**BRITCHAM CONSTITUTION AND RULES AMENDMENTS**

**EXPLANATORY NOTES**

1. The table below sets out the rationale for certain amendments to various provisions in the current BritCham Constitution and Rules, as set out in the version circulated to Members.
2. The revised BritCham Constitution and Rules has been prepared on the basis of a review exercise conducted by Board Members and the Executive Director.
3. Most of the amendments are tidy up changes to fix inaccuracies or inconsistencies (e.g. BritCham not BBGV etc).
4. In addition to the proposed amendments, the revised BritCham Constitution and Rules will be uploaded to the BritCham website.

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| **#** | **Article** | **Change** | **Rationale** |
|  | Definition of “Business Centre” | This definition refers to any Business Centre that the Chamber may establish. | The role of the Business Centre has changed since the new funding model was adopted and this gives the Chamber more flexibility to adopt a new Business Centre in the future. |
|  | Article 2.1 (Name and Form of Chamber) | To refer to the Chamber’s abbreviated name. | For clarity. |
|  | Article 3.2 (Addresses) | To be more specific about the head office and main office. | For clarity. |
|  | Article 4 (Objects) | To reflect the current BritCham mission statement. | For alignment with external marketing and strategy. |
|  | Article 5.1 (Membership) | 1. To add SME Ordinary Members, SME Associate Members and UK Alumni Members. 2. To remove the requirement for Non-Resident Individual Members to frequently visit Vietnam. 3. To allow only non-commercial organisations (rather than companies) and individuals to be Honorary Members. | 1. To reflect the current membership categories being offered by the Chamber. 2. This requirement is too vague and unfair for those non-residents who do not live close to Vietnam. 3. The Chamber expects commercial organisations to be paying members. |
|  | Article 5.2 (Membership) | Inclusion of the rights and obligations of Corporate Representatives, being the individual who represents Corporate Members. | To align with current practice of the Chamber. |
|  | Article 6 (Application and Election for Membership) | Various amendments relating to the process of electing new members. | To align with current practice of the Chamber. |
|  | Article 7 (Voting Rights) | 1. SME Ordinary Members have one vote at General Meetings. 2. To give the Board clearer authority in relation to the use of proxies. 3. To allow for Members to vote electronically for the new Board prior to the relevant AGM. | 1. To align with the usual right for Ordinary Members that are not Ordinary Corporate Members. 2. To allow for a smoother administrative process in relation to General Meetings and to minimise disputes. 3. To adopt a more efficient process for the election of Board Members. |
|  | Article 12 (Joining Contributions, Membership Subscriptions and Registration Contributions) | Various amendments to the process of the payment of subs. | To align with current practice of the Chamber. |
|  | Article 14 (Board) | 1. Clarifying the division of powers between the Board and the Members. 2. Stipulating that Board Members must be persons resident in Vietnam. 3. Stipulating which individuals can be Board Members in respect of a Corporate Member and ensuring there is not multiple representation in relation to one Corporate Member. 4. Requiring proposed nominees to be proposed and seconded by other Members. 5. Ensuring that the leadership team is not drawn from only one Chapter (i.e. the Chairperson and Vice-Chairpersons are all from Hanoi or HCMC). 6. Permitting the leadership team to continue for 3 consecutive years instead of 2. 7. Clarifying that the Chairperson will ordinarily be the nominated/legal rep for VN law purposes. 8. Giving BCAC and the working groups a constitutional footing. | 1. To align with best practice generally and among other Chambers. 2. To ensure that Board Members are accessible and visible and able to use their on-the-ground knowledge for the benefit of the Chamber. 3. For clarity and to ensure wide representation on the Board. 4. Requires nominees to be supported by 2 “arm’s length” Members rather than proposing themselves and being seconded by only one other Member. 5. To ensure that there is at least one leadership team member in each city. 6. Assuming they are elected at the relevant AGMs, to allow for greater continuity of leadership. 7. To align with current practice of the Chamber. 8. To empower the advisory committees and working groups and ensure Board oversight of their activities. |
|  | Article 15.3 (Term of Office of Board Members) | Giving the Board the right, but not the obligation, to fill a vacancy in the Board. | There may be times when it may not be appropriate to elect a new Board Member (e.g. shortly before an AGM). |
|  | Article 17 (The Secretariat) | Including an Article on the rights and responsibilities of the Executive Director and the Secretariat. | To align with current practice of the Chamber, and with best practice generally and among other Chambers. |
|  | Article 18 (Property of the Chamber) | Simplifying the requirements in relation to BritCham Property. | It is unclear whether the property can be vested in any individual and whether VN law would recognise the concept of a trust. Also, to align with current practice of the Chamber. |
|  | Article 22 (Governing Law and Disputes) | 1. Providing a time limit by which disputes between Members need to be resolved. 2. Removing the requirement for arbitration at VIAC between the Chamber and third parties. 3. Adding a standard arbitration provision at VIAC for disputes between the Members and the Chamber. | 1. For clarity. 2. Not relevant and ineffective anyway as third parties are not bound by the Constitution. The dispute forum will be set out in the relevant contract. 3. For clarity. |