

**THE CANADIAN CHAMBER OF
COMMERCE IN VIETNAM**

CONSTITUTION AND REGULATIONS

As amended, March 2023

CONSTITUTION AND REGULATIONS
of the
Canadian Chamber of Commerce in Vietnam

Article 1: Name and Location

- 1.1 The name of this association shall be “Canadian Chamber of Commerce in Vietnam”, in the English Language, and “La Chambre de commerce Canadienne au Vietnam,” in the French Language, herein referred to as “CanCham”.
- 1.2 CanCham shall be an unincorporated, independent, non-political, non-profit making association.
- 1.3 The head office of CanCham shall be in Ho Chi Minh City. Subject to the laws of Vietnam CanCham may establish offices (each, a “Chapter”) in other cities of Vietnam as the executive board of CanCham (the “Executive Board”) elected by the members of CanCham (each, a “Member”) shall approve upon proposal by at least 10 Corporate Members having each a permanent office in such city. The purpose of a Chapter shall be to represent and further support CanCham’s activities in that city and the province of that city. Such office (i.e. Chapter) shall be referred to as “CanCham (name of the city) Chapter”.

Article 2: Objectives

The objectives of CanCham shall be as follows:

- 2.1 To promote closer relations between Canada and Vietnam.
- 2.2 To facilitate and increase two-way investment, business and trade flows between Canada and Vietnam.
- 2.3 To provide a business forum for increasing the knowledge of developments in Canada and Vietnam.
- 2.4 To facilitate the transmission of information and development of cooperation between members, the local business community, trade missions, and the Vietnamese government.
- 2.5 To provide advice, ideas, and suggestions for Canadian business interests in Vietnam in the fields of trade, industry, investment, and in other related matters
- 2.6 To undertake, sponsor or otherwise give support to humanitarian, charitable and other activities and causes with intended social benefits for the people of Vietnam or for deserving Members.
- 2.7 To undertake and promote activities to achieve the above-stated objectives.

Article 3: Membership

Membership in CanCham shall be divided into the following three (3) categories:

- (a) Corporate Members which may be either:

- (i) Ordinary Corporate Members: Organizations in good standing with at least 20 employees worldwide which have a legal presence in Vietnam in a form permitted by the laws of Vietnam and which:
 - i are Canadian-invested companies, branches or representative offices of Canadian companies; **or**
 - ii are majority-owned subsidiaries of Canadian companies; **or**
 - iii can demonstrate to the satisfaction of the Executive Board that they have substantial ties to Canada; **or**
 - iv have senior management who is Canadian.

Such Member shall have the right to nominate 3 persons, each, a "Company Representative", within their organization allowed to exercise 3 distinct votes ; or

- (ii) Associate Corporate Members: Organizations in good standing with at least 20 employees worldwide which:
 - i are established under the laws of Vietnam but do not otherwise satisfy the conditions to become an ordinary corporate member; **or**
 - ii can demonstrate to the satisfaction of the Executive Committee that they have substantial ties to Canada and Vietnam but do not have a legal presence in Vietnam in a form permitted by the laws of Vietnam.

Such Member shall have the right to nominate 3 persons within their company, who will not have voting rights.

(b) SME Members, which may be either:

- (i) Ordinary SME Members: Organizations meeting the definition set out above at Article 3(a)(i), except having less than 20 employees worldwide. Such Member shall have the right to nominate 2 persons, each, a "Company Representative" within their company allowed to exercise 1 vote;
- (ii) Associate SME Members: Organizations meeting the definition set out above at Article 3(a)(ii), except having less than 20 employees worldwide. Such Member shall have the right to nominate 2 persons within their company, who will not have a voting right.

- (c) Honorary Members: individuals who have brought or will bring honour to CanCham, or who have engaged in activities that enable them to be of assistance to CanCham, and who are invited by unanimous vote of the Executive Board to become honorary Members.

- (i) The Canadian Ambassador to the Socialist Republic of Vietnam and the Canadian Consul General in Ho Chi Minh City shall be honorary Members and patrons of CanCham without voting rights, unless otherwise specified in this Constitution.
- (ii) Individuals who have brought honour to CanCham through their past activities and have demonstrated continued support, assistance and membership and who are chosen by unanimous vote by the Executive Board to become honorary Members and then invited by majority vote by Members at the Annual General Meeting.
- (iii) Each Member may opt to be attached to no more than one Chapter for a given fiscal year and shall enjoy the rights and be subject of the obligations of being a Member attached to such Chapter during that fiscal year.

Article 4: Application for Membership

- 4.1 Every candidate wishing to apply for admission to CanCham shall submit a written application for membership in the form prescribed by the Executive Board to CanCham office, and shall include the following information:

Name, address, telephone, E-mail address (if available) and website (if available) of the applicant. For Corporate and SME Members, a soft copy of their business license or certificate of incorporation or business registry is also required.

- 4.2 Upon receipt, the application shall be submitted to the Executive Board at their next meeting or via Email. Applications may be approved only by a motion of the Executive Board passed by a vote of at least two-thirds (2/3) of the members of the Executive Board.
- 4.3 When the Executive Board has accepted an applicant for membership, the applicant shall be notified promptly.

Article 5: Rights and Duties of Members

- 5.1 Within the scope of the objectives of CanCham, and any law, which has been or will be established by the Government of the Socialist Republic of Vietnam related to the Foreign Business Association, Members shall have the rights and privileges associated with being a Member to receive assistance and advantages connected with trade and economic affairs. Members may request to attend meetings upon specifying the purpose in writing, or be invited by at least two members of the Executive Board.
- 5.2 Members, by virtue of their membership to CanCham, shall be deemed to agree to comply with this Constitution and Regulations laid down by CanCham.
- 5.3 No Member shall, by reason of membership to CanCham be liable for any debt or obligation of CanCham in the absence of any express written promise to accept such liability.

- 5.4 No Member shall act individually on behalf of, or purport to act on behalf of, CanCham to incur or to negotiate with respect to incurring any debt or obligation in the absence of written approval to do so by the Executive Board.
- 5.5 Each Company Representative(s) of an Ordinary Corporate Member, or Ordinary SME Member shall be eligible to serve on the Executive Board after 2 consecutive years of membership by their Ordinary Corporate Member or Ordinary SME Member Employer, or in accordance with Article 8.3 below.
- 5.6 An Executive Board member, in good standing, who moves employment from a member company to a non-member company during the Executive Board term, may remain eligible to serve on the Executive Board provided his or her new company becomes a member within one month of he or she joining the new company.
- 5.7 Honorary Members may be elected for life or for such period as the Executive Board may decide and may be removed from CanCham by majority resolution of the Executive Board. Honorary Members shall have all the rights of Affiliated Members, except that annual fees for Honorary Members are voluntary. Honorary members may serve as ex-officio, non-voting members of the Executive Board if invited by unanimous vote of the standing Executive Board.

Article 6: Termination of Membership

- 6.1 A membership will be automatically terminated upon the occurrence of any one of the following events:
- (a) dissolution or cessation of business, declaration of bankruptcy or insolvency by a court of competent jurisdiction;
 - (b) expulsion from membership under Article 6.2 below; or
 - (c) arrears of payments of subscription for a period longer than three (3) months.
- 6.2 The Executive Board may expel any Member who has conducted himself/herself in an unbecoming manner, or if in the opinion of the Executive Board, allowing the Member to remain as a Member would bring discredit to CanCham. Such expulsion must be approved by a two-thirds (2/3) vote of the membership of the Executive Board. Written absentee votes shall be permitted provided they are submitted to the Chairman or Secretary before the meeting is called to order. A written notice will be provided to the Member in question by the Executive Board at least seven (7) days in advance of such meeting and the Member shall have the right to attend such meeting and to provide an explanation or further information about his or her conduct, prior to the vote being taken.
- 6.3 Any Member who wishes to resign from membership shall notify CanCham office in writing. Every resignation notice shall be deemed to take effect on the date stated in the notice, or if none, on the date the notice is received by the CanCham office.
- 6.4 A Member shall not be entitled to any refund of fees paid to CanCham upon termination or resignation of membership.

Article 7: Membership Subscription

- 7.1 All Members, unless otherwise specified in this Constitution, shall pay membership subscriptions as set by the Executive Board within two months of the beginning of the fiscal year of CanCham, which is deemed to start on the first day of January. Where a Member joins in the course of a fiscal year, its membership shall be valid for 365 days from the date of joining.
- 7.2 The Executive Board shall have the power to authorize the collection of special fees from members, but such a motion must be passed by a two-thirds (2/3) vote of the membership present at an Extraordinary General Meeting called for this purpose and, if such fees are to be mandatory for all Members, by a fifty one (51) percent vote of the total membership at an Extraordinary General Meeting called for the purpose to discuss and approve such special fees.

Article 8: Management Board of CanCham (Executive Board)

- 8.1 The activities and affairs of CanCham shall be managed by the Executive Board, which shall consist of a maximum of nine (9) members (excluding the ex-officio members) of good standing who are Members or representatives of the Members. Members of the Executive Board shall not be entitled to remuneration.
- 8.2 Each Representative(s) of an Ordinary Corporate Member, or Ordinary SME Member shall be eligible to serve on the Executive Board after 2 consecutive years of membership by their Ordinary Corporate Member or Ordinary SME Member Employer.
- 8.3 A Representative of an Ordinary Corporate Member or Ordinary SME Member whom has been a member for less than two years can be eligible to serve on the Executive Board if the Company Representative is proposed and seconded by the majority vote of the standing Executive Board.
- 8.4 Persons who are eligible for election as members of the Executive Board must be proposed and seconded by another Member and must consent in writing to such nomination and such nomination must be submitted no later than fourteen (14) days before the Annual General Meeting. Subject to the term in office detailed at Article 8.6 warranting such election, the Election of members of the Executive Board shall take place at the Annual General Meeting, provided that at least four (4) members of the Executive Board are citizens of Canada and ordinarily resident in Vietnam.
- 8.5 The outgoing Executive Board must ensure that a notification informing Ordinary Corporate and SME Members of the upcoming Executive Board member elections held during the AGM is sent out at least thirty (30) days prior to the Annual General Meeting. That notification must contain the complete process to nominate candidates for the Executive Board
- 8.6 The term of office of a member of the Executive Board shall be governed as follows:

- (a) General members of the Executive Board shall hold their positions for two years and may run for election for an unlimited number of two- year terms through an open and transparent vote at the Annual General Meeting by Members every two years.
- (b) Members of the Executive Board who have been elected to any of the key positions of President, Vice-president, Treasurer and Secretary and have served as such during two consecutive two- year terms, may not run for election for any of such key positions for the next term, but they may nevertheless for such term be re-elected as general members of the Executive Board and after the term, run again for election for any of the above-mentioned key positions.

8.7 The Executive Board shall elect from its members the following officers:

- (a) President (b) Vice-President (c) Treasurer (d) Secretary

The above officers shall be elected by the newly elected Executive Board at its first meeting following the Annual General Meeting.

8.8 Unless they are elected as a regular member of the Executive Board, the immediate past President and a representative designated by the Canadian Consulate General Representative, shall serve as ex-officio, non-voting members of the Executive Board. Each Executive Chapter Secretary and for Chapters with more than 50 corporate Members attached a second representative elected by such Chapter Committee, shall serve as ex-officio voting member of the Executive Board.

8.9 The President must be a person who is a citizen of Canada and ordinarily resident in Vietnam.

8.10 The President shall serve as the Chairman of all Annual and Extraordinary General Meetings of CanCham. In his/her absence, the Chair shall be taken by the Vice President. The President shall sign his/her name together with the Secretary on documents relating to General Meetings and the papers of the Executive Board. The Vice President may also sign together with the Secretary for those meetings chaired by the Vice President. The President and the Treasurer shall sign the Annual Financial Statements of CanCham unless the position of Treasurer is held by the same person in which case they shall be signed by the President and the Secretary, which shall be examined and reported on by an Auditor.

8.11 A quorum for all meetings of the Executive Board shall consist of at least four (4) voting members, including the President or the Vice President. The Executive Board shall meet at least once a month.

8.12 The Executive Board shall regulate its own proceedings as it sees fit in accordance with the provisions of these Statutes. Generally, and without limiting its powers, the Executive Board shall:

- (a) manage and supervise the day-to-day operations of CanCham;

- (b) set overall policy and direct the long-term operations of CanCham;
 - (c) establish such common interest sub-committees and and/or groups under the Executive Board as the Executive Board sees fit; and
 - (d) have such powers as are necessary and undertake all such activities as it, in its sole discretion, considers necessary or desirable to operate CanCham in accordance with this Constitution and Regulations and the Laws of Vietnam.
- 8.13 At Executive Board meetings, all members thereof present shall have one vote each and, unless otherwise provided for herein, resolutions shall be passed by a simple majority vote of voting members present. Members of the Executive Board, who are unable to attend an Executive Board meeting may, where a written resolution is submitted to the Executive Board in advance of such meeting, vote by Proxy and transmitted by hand, or by Email.
- (a) Resolutions passed by a simple majority of the voting members of the Executive Board present at a meeting at which no quorum exists may be ratified by email from voting members of the Executive Board who are absent from such meeting, provided that the total number of members of the Executive Board members who vote in favour of the resolution at the meeting, and subsequently by email, is not less than four (4). Emails requesting ratification must be sent to voting members of the Executive Board within 48 hours of the conclusion of the aforementioned Board Meeting and must be received by the Secretary no longer than seven (7) days after the date of the aforementioned Board meeting
 - (b) Where in the opinion of the President or Vice President, it is not feasible to wait until the next meeting of the Executive Board to vote on a resolution, the vote may be conducted by email, provided that the results of the vote be formally recorded in the minutes of the next Executive Board meeting and, provided that if the resolution is passed, that a hard copy of the emails that voted in favour of the resolution is attached to the aforementioned minutes.
- 8.14 The Secretary shall keep copies of all the records, except financial, of CanCham, and shall cause proper minutes of all Annual General Meetings, Extraordinary General Meetings or Executive Board Meetings to be prepared, reviewed and signed by the President and shall dispatch a copy of the minutes to each Executive Board member. The minutes of each Annual General Meeting shall be approved at the succeeding Annual General Meeting.
- 8.15 The Treasurer shall keep an account of all monetary transactions and shall be responsible for their correctness.
- 8.16 Any member of the Executive Board may at any time resign from the Executive Board by giving notice in writing to the Secretary.
- 8.17 The term of office of a member of the Executive Board shall cease in the following instances:

- (a) at the normal expiration of the member's tenure of office or in the event of resignation in accordance with provisions of Article 8.14; or
 - (b) in the event that a member of the Executive Board ceases to be a Member in good standing of CanCham.
- 8.18 In the event of a vacancy occurring in the Executive Board or a Chapter's Executive Chapter Secretary, before the expiration of the normal tenure of the office, the Executive Board shall be entitled to appoint a Company Representative of a Member to fill the vacancy, provided, however, that the appointed member of the Executive Board shall hold office only for the period remaining of the normal tenure of office of the member of the Executive Board replaced.
- 8.19 An Executive Director and/or an Office Manager may be appointed by the President, with the approval of the Executive Board, to execute the general affairs of CanCham, specifically including such financial duties of the Treasurer described in article 8.13 as may be delegated by the Treasurer, in accordance with the objectives, policies, constitution and regulations of CanCham under the supervision and control of the Executive Board.

Article 9: Management, Operation and Termination of Chapters

- 9.1 All the Members attached to a Chapter shall form such Chapter's committee ("Chapter Committee") that shall meet at least annually. Each Chapter Committee will meet at least once a quarter and minutes its meetings prepared by the secretary of the meeting and submitted to the Executive Board promptly after such meeting. The decisions of the Chapter Committee shall be passed by simple majority of the Members attached to such Chapter that are present or represented via proxy. A representative designated by the Canadian Embassy in Hanoi shall serve as ex-officio, non-voting member of the Chapter Committee of the CanCham (Hanoi) Chapter.
- 9.2 The Chapter Committee to elect either every year a secretary of such Chapter ("Executive Chapter Secretary"). The Executive Chapter Secretary shall conduct such business as is considered necessary by the Chapter Committee under the direction of the Executive Board (including budgets). The Executive Chapter Secretary shall be elected amongst the individuals who are citizen of Canada and ordinarily resident in Vietnam, meet the other eligibility conditions set by the Executive Board from time to time, are nominated for election by at least one Member attached to such Chapter, and have accepted in writing such nomination no later than fourteen (14) days before the annual meeting of the Chapter Committee. The term of office of the Executive Chapter Secretary shall be one year. The Executive Chapter Secretary may be re-elected up to two times in a row. A former Executive Chapter Secretary may run again for election after a year of vacancy from the position.
- 9.3 After ratification by the Executive Board, each Chapter may implement its operational rules approved by such Chapter Committee.

- 9.4 Upon proposal of a Chapter Committee the Executive Chapter Secretary of such Chapter shall submit yearly budgets for approval by the Executive Board. A Chapter may only operate within the budgets approved by the Executive Board.
- 9.5 A Chapter shall be dissolved if (i) a motion is passed by a two-thirds (2/3) majority vote of Members allocated to that Chapter present at an extraordinary meeting called for the purpose of dissolving such Chapter; (ii) a motion is passed by a two-thirds (2/3) majority vote of the voting members of the Executive Board present at a meeting called for the purpose of dissolving such Chapter; or (iii) there are less than 10 corporate Members allocated to such Chapter during a consecutive period of more than 6 months.

Article 10: CANCHAM General Meetings

- 10.1 An Annual General Meeting shall be convened, each year, to approve the minutes of the preceding Annual General Meeting, to consider the annual report of the affairs and activities of CanCham, including the annual financial statements, to elect a new Executive Board when the terms warrant such election, to appoint an Auditor, and to discuss or conduct any other matters notified in writing to the Executive Board at least fourteen (14) days prior to the meeting.
- 10.2 All Members shall be notified of the Annual General meeting by email, post or messenger delivery, not less than fourteen (14) days prior to the date of meeting. The notice shall include date, time, venue, and agenda of the meeting.
- 10.3 At all General meetings, 25% of the Ordinary Corporate and SME Members that have renewed for the upcoming year (with renewal completed at least 14 days prior to the AGM) must be present to constitute a quorum. Proxies held by the Members attending the meetings in the place of other Members shall be counted in determining a quorum. Each Company Representative of an Ordinary Member present in person or by proxy shall be counted in determining whether a quorum exists. If after a period of 30 minutes subsequent to the scheduled time for the meeting there is not a quorum present, then the meeting shall be postponed for seven (7) days thereafter and shall be held at the same time and place. Further notification to the Members shall be required. A quorum shall be deemed to exist at the subsequent meeting irrespective of the number of the Members present.
- 10.4 Members shall have the right to hold and vote the proxy or proxies for up to five other Ordinary Members Proxies must be served to the Secretary before the Meeting is called to order by the Chairman.
- 10.5 Unless otherwise stated herein, resolutions at the General Meetings shall be passed by a simple majority vote of the Ordinary Members present in person or by proxy.
- 10.6 The Executive Board may invite, at its discretion, any other persons to attend General Meetings on a regular of case-by-case basis.
- 10.7 Extraordinary General Meetings shall be called to discuss and vote on specific matters if such meeting is requested by or agreed to by two-thirds (2/3) of the voting members of the Executive Board or by fifty-one (51 %) percent of the

Ordinary Members. Notice of such meeting shall be made in the manner prescribed in article 10.2 above and procedures at the meeting shall be as prescribed in articles 10.3 to 10.6 above, save for a vote on dissolution of CanCham which shall be as provided for the article 14.2b below.

Article 11: Financial Matters

- 11.1 CanCham shall be entitled to receive funds, including fees charged to Members, fees charged for services and events, and any government grants or funding, and shall pay for its operational expenses from such funds.
- 11.2 CanCham shall charge such fees for services provided to Members and non-members as are, in the sole discretion of the Executive Board, necessary to cover the expenses of CanCham and to ensure the continued operation of CanCham, on a non-profit making basis.
- 11.3 CanCham shall open such bank accounts for the receipt and disbursement of funds and the payment of expenses, as the Executive Board sees fit. All bank accounts opened by CanCham shall be opened in the joint names of any two members of the Executive Board, provided that at least one of the signatories shall be either the President, Treasurer or the Secretary of the Executive Board, and who shall hold the funds as trustees for CanCham.
- 11.4 The accounts of CanCham shall begin on 1st January and shall end on the 31st December of each year, except in the first year of CanCham when the accounts shall begin on the date of adoption of these Statutes and shall end on the 31st of December of the same year.
- 11.5 Except as otherwise stated herein, all property of CanCham shall be vested in the names of any two members of the Executive Board as trustees for CanCham.
- 11.6 Upon termination of the term of office of any member of the Executive Board with rights or powers as defined in Articles 10.3 and 10.5, the member shall sign all papers and take all action necessary to change bank accounts and mandates and to transfer the property of CanCham to other members of the Executive Board and if such action is not taken within three (3) days after termination of the term of office of any member of the Executive Board, the Executive Board shall appoint another member of the Executive Board to sign all such papers on his/her behalf.

Article 12: Auditor

One or more qualified persons not members of the Executive Board shall be elected as Auditors at each Annual General Meeting. They shall be required to audit the annual Financial Statements of CanCham including CanCham's accounts for any period as required by the Executive Board.

Article 13: Alteration of Constitution and Regulations

The Constitution of CanCham may be altered only by an adopted resolution at an Annual General Meeting or at an Extraordinary General Meeting.

Article 14: Establishment and Dissolution of the Canada-Vietnam Business Association/ Canadian Chamber of Commerce in Vietnam

- 14.1 The Canada-Vietnam Business Association (predecessor name of CanCham) was established on March 6, 2000.
- 14.2 CanCham shall be dissolved if:
- (a) the decision of the Government of Vietnam authorizing the establishment of CanCham is revoked; or
 - (b) a motion is passed by a two-thirds (2/3) majority vote of Ordinary Members present at an extraordinary General Meeting called for the purpose of dissolving CanCham.
- 14.3 In the event of dissolution of CanCham, any property or assets of CanCham which remain after such dissolution shall be transferred at no cost to a non-profit charitable organization determined by the Executive Board for such purpose.

Article 15: Disputes

- 15.1 Any disputes relating to CanCham between Members, or among CanCham, Members and/or the members of the Executive Board, which cannot be resolved amicably, shall be settled by majority vote of the Executive Board.
- 15.2 The Executive Board shall attempt to resolve amicably any disputes between CanCham and third parties (other than Members) and, if amicable resolution of a dispute is not possible, then shall settle such disputes before the Vietnam International Arbitration Center in accordance with its rules, and the Executive Board shall attempt to ensure that all document signed on behalf of CanCham contain a dispute resolution clause accordingly.

These Statutes were adopted on 22 December 1999 and amended 21 March, 2007; 25 March, 2010; 30 March, 2011; 29 March, 2012; 27 March, 2014; 27 March, 2017; 19 March, 2018; 31 March, 2020 and [**] March 2023.

This Charter was adopted in March 2023.

Approved by:

Michel Clement Hebert, President

David Paillé, Board Member

Ismael Pili, Vice President

Elizabeth Nguyen, Board Member

Sarah Sheila Galeski, Secretary

Nguyễn Thị Hà Hạnh, Board Member

Matthew Jordan Mohr, Treasurer

Winnie Wing Yee Lam, Board Member

HCMDMS#218652