAL FEES

13.1 The Board shall be entitled to demand and collect additional contributions from Ordinary Members if the need arises provided that a two-thirds majority of Ordinary Members present in person or by proxy at a General Meeting has approved the levying of the same. No additional contributions shall be payable by Honorary Members.

13.2 The Board shall be entitled to demand and collect such additional amounts as it sees fit from Members and Registered Associates attending General Meetings and all persons attending business and social functions to cover the logistical costs of such General Meetings and functions (including the costs of any food and beverages), as decided by the Board on a case by case basis.

13.3 Contributions for children of Members and of Registered Associates attending social functions and other events of the Group Chamber shall be set by the Board on a case-by-case basis and shall, where practicable, be lower than the contributions for adults attending such functions.

13.4 Contributions for non-Members attending social functions and other events of the Group Chamber shall be set by the Board on a case-by-case basis and shall, where practicable, be higher than contributions for Members attending such functions.

13.5 Additional contributions shall be paid by Members in the same manner as for subscriptions as set out in ARTICLE ~~12.5~~12.6 above or, if decided by the Board on a case by case basis, in cash.

ARTICLE 14. BOARD

14.1 The activities of the Group Chamber shall be managed by the Board, which shall exercise all such powers and perform all such acts and things as may be exercised or performed by the Chamber unless such acts and things are required under this Constitution and Rules to be exercised or performed by the Members at a General Meeting. The Board shall be elected from among the Ordinary Members which have joined the Group Chamber at the Annual General Meeting, ~~and shall consist of such number of persons of good standing who are either Corporate Members or Individual Members as the Board may decide from time to time~~ up to a maximum of fourteen (14). The Board shall consist of at least three (3) persons and maximum eleven (11) persons from each Chapter resident in Vietnam who are of good standing who are either directors/legal representatives, partners or full-time employees of Corporate Members or Individual Members, provided that, in respect of any Corporate Member, only one director/legal representative, partner or full-time employee may be on the Board at any time.

14.2 ~~Members~~Persons who are eligible for election as Board Members must, by way of a nomination form prescribed by the Board, be proposed by one Ordinary Member and seconded by another Ordinary ~~Members~~Member and must consent in

writing to such nomination. No person may propose or second themselves or, in the case of Corporate Members, propose or second any of its directors/legal representatives, partners or full-time employees, save that the Corporate Representative of a Corporate Member must approve in writing the nomination of any of its directors/legal representatives, partners or full-time employees. Completed nomination forms shall be delivered to the Secretariat not less than twenty-eight (28) days before the Annual General Meeting at which the election shall occur. Election of Board Members shall take place ~~by secret ballot of Ordinary Members present in person or by proxy~~ in accordance with ARTICLE 7.6, with the results announced at the Annual General Meeting, ~~each of whom shall vote in accordance with the voting procedures laid down by the Board~~ and for all purposes the election of Board Members shall be deemed to have occurred at the Annual General Meeting. In the event of equality of votes between two (2) or more nominees, election of the Board Member(s) shall be determined via a random draw of nominees so tied, conducted by the chair of the Annual General Meeting.

14.3 The Board shall elect and dismiss, by majority vote, the Chairperson and not more than two (2) Vice Chairpersons from among the Board Members, provided that the Chairperson and the Vice Chairpersons shall not all be, or represent, Members in the same Chapter. The Chairperson shall serve as the chairperson of all General Meetings of Members of the ~~Group Chamber~~ and meetings of the Board. The Chairperson and Vice Chairpersons shall serve for a term of up to ~~two~~ three (3) consecutive years or such longer period as may be required if the next General Meeting falls outside of the ~~two~~ three (3) year period. In the absence of the Chairperson, a Vice Chairperson shall act in his/her stead and shall have the same powers as the Chairperson. In the absence of the Chairperson and the Vice Chairperson, the Board Members shall appoint one of their number to act as Chairperson for the purposes of that meeting only and the Board Member so appointed shall have the same powers as the Chairperson. The Chairperson shall (unless the Board resolves otherwise) be the nominated representative of the Chamber for the purposes of Vietnamese law.

14.4 The Board shall elect and dismiss, by majority vote, one of the Board Members to be the treasurer (“Treasurer”) and may elect and dismiss, by majority vote, one of the Board Members to be the secretary (“Secretary”). The Treasurer shall manage the financial affairs of the ~~Group Chamber~~ in accordance with the resolution of the Board and the Secretary (if any) shall manage the administration of the ~~Group Chamber~~ with the assistance of the Executive Director (if any) and shall be responsible to ensure that full and correct minutes of all proceedings of the Board and of the General Meetings are made and kept.

14.5 The Board shall regulate its own proceedings as it sees fit in accordance with the provisions of this Constitution and these Rules. Meetings of the Board shall be called by the Chairperson or a Vice Chairperson serving prior written notice on all Board Members. The Board must meet at least four (4) times a year. If the Chairperson or Vice Chairperson fails to call sufficient meetings of the Board, then any three of the other Board Members shall be entitled to do so. The Board may invite, at its discretion, any Members or other persons to attend meetings of the Board on a regular or a case-by-case basis, as decided by the Board. The Executive Director

or his/her nominee shall be entitled to attend all meetings of the Board. Written minutes of each meeting of the Board shall be adopted at the meeting of the Board immediately following.

14.6 The quorum for all meetings of each Board meeting shall consist of not less than three (3) Board Members or one-third (1/3) of the Board Members, whichever is higher. The Board Members present shall have one vote and resolutions shall be passed by majority vote. In the event of equality of votes at meetings of the Board, the chair of the meeting shall not have a casting vote.

14.7 The Board shall be entitled to appoint sub-committees, [advisory committees and working groups](#) from among all categories of Members and non-Members for the purpose of taking action on any matters. All sub-committees, [advisory committees and working groups](#) shall report to and be under the supervision of the Board and each such sub-committee, [advisory committee and working group](#) shall, unless otherwise agreed by a majority vote of the Board, include not less than one Board Member. All sub-committees, [advisory committees and working groups](#) shall regulate their meetings as they see fit but must send written minutes of each ~~sub-committee~~ meeting to the Executive Director as soon as possible after each ~~sub-committee~~ meeting.

14.8 Board Members shall not receive any remuneration for their services but may, following approval of the Board, be reimbursed reasonable out-of-pocket expenses incurred by them in connection with the performance of their duties.

14.9 [Without prejudice to the generality of ARTICLE 14.1](#), the Board shall be entitled, in line with the Constitution [and Rules](#), to:

- (a) have general supervision and control over the day-to-day affairs and running of the ~~Group~~[Chamber](#);
- (b) recommend the joining contributions and annual subscriptions for Members and registration contributions of Registered Associates;
- (c) decide on the use of the funds;
- (d) decide on the fees to be levied in respect of the services provided by the Business Centre;
- (e) expel Members in accordance with ARTICLE 9 hereof;
- (f) appoint, dismiss and reappoint the auditors to the ~~Group~~[Chamber](#);
- (g) authorise contractual commitments of, and purchases of property by, the ~~Group~~[Chamber](#) which do not entail payment of more money during any year than the funds currently available to the ~~Group~~[Chamber](#) and to sell, assign, terminate or transfer the same;
- (h) obtain and terminate the services of such staff for the ~~Group~~[Chamber](#), including a suitably qualified person(s) to administer the day-to-day management of the ~~Group~~[Chamber](#) ("the Executive Director"), as the Board

deems necessary or expedient to perform such functions and duties as may be determined by the Board and, if permitted under the laws of Vietnam, employ and dismiss employees of the Group Chamber (including the Executive Director), and set and pay salaries for such employees;

- (i) procure the use of offices, if permitted under the laws of Vietnam, lease such premises for the Group Chamber;
- (j) take all other measures as, in the reasonable opinion of the Board, are necessary or desirable for the management of the Group Chamber.

ARTICLE 15. TERM OF OFFICE OF BOARD MEMBERS

15.1 Subject to ARTICLE 15.2 below, each Board Member elected or appointed shall serve until the next Annual General Meeting.

15.2 Board Members may resign from office at any time by sending a written notice to the Board; and /or may be removed from office by a resolution of the Board at any time (a) if they ~~cease, or, as the case may be, their relevant Corporate Member ceases~~ to be a Member; (b) if they become of unsound mind as determined by the Board; (c) if they are absent from at least three (3) consecutive meetings of the Board without good reason and the Board so resolves; ~~or~~ (d) if they are no longer resident in Vietnam; or (e) pursuant to a resolution of a two-thirds' (2/3) majority vote of the Members present in person or by proxy at an Extraordinary General Meeting.

15.3 In the event of the resignation or removal of any Board Member or if other vacancies occur in the Board before the expiration of the normal tenure of office for any reason, then the Board ~~shall~~ may, in any manner it so determines, elect another ~~Member~~ eligible person to fill the vacancy and such Board Member shall remain in office until the next Annual General Meeting.

ARTICLE 16. GENERAL MEETINGS

16.1 A General Meeting shall be either an Annual Meeting or an Extraordinary General Meeting.

16.2 The Annual General Meeting shall be held on the date decided by the Board in each year to consider the annual report of the affairs and activities of the Group Chamber; to consider and approve the ~~balance sheet~~ financial statements of the previous year; to set annual subscriptions and any other contributions (except for the joining contribution which shall be determined by the Board) for the following year; and to conduct any other business.

16.3 The Board shall send written notice stating the date, time, place and agenda for the Annual General Meeting by post, facsimile, e-mail or messenger delivery to all Members of the Group Chamber at least fourteen (14) days prior to the date of the Annual General Meeting. The notice shall be accompanied by the instructions for e-voting in respect of Board Members together with draft financial statements of the

previous year, together with any other necessary supporting documents for the Annual General Meeting.

16.4 The Board may at any time, or shall forthwith at the written request of over one quarter (1/4) of the Ordinary Members, call Extraordinary General Meetings by sending written notice stating the date, time, place and agenda for the Extraordinary General Meeting by post, facsimile, email or messenger delivery to all Members at least seven (7) days prior to the date of the Extraordinary General Meeting, together with any other necessary supporting documents for the Extraordinary General Meeting.

16.5 Matters not included on the agenda for any General Meeting may be put to the General Meeting for resolution and duly passed by the requisite majority provided that the inclusion of such matters at the General Meeting will not be materially detrimental to any Member of the Group Chamber.

16.6 A quorum shall be required for all General Meetings at which resolutions of the Members are passed. The quorum for General Meetings shall consist of not less than one quarter (1/4) of the Ordinary Members of the Group Chamber present in person or by proxy. If a quorum is not present within thirty (30) minutes of the scheduled start of the General Meeting, the meeting shall be postponed and shall be held at the same time and place seven (7) days later. Further notification to the Members shall not be required unless the time or place of the subsequent meeting needs to be changed. A quorum shall be deemed to exist at this subsequent meeting irrespective of the number of Members present.

16.7 Votes at General Meetings shall be cast by Ordinary Members of the Group Chamber, present in person or by proxy, as set out in ARTICLES 7.1 ~~and~~, 7.2 and 7.3, and voting may take the form ~~electronic ballot of e-voting~~ or such other form as is approved by the Board.

16.8 Resolutions at General Meetings to amend the Constitution and Rules of the Group Chamber shall be passed by a three quarters (3/4) majority vote of the Ordinary Members of the Group Chamber present in person or by proxy at the Annual General Meeting or at an Extraordinary General Meeting called for such purpose; all other resolutions shall be passed by a simple majority vote of the Ordinary Members present in person or by proxy. In the event of equality of votes at General Meetings, the chair of the General Meeting shall have a casting vote.

ARTICLE 17. THE SECRETARIAT

17.1 The day-to-day operational matters of the Chamber shall be undertaken by the Secretariat, which shall be headed by the Executive Director and, if the Board so determines, any number of deputies. The Board may appoint any person to such positions.

17.2 The Board may appoint any person as the accountant of the Chamber. To the extent the accountant of the Chamber is, for whatever reason, not an employee of the Chamber, the Executive Director (or, if the Board so determines, any deputy

Executive Director) shall be responsible for assisting the Treasurer and the Board in liaising with such person.

17.3 The Board may delegate some or all of its management duties to the Executive Director and other members of the Secretariat, as it sees fit.

ARTICLE 18. ~~ARTICLE 17.~~ PROPERTY OF THE GROUP CHAMBER

~~17.1 Except as set out at Article 17.2 below, all property of the Group shall be vested in the Treasurer from time to time as trustee.~~

18.1 ~~17.2~~ Each Chapter shall open such bank accounts as the Board sees fit ("the Bank Accounts"). All Bank Accounts shall be opened in the joint names of the name of the Chamber or the Chapter and the signatories to the Bank Accounts shall be the Treasurer and one other Board Member, ~~who shall hold the funds as trustees for the Group and no withdrawal from a Bank Account may be made unless such withdrawal is made in accordance with the Constitution and the Rules.~~

18.2 ~~17.3~~ The Treasurer shall deal with the property of the Group Chamber as the Board shall from time to time direct in accordance with the Constitution and Rules. Forthwith upon termination of the term of office of the Treasurer and any other Board Member(s) who is a Bank Account signatory, he or she shall sign all papers and take all action necessary to change bank mandates and to transfer the property of the Group Chamber to the new Treasurer and Board Member signatory.

ARTICLE 19. ~~ARTICLE 18.~~ BOARD MEMBERS CONFLICTS OF INTEREST

19.1 ~~18.1~~ The Board may, in accordance with the requirements set out below authorise any matter proposed to them by any Board Member which would, if not authorised, involve a Board Member breaching his/her duty to avoid Conflicts.

19.2 ~~18.2~~ Any authorisation will be effective only if:-

- (a) the matter in question shall have been proposed by any Board Member for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of this Constitution or in such other manner as the Board may determine;
- (b) any requirement as to the quorum of the meeting of Board at which the matter is considered is met without counting as present the Board Member in question; and
- (c) the matter was agreed to without his/her voting or would have been agreed to if his/her vote had not been counted.

19.3 ~~18.3~~ Any authorisation of a Conflict under ~~these Articles~~ this Constitution and Rules may (whether at the time of giving the authorisation or subsequently);

- (a) extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;
- (b) be subject to such term and for such direction or impose such limits or conditions as the Board may determine; and
- (c) be terminated or varied by other Board Members at any time;

PROVIDED that this will not affect anything done by the Board Member prior to such termination or variation in accordance with the terms of the authorisation.

19.4 ~~18.4~~ In authorising a Conflict the Board may decide (whether at the time of giving the authorisation or subsequently) that if a Board Member has obtained any information through his/her involvement with the Conflict otherwise than as a Board Member and in respect of which he or she owes a duty of confidentiality to another person the Board Member is under no obligation to:-

- (a) disclose such information to the Board or to any Board Member or other officer or employee of the ~~Group~~Chamber; or
- (b) use or apply any such information in performing his/her duties as a Board Member;

~~(e)~~ where to do so would amount to a breach of that confidence.

19.5 ~~18.5~~ Where the Board authorises a Conflict ~~they~~it may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Board Member:-

- (a) is excluded from discussions (whether at meetings of Board Members or otherwise) related to the Conflict;
- (b) is not given any documents or other information relating to the Conflict; and/or
- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Board Members in relation to any resolution relating to the Conflict.

19.6 ~~18.6~~ If the Board authorises a Conflict, the Board Member will be obliged to conduct himself or herself in accordance with the terms imposed by the Board in relation to the Conflict~~;~~.

19.7 ~~18.7~~ A Board Member is not required, by reason of being a Board Member (or because of the fiduciary relationship established by reason of being a Board Member) to account to the ~~Group~~Chamber for any remuneration, profit or other benefit which he or she derives from or in connection with the relationship involving a Conflict which has been authorised by the Board or by the ~~Group~~Chamber in any General

Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

ARTICLE 20. ~~ARTICLE 19.~~ INDEMNIFICATION OF ~~COMMITTEE~~BOARD MEMBERS

~~The~~Each Board ~~Members~~Member shall be indemnified and held harmless by the ~~Group~~Chamber against all losses, liabilities and expenses threatened, incurred or suffered by him/her in connection with his/her term of office as a Board Member (whether during or after such term of office) provided that such Board Member in all events has acted honestly and in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the ~~Group~~Chamber.

ARTICLE 21. ~~ARTICLE 20.~~ DISSOLUTION OF THE GROUPCHAMBER

21.1 ~~20.1~~ Except for dissolution in accordance with Vietnamese law, dissolution of the ~~Group~~Chamber can be effected only by a resolution passed by a three-quarters (3/4) majority vote of the Ordinary Members of the ~~Group~~Chamber present in person or by proxy at the Annual General Meeting or at an Extraordinary General Meeting called for such purpose.

21.2 ~~20.2~~ Any property or assets remaining after dissolution of the ~~Group~~Chamber shall be transferred to one or more public charities approved by resolution passed by a two-thirds majority vote of the Members.

ARTICLE 22. ~~ARTICLE 21.~~ GOVERNING LAW AND DISPUTES

22.1 ~~21.1~~ This Constitution and Rules shall be governed by English law. In the event of conflict between the provisions contained herein and the laws of Vietnam, the laws of Vietnam shall prevail.

22.2 ~~21.2~~ Any disputes amongst Members of the ~~Group~~Chamber in relation to this Constitution and Rules which cannot be resolved amicably ~~shall be~~within thirty (30) days of a Member informing another Member in writing that such a dispute has arisen shall be finally settled by majority vote of the Board.

~~21.3 Any disputes between the Group and third parties (other than Members) which cannot be resolved amicably shall be settled by the Vietnam International Arbitration Centre in accordance with its rules.~~

22.3 Any disputes between the Chamber and any of its Members which cannot be resolved amicably within thirty (30) days of either the Board or any Member informing the other in writing that such a dispute has arisen shall be finally settled by the Vietnam International Arbitration Centre in accordance with its rules. The venue and seat of the arbitration shall be Ho Chi Minh City, Vietnam. There shall be three (3) arbitrators. The claimant(s), irrespective of number, shall nominate jointly one arbitrator; the respondent(s), irrespective of number, shall nominate jointly one arbitrator; and those two appointed arbitrators shall appoint one arbitrator, who shall

be the chair. The language of the arbitration shall be English. This ARTICLE 22.3 shall be governed by Vietnamese law.

The Constitution was adopted by the first Members on the 24th day of November 1995 and first amended by the Members at the Annual General Meeting of the Group Chamber held on the 29th day of November 1996; second amended by the Members at the Annual General Meeting of the Ho Chi Minh City Chapter held on the 26th day of November 1997 and at the Annual General Meeting of the Hanoi Chapter held on the 24th day of November 1997; and third amended by the Members at the Extraordinary General Meeting of the Ho Chi Minh City Chapter held on the 15th day of June 1998; and fourth amended by the Members at the Annual General Meeting of the Group Chamber held on the 4 December 2003; and fifth amended by the Members at the Annual General Meeting of the Group Chamber held on the 19th of November 2004; and sixth amended by the Members at the Extraordinary General Meeting of the Ho Chi Minh City Chapter held on the 25 May 2006; and seventh amended by the Members at the Annual General Meeting of the Group Chamber held on 15 November 2013; eighth amended by the Members at the Annual General Meeting of the Group Chamber held on 28 November 2014, ninth amended by the Members at a General Meeting of the Group Chamber held on 23 November 2015, tenth amended by the Members at a General Meeting of the Group Chamber held on 30 May 2017, eleventh amended by the Members at the Annual General Meeting of the Group Chamber held on 29 May 2018, ~~and~~ twelfth amended by the Members at the Annual General Meeting of the Group Chamber held on 2 June 2020 and thirteenth amended by the Members at the Extraordinary General Meeting of the Chamber held on 28 March 2024.

SIGNED BY

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