

Vietnam Foods and Beverages Working Group

Working Rules

The partners of Vietnam Foods and Beverages Working Group (VFBG), have voluntarily organized ourselves under the direction of VCCI and Amcham to work with key stakeholders to support development and integration of Vietnamese F&B industry.

1. Name

The name of Organization shall be the Vietnam Foods & Beverages Working Group, a group under the partnership between VCCI and Amcham.

2. Purposes

The purpose for which said Organization is formed are:

1. To facilitate dialogue with the Vietnam Government and any of its agencies, international organizations and non-governmental organizations based in Vietnam, and the general public, on matters where the interests of the Industry are directly concerned, provided that the members of the Working Group shall not enter into any discussion, activity or conduct that may infringe, on its part or on the part of its members on monopoly or antitrust.
2. To promote science-based F&B standards; develop and support policies and practices on sound and safe F&B in Vietnam;
3. To represent the consolidated knowledge, experience, expertise and opinions of the Food & Beverage (F&B) industry in Vietnam.
4. To accumulate and disseminate trustworthy information on F&B, nutrition and develop understanding on matters relating to the Industry;
5. To support Authorities in promoting Simplicity in Administrative procedure.

3. Membership

- 3.1. Qualification for Membership – to be eligible for membership applicants should be an entity of manufacturer, trader, input supplier, exporter etc. engaging in the F&B value chain, be a good of standing and be acceptable to the membership base on such qualifications and criteria as the members may determine and specify in writing from time to time. For avoidance of doubt, VFBG only have one type of membership and all members are equal in rights and responsibilities to participate in all activities of the Group.

- 3.2. The VFBG will be managed by one Chairman, two Vice Chairmen and one Secretary voted by VFBG itself. For the first year, the Chairman and one Vice Chairman will be nominated by VCCI, one Vice Chairman will be nominated by Amcham, the Secretary will be nominated by VCCI, all for the term of 1 year. After one year, all these positions will be voted by VFBG itself for the term of 2 years.
- 3.3. VFBG has 1 Secretariat and 2 functional sub-committees: (i) Regulatory and Advocacy; (ii) Public Relations and may set up, from time to time, the common interest subcommittees for supplier, manufacturer, exporter and the like.
- 3.4. New Member: Member of either VCCI or Amcham can be accepted at any time to be member of VFBG.
- 3.5. Observer: Upon the invitation of an existing member, an entity can join to a VFBG's meeting or any other activity as an observer. The observer can join the discussion of the VFBG but is not entitled to any voting or electing to any position of VFBG. After 6 months of observation, the member who invited the observer, may either introduce observer as a new member or terminate the invitation.
- 3.6. Right of Members – A member shall have the following rights:
 - a) To participate in the deliberation and meetings of the VFBG and exercise the right to vote at all matters relating to affairs of the VFBG, provided that such member shall have a direct connection with the affair in voting;
 - b) To be eligible to any elective/appointive position in the Working Group.
- 3.7. Termination of Membership – any member may be expelled from the Working Group upon a unanimous vote of all the members of the Working Group, for any of the following grounds:
 - a) Non-payment of annual dues or other assessments.
 - b) Absence from regular and special meetings for four (4) consecutive meetings;
 - c) Cessation of business/operation;
 - d) Any action of member, including serious violations of the Regulation of the Working Group deemed detrimental to the Working Group, which has not been rectified by the Company/delegate.

Any member expelled in the manner and in the form hereinabove provided shall not be entitled to a refund of any of the fees or dues previously paid to the Working Group.

- 3.8. Resignation of a member – any member may resign from the Working Group by delivering a written resignation to the Chairman/Vice Chairman of the Working Group. The Chairman/Vice Chairman shall inform the members on this news. A review process shall take place to decide on appropriate course of actions in relation to the member's resignation, as agreed by the majority of the members. Dues paid in advance to the Working Group shall not be refundable.
- 3.9. Resignation of Chairman/Vice Chairman/Secretary: An written notice shall be delivered to remaining Chairman/Vice Chairman/Secretary at least 2 months in advance and the entity of the former shall nominate the successor. In case the entity of the former fails to do so, VFGB shall convene an extraordinary General Meeting to elect a new member for replacement.
- 3.10. A resigned or expelled member may rejoin the group upon the unanimous approval of all remaining members, and only after serving a 3 months probation, expect, when the reason for expulsion is cessation of business, in which case, the expelled member can rejoin the group upon reacquiring legitimate business status and payment of Working Group dues.

A member on probation following the above will not be entitled to vote.

4. Meetings.

- 4.1 Regular meetings – the members shall meet face to face not less than four (4) times per year to progress the activities of Working Group, in the member's office on a rotating basis, or other suitable venues as may be designated.

Regular meeting dates are set aside in advance and meeting papers are to be distributed at least one week prior to the meeting.

Members will decide who will be their delegate. Where an official representative is unable to attend a meeting an alternative delegate should attend where possible. It is the responsibility of the members to ensure that their delegates are fully briefed and able to vote on behalf of their company.

- 4.2 Extraordinary meeting: In case of any critical issue occurs between regular meetings, either Chairman/Vice Chairman/Secretary may request to convene an extraordinary meeting, provided that such meeting is subject to the agreement of both personnel from VCCI and Amcham.
- 4.3 Voting rights – when formal motions are passed or voting take places, each member company will have one vote for motion.

Decisions (other than the appointment or termination of member which require unanimity) are passed by majority vote of the all the member of the Working Group.

- 4.4 Meeting minutes – all decisions will be documented in the meeting minutes or attachments there through and will come effective upon approval of the meeting minutes at the following meeting.
- 4.5 Annual General Meeting – In addition to regular meetings, there will be an annual general meeting to be held immediately following the Annual General Meeting of the VCCI. The Working Group's financial year shall follow VCCI's financial year, which is from 1st January until 31st December.

The purpose of AGM is to:

- a) Receive an annual report from the Chairman
- b) Receive and approve the annual financial report
- c) Elect the positions: Chairman, Vice Chairman, Secretary if there is any change for these positions
- d) Decide on annual fees.

5. Fund

5.1. The Funds of the Working Group shall be derived from an admission fees, annual dues and special assessments of members, gifts, or donation/sponsorship of organizations. For initial year, the members agreed to contribute a minimum seed fund equivalent to Twenty million Vietnam Dong (VND 20,000,000) per Company and Five million Vietnam Dong (VND 5.000,000) per SME Company.

5.2. The fund will be firstly used for the operation of the Secretariat set forth hereunder. All payments from the fund shall subject to the approval of two representatives, one from VCCI and one from Amcham.

6. Secretariat

VFBG is assisted by a Secretariat based in VCCI Office in Hanoi and lead by the Secretary.

The Secretariat's SOW is as followings:

- To manage the day-to-day works of the Working Group between quarterly meeting
- To facilitate and coordinate the joint activities of VCCI/Amcham and other joint projects;
- To supervise and report the implementation joint projects from time to time to the Chairman, Vice Chairmen and Secretary;
- To review existing functions and proactively recruit new members;
- To run micro site of VFBG to enhance information sharing;
- To organize meetings of VFBG.

The Secretariat will open its own bank account to enable its operation, which will be audited annually in line with Viet Nam's current regulations.

7.General: This working rules can be reviewed, from time to time, and be revised, subject to the unanimous agreement of all Chairman, Vice Chairmen and Secretary.