

**CHARTER**  
**OF**  
**THE AMERICAN CHAMBER OF COMMERCE IN VIETNAM**

**THIS CHARTER** of **THE AMERICAN CHAMBER OF COMMERCE IN VIETNAM** (the “**Chamber**”), a foreign business association incorporated under the laws of Vietnam, has been duly adopted, setting out the binding provisions and principles for the establishment, operation, and management of the Chamber.

**THIS CHARTER** of **THE AMERICAN CHAMBER OF COMMERCE IN VIETNAM** replaces the previous Charter of The American Chamber of Commerce in Vietnam originally adopted on July 31, 1998, in Hanoi and Ho Chi Minh City, Vietnam, and occasionally amended thereafter, which has been repealed and is considered void and without effect.

# Article I

## Establishment of the Chamber

### 1. Name

English name: "The American Chamber of Commerce in Vietnam".

Vietnamese name: "Hiệp Hội Thương Mại Mỹ Tại Việt Nam".

### 2. Establishment

The American Chamber of Commerce in Vietnam was established pursuant to the License for the Establishment of Foreign Business Association in Vietnam No. 02/GP-HHDN/HCM initially issued by the People's Committee of Ho Chi Minh City on September 19<sup>th</sup>, 1998 (as amended from time to time).

### 3. Domicile

Unless otherwise required by Vietnamese law, the Chamber shall maintain its national office in Ho Chi Minh City, Socialist Republic of Vietnam. The Chamber may establish any number of offices in other cities and provinces of Vietnam as the National Board of Governors shall approve in accordance with the laws of Vietnam and this Charter, at such addresses as the National Board of Governors sees fit from time to time. If decided by the National Board of Governors, the Chamber may share office premises with third parties.

### 4. Legal Representative

The legal representative of the Chamber shall be the Chairperson of its National Board of Governors as defined herein. The legal representative may authorize another person to act on his or her behalf, but the authorized person shall not present him/herself as, nor be construed as, the legal representative of the Chamber.

### 5. Objectives

The Chamber is an independent, non-governmental, non-political, non-partisan association of American and other permitted businesses that exists to serve the interests of all its members, regardless of Chapter, industry, or personal preferences. The objectives of the Chamber are

- to promote trade and investment between Vietnam and the United States and to serve as the voice of American business in Vietnam;
- to provide a forum in which American businesses in Vietnam can identify and discuss common interests regarding their commercial interests in Vietnam;
- to work with organizations in Vietnam on matters of mutual interest;
- to maintain relations with chambers of commerce in the United States and other chambers of commerce or commercial organizations in Vietnam and internationally; and
- to do all other lawful things as may be incidental or conducive to the attainment of the foregoing objectives.

The Chamber's activities shall be conducted in accordance with applicable laws and regulations.

### 6. Non-Profit Status

The Chamber is a non-profit association.

## Article II

### Authorities

#### 1. Authority and Delegation of Powers

The Chamber's ultimate authority rests with its voting General Membership. The will and authority of the General Membership are expressed through votes either at its regular Annual General Meetings, or at Extraordinary General Meetings.

Provided that a General Meeting has been duly convened in accordance with Article VI, all decisions of the voting General Membership, as duly adopted through votes either at its Annual General Meetings or at Extraordinary General Meetings in accordance with Article VI, are binding upon the National Board of Governors, the Boards of Directors, the Chamber's staff, and all the Members.

The National Board of Governors shall establish protocols for Members' voting at General Meetings, which may include both in-person ("physical") and electronic ("virtual") participation.

#### 2. Delegation to the National Board of Governors

The General Membership shall delegate its day-to-day powers to the Chamber's National Board of Governors as contemplated in this Charter. The National Board of Governors shall be elected by the General Membership (except as otherwise contemplated herein) and shall act in the best interest of the Members they represent. The National Board of Governors is subordinated to the General Membership. Through this delegation from the General Membership, the National Board of Governors exercises full authority over all policies and activities of the Chamber nationally and of the Chapters locally.

The National Board of Governors shall set the direction and vision for the Chamber, establishing national policy, and ensuring the Chamber's application of best practice in governance standards for international business associations.

The National Board of Governors shall have all powers, in accordance with this Charter, to manage the affairs of the Chamber, to disburse the funds of the Chamber, to represent the Chamber, and to do all things and actions necessary for the management and operations of the Chamber and its Chapters that are not reserved to the General Meeting.

#### 3. Delegation to Local Chapters' Boards of Directors; Chapters' Rules of Operation

The Chamber's National Board of Governors shall delegate authority to the Boards of Directors of the Chapters to supervise the operations and activities of their respective Chapters and to establish Rules of Operation to govern their respective Chapter's activities locally. The activities and Rules of Operation of the Chapters and their respective Boards of Directors shall comply with this Charter of the Chamber, and with the policies and By-laws established by the National Board of Governors.

The National Board of Governors shall ensure that the respective Rules of Operation of the several Chapters are nearly identical in structure and content, with exceptions made to account for local particularities.

The Rules of Operation of a local Chapter shall be subject to approval by the National Board of Governors.

Individual Chapters may call for a Chapter Members Meeting of their own Chapter Members according to their respective local Rules of Operation but may only call for votes on issues that are particular to that Chapter, and only with the prior approval of the Chamber's National Board of Governors.

#### **4. Amendment of the Charter**

This Charter may only be modified through a vote of the Chamber's nationwide voting General Membership at a General Meeting, by a resolution passed by a simple majority of votes.

A proposal to amend this Charter may only be brought to the General Meeting by (i) resolution of two-thirds (2/3) of the Governors of the National Board of Governors or (ii) a petition endorsed in writing (including via valid e-mail) by at least twenty percent (20%) of the Chamber's nationwide voting General Membership.

The Charter should be updated promptly to reflect any regulatory changes and presented at the next General Meeting for ratification.

#### **5. By-Laws of the National Board of Governors; Rules of Operation of the Chapters**

Only a simple majority of either (i) the voting Members of the Chamber present at the General Meeting or by proxy at a General Meeting, or (ii) the Chamber's National Board of Governors, may make, alter, and repeal the By-laws of the National Board of Governors, provided they do not conflict with this Charter.

The respective Boards of Directors of the Chapters may make, alter, and repeal the Rules of Operation of their own Chapter, provided: (i) such Rules of Operation do not conflict with this Charter, (ii) such Rules of Operation do not conflict with the By-laws and policies of the National Board of Governors, and (iii) such Rules of Operation have been approved by a majority of the National Board of Governors.

#### **6. Dissolution of the Chamber**

The Chamber can be dissolved only by the voting General Membership at a General Meeting, and only upon the recommendation of at least two-thirds (2/3) of the National Board of Governors. Dissolution of the Chamber can be realized only by a resolution passed by at least two-thirds (2/3) of votes cast by an exceptional quorum of at least thirty percent (30%) of voting Members of the Chamber at a General Meeting.

In the event of dissolution of the Chamber, all debts and liabilities legally incurred on its behalf including pre-paid dues shall be fully discharged, and the remaining funds shall be devoted to such local charitable organization(s) as the voting Members shall decide.

Unless otherwise required by the applicable laws or instruction of the relevant authorities, notice of dissolution shall be given within seven (7) days of the dissolution to the Members and relevant authorities and relevant third parties and counterparties.

## Article III

### Membership

#### 1. Application for Membership

Applications for membership shall be submitted to the Board of Directors of the relevant Chapter and shall include, but not be limited to, the name, address, passport number, business activity, business license number (or equivalent) of the candidate, and statement of request to join the Chamber and the General Membership as a Chapter Member of that Chapter. The membership application should also substantiate the applicant's commitment to comply with this Charter, and with rules established by the National Board, the Chapters, and the Committees, and with Ethics and Conflict of Interest policies.

The National Board shall establish data privacy and data protection protocols in compliance with Vietnamese regulatory requirements and with best practice, to protect personal or company data collected by the Chamber.

Applications for new memberships shall be recommended to the National Board of Governors by the Board(s) of Directors of the Chapter(s) to which the prospective member is applying for membership. The acceptability of any applicant for membership, or for renewal or change in classification of membership in the Chamber, shall be determined at the exclusive discretion of the National Board of Governors, upon the recommendation of the local Chapter. An application for membership may be refused without giving reason therefor.

Honorary Members shall not be required to make applications and may be approved exclusively by the National Board of Governors. Honorary members shall sign commitments to comply with this Charter, with rules established by the National Board, the Chapters, and the Committees, and with Ethics and Conflict of Interest policies.

#### 2. Membership in a Local Chapter

Excepting at-large Honorary Members, all Members of the Chamber shall exercise their membership through at least (depending on whether the membership is single-chapter or multi-chapter) one (1) local Chapter of the Chamber with which they maintain their membership, to be declared at the moment of applying for membership in the Chamber.

#### 3. Types of Membership

A list of the Types of Membership permitted by the Chamber shall be determined by the National Board of Governors as part of its By-laws.

#### 4. Good Behavior

No Member of the Chamber shall take any action prejudicial to the reputation and standing of the Chamber, as defined at the exclusive discretion of the National Board of Governors.

The National Board shall establish protocols detailing degrees of sanction for cases of violation of this clause, up to and including suspension or termination of membership.

#### 5. Voting and Proxies

Multi-chapter Members may vote in the Chapter Members Meeting of multiple Chapters. The number of votes a member may cast at the General Meeting and at the level of Chapter(s) shall be determined in function of that member's Type of Membership, as defined in the By-laws of the National Board of Governors. A Member may only vote on matters presented (a) at a General Meeting; and (b) by the Chapter of which it is a Member at a Chapter Members Meeting.

Any member with voting rights may authorize any other voting member to vote on his or her behalf at any meeting of the Chamber or of the Chapter(s) to which the member belongs. Notice of such proxy authorization must be received in writing by the relevant Secretary at, or in advance of, the meeting at least forty-five (45) minutes prior to the opening time at which such proxy is to be voted.

Only Members who are current in their payment of membership dues may vote. Any exceptions granted for special circumstances in this regard shall be approved by the National Board.

#### **6. Membership Dues**

Members shall pay annual membership dues as fixed each year by the National Board of Governors. Where the National Board of Governors fails to adjust dues for any year, the same dues shall be payable as for the preceding year. At the discretion of the National Board of Governors, Honorary Members may be exempted from payment of membership dues.

Instances of non-payment of dues exceeding ninety (90) days shall be brought to the attention of the National Board, which shall consider revocation of the membership in question.

#### **7. Privilege to Hold Office**

Any voting Member who resides in Vietnam may run for a governorship of the National Board of Governors in the Chamber or a directorship of the Board of Directors in one of its local Chapters of which it/he/she has the membership.

Only Members who are current in their payment of membership dues may hold office. Any exceptions granted for special circumstances in this regard shall be approved by the National Board.

#### **8. Termination of Membership**

The membership shall be automatically terminated on the date that a Member dies, resigns, is declared bankrupt or insolvent by a court of competent jurisdiction, is dissolved or ceases to carry on business, ceases to be eligible as a Member, is deleted from the membership list or excluded from the Chamber by decision of the National Board of Governors as contemplated herein, is in arrears of payment of any membership dues to the Chamber as contemplated in point III.6. above or is declared by a court of competent jurisdiction to be legally or mentally incompetent.

To resign his or her or its membership, the Member must give notice in writing or via email to a Governor of the National Board, to the Chapter's Director, or to the CEO, at least seven (7) days prior to the effective date of such resignation.

The National Board of Governors may, at its own discretion, and by a vote of three-fourths (3/4) of the Governors present at the National Board Meeting, cancel memberships for violations of this Charter, By-laws, and other regulations of the National Board of Governors, or of the Rules of Operation of the Chapter to which the Member belongs. For this purpose, a quorum for such National Board Meeting shall consist of at least fifty percent (50%) of the Governors holding office at the National Board of Governors. Any Chapter may make a recommendation to the National Board of Governors for the cancellation of the membership of one of the members of that Chapter. A Chapter may not cancel a membership without the approval of the National Board of Governors.

Prior to voting on the cancellation of a membership, the Member in question may request a meeting with the National Board to respond to their concerns regarding the violation in question.

If a Member is excluded in any case or due to whatsoever reason, the annual membership dues paid will not be refunded.

Each Chapter's Board of Directors may recommend to the National Board of Governors the revocation of any membership for which dues have not been paid and are overdue for more than ninety (90) days.

Each Chapter's Board of Directors shall record the resignation or revocation of any membership in its record and make prompt notification thereof to the National Board of Governors.

**9. Members' Access to the Chamber's Sectoral Committees**

All the Chamber's sectoral committees shall be established at the national level, and available to any Chamber's Member nationwide.

Upon approval by the National Board, Chapters may also establish committees for Chapter-specific subject matter. Chapter-based committees shall be open to all members nationwide.

## Article IV

### The National Board of Governors

#### 1. Composition

The Chamber's National Board of Governors (also, the "**National Board**") shall consist of no fewer than five (5) and not more than eighteen (18) persons, including members of the Executive Committee. In his or her absence, the Chamber Chairperson shall designate one of the Vice-Chairs to preside over National Board Meetings. The number of Governors of the National Board of Governors for a given year shall be determined by a vote of voting Members present at a General Meeting.

The duly elected Chairperson of each Chapter officially recognized by the National Board of Governors shall also serve as Governor on the National Board of Governors. The Chapter Chairperson may, at his or her own discretion, delegate his or her seat on the National Board of Governors to one of the Vice-Chairs of that Chapter's Board of Directors.

#### 2. Election

Except as stipulated in Article IV.1 above, Governors of the National Board of Governors shall be elected by direct vote of the Chamber's voting General Membership in good standing.

At least two (2) months before the Annual General Meeting, the existing Executive Committee of the National Board of Governors shall appoint a nominations committee (the "**Nominations Committee**"), as defined in the By-laws of the National Board of Governors. The Nominations Committee shall evaluate the long list of nominations and define the final slate of candidates for the election of the National Board of Governors for the upcoming term of office.

The Nominations Committee shall ensure that a majority of the National Board of Governors' members are citizens of the United States, or representatives of legal entities either (i) formed, founded, or incorporated in the United States, or (ii) substantially controlled by legal entities formed, founded, or incorporated in the United States.

A Member may run for multiple boards (i.e., National Board of Governors and Board(s) of Directors at the Chamber and Chapter levels respectively) at the same time and may serve on multiple boards at the same time.

#### 3. Vacancies

Vacancies caused by a Governor's resignation from his/her position on the National Board of Governors during the year may be filled for the remaining, unexpired term by a three-quarters' (3/4) vote of the other Governors of the National Board of Governors, upon nomination made by the National Board's Chairperson. Although a new Governor filling such a vacancy may commence service on the National Board immediately upon his or her appointment by the National Board, any modification to the composition of the National Board of Governors must be presented at the next General Meeting for its ratification by the General Membership.

#### 4. Ethics Policy and Conflict of Interest Policy

Each member-elect of the National Board of Governors must sign the National Board's Ethics Policy and Conflict of Interest Policy prior to taking office. Unless and until such signatures have been duly received by the Secretariat, the member in question shall not be considered a Governor of the National Board of Governors.

## 5. Terms and Term Limits of Governorships

Each Governor shall be elected for a term of two years.

No member of the National Board of Governors may serve more than two consecutive two-year terms as a Governor on the National Board of Governors. Once a Governor has reached the term limit on the National Board of Governors, he or she must wait at least two (2) years more before serving again on the National Board of Governors.

However, once a Governor has reached the term limit on the National Board, he or she may run for the Board of Directors of one of the Chamber's local Chapters, and vice-versa.

## 6. Meetings of the National Board of Governors

Meetings of the National Board of Governors (the "**National Board Meeting**") shall be called at the discretion of the National Board's Chairperson, but not less frequently than once per calendar quarter. Alternatively, a meeting may be called by a majority of Governors together.

The Secretary of the Executive Committee shall give notice of meetings, in writing, at least seven (7) days prior to the National Board Meeting. Notice shall be accompanied by the meeting's agenda, which may be modified up to one hour before the meeting's scheduled start time. In *ad hoc* instances, when a quorum of Governors is present (including proxies) and the majority of them so consent, the formalities of notice and agenda of the National Board Meeting may be waived.

The quorum for a National Board Meeting shall be fifty percent (50%) of all Governors of the National Board, present in person (either physically or virtually) or by proxy, and votes on general matters arising before it shall be made based on a majority decision of the same. In the cases of a vote of Governors which results in a tie (i.e., equal votes 'for' and 'against'), the Chamber Chairperson's vote shall be counted twice to break the tie.

## 7. The Executive Committee of the National Board of Governors

The Executive Committee of the National Board of Governors shall consist of no fewer than five (5) members, and shall include:

- One chair (the "**Chair**", the "**National Board Chair**", or the "**Chamber Chair**");
- Two vice-chairs (the "**Vice-Chairs**");
- A secretary (the "**Secretary**");
- A treasurer (the "**Treasurer**"); and
- Such other positions as the National Board of Governors may from time to time decide.

The Chair and Vice Chairs shall be Company Representatives under Company Memberships.

The selection of the Executive Committee shall be made via secret ballot of the Governors of the National Board of Governors, unless otherwise waived by unanimous consent.

The Chamber Chairperson shall exercise general supervision over the affairs of the Chamber, represent the entire Chamber in external relations, and preside over meetings of the National Board of Governors.

The Vice-Chairs shall assist the Chairperson in his or her functions. In the absence of the Chair, the Chair shall designate one of the Vice-Chairs to preside at a meeting of the Executive Committee or of the National Board as the Chair's authorized person.

The Secretary shall ensure that a complete set of the Chamber's records be kept at the Chamber's registered office, except financial records, but including membership records, minutes of all Annual General Meetings, Extraordinary General Meetings, meetings of the Board of Governors, and meetings of the Executive Committee. Records kept by the Secretary shall be available for perusal

by any member of the Chamber, upon that member's reasonable request as determined by the National Board of Governors.

The Treasurer shall oversee the collection and disbursement of all monies on behalf of the Chamber and its local Chapters by the Secretariat's accounting/finance function and shall ensure the maintenance of a correct accounting of all financial transactions of the Chamber and its local Chapters. The Treasurer shall ensure that a complete set of the Chamber's financial records be kept at the Chamber's registered office and regularly inform the National Board of Governors of the financial condition and performance of the Chamber and of its Chapters.

# Article V

## Geographic Chapters

### 1. Creation and Dissolution of Local Chapters

Only the General Meeting may create and dissolve local Chapters of the Chamber.

The National Board of Governors may recommend the creation or dissolution of a local Chapter at a General Meeting of the Chamber's general membership.

No local Chapter may create any sub-chapter or branch in whatsoever form.

### 2. Chapter Boards of Directors

Each Chapter shall have its own Board of Directors to supervise and organize local activities, events, and advocacy efforts. The Chapter's Board of Directors shall ensure the application of high standards of transparency and governance and must comply fully with this Charter, the policies and regulations established by the National Board of Governors and the Rules of Operation of the relevant Chapter approved by the National Board of Governors.

Each Chapter's Board of Directors shall consist of no fewer than five (5) and not more than eighteen (18) persons, including members of the Executive Committee, as determined by the Rules of Operation of that Chapter. The Chapter's Chairperson or, in his or her absence, one of the Chapter Board's Vice-Chairs, shall preside over Chapter Board Meetings.

The duly elected Chapter Chairperson of each local Chapter officially recognized by the National Board of Governors shall also serve as Governor on the National Board of Governors. The Chapter Chairperson may delegate his or her seat on the National Board to one of the Chapter's Vice-Chairs.

Each Chapter's Board of Directors shall be elected democratically by its voting members, and its Executive Committee shall be elected democratically by its respective Board of Directors.

Directors of the Chapter's Board of Directors must be members of that Chapter.

The Board of Directors of each local Chapter shall establish policies and Rules of Operation to govern its own activities, operations, and management. The Rules of Operation of each Chapter shall be prepared by the Board of Directors of that Chapter and shall be subject to approval of the National Board of Governors.

The Board of Directors of a local Chapter may not act contrary to this Charter, the expressed wishes, instructions, directs, orders, resolutions, decisions, approvals, guidance, and other regulations of the Chamber, the General Meeting, or of the National Board of Governors, and the decisions of each Chapter's Board of Directors shall be subordinate to the decisions of the General Meetings and of the National Board of Governors.

### 3. Ethics Policy and Conflict of Interest Policy

Each member-elect of a local Chapter's Board of Directors must sign the Ethics Policy and Conflict of Interest Policy established by the National Board of Governors prior to taking office. Unless and until such signatures have been duly received by the Secretariat, the member in question shall not be considered a Director of the respective Chapter's Board of Directors.

#### **4. Terms and Term Limits of Directorships**

Each Director shall serve a term of two years.

No member of a local Chapter's Board of Directors may serve more than two (2) consecutive two-year terms on that Chapter's Board. Once a director has reached the term limit, he or she must wait at least two (2) years more before serving again on that Chapter's Board of Directors.

Once a director has reached the term limit on a particular Chapter's Board of Directors, he or she may run for the Board of Directors of one of the Chamber's other local Chapters (provided that he or she is a member of that other Chapter), or for the National Board of Governors.

# Article VI

## General Meetings

### 1. Annual General Meeting

A general meeting of the Chamber's membership (the "**Annual General Meeting**") shall be held at least once each calendar year on a date and place to be determined by the National Board of Governors, not later than the month of December. Two (2) weeks' advance written notice shall be given by the Chamber to its Members and to the National Board of Governors.

At the meeting, the voting membership shall, among other items, elect the Governors of the National Board of Governors and the Auditor, and the respective memberships of the Chapters shall elect the Directors of their respective Chapter's Boards of Directors. The voting membership shall receive and consider reports on the activities of the Chamber, consider any motions brought before it, and transact any other business. The Executive Committee of the National Board of Governors shall submit reports of the proceedings of the last year together with duly audited financial statements of the Chamber and its Chapters. Unless otherwise provided in this Charter, resolutions shall be passed by affirmative vote of a simple majority of those voting Members present or represented at such meeting.

### 2. Extraordinary General Meetings

An extraordinary general meeting of the Chamber's membership (the "**Extraordinary General Meeting**"; the Annual General Meeting or the Extraordinary General Meeting, in each case, is referred to as the "**General Meeting**") may be held at any time upon (i) resolution of two-thirds (2/3) of the Governors of the National Board of Governors or (ii) a petition endorsed in writing (including via valid e-mail) by at least twenty percent (20%) of the Chamber's nationwide voting General Membership.

### 3. Notice

Notice of a General Meeting shall be given to all members in writing at least two (2) weeks prior to the date of such meeting. The notice for a General Meeting shall list all matters to be taken up at the General Meeting, but additional items may be added by the simple majority vote of the voting Members present or represented at such General Meeting. Any Member who wishes to place an item on the agenda of a General Meeting may do so provided that he or she gives notice to the Secretary of the National Board of Governors at least one (1) week before the meeting is scheduled to be held, although such requirement may be waived at the discretion of the Chamber Chair or his or her delegate.

### 4. Proxy Voting

Voting Members may provide written proxies to other Members to attend and vote at the General Meetings on their behalf and in their absence. To be counted, correctly executed proxies must be presented to the Secretary of the General Meeting at least forty-five (45) minutes prior to the scheduled starting time of the General Meeting. The Secretary shall be responsible for the certification of the completeness and the validity of proxies.

### 5. Quorum

The quorum for the transaction of business at a General Meeting shall consist of twenty percent (20%) of the nationwide voting Members present or represented at such General Meeting, except that, in the case of a vote to dissolve the Chamber, a quorum of at least thirty percent (30%) of the nationwide voting Members present or represented at such General Meeting is required.

For the purposes of this Article VI.5, all proxy votes held by any person attending any meeting will be counted separately to determine whether a quorum exists.

**6. Presiding the General Meeting**

General Meetings shall be presided by the Chamber Chairperson or, in his or her absence, by one of the Vice-Chairs or, in his or her absence, by one of the Governors, in each case, as designated in writing by the Chamber Chairperson. In the absence of the Chamber Chairperson, the Vice Chairs and the delegated Governor, the meeting shall be presided over by a Member elected by the simple majority vote of the voting Members present or represented at such meeting.

**7. Secretary of the General Meeting**

The Secretary of the National Board of Governors or, in his or her absence, another member of the National Board of Governors designated by the Chamber Chair, shall act as Secretary of the General Meeting.

## Article VII

### Key Personnel

#### 1. **Operating Staff**

The National Board of Governors may authorize the establishment of a permanent secretariat (the “**Secretariat**”) and arrange for employment of the chief executive officer (“**CEO**”) and other salaried, contracted employees of the Chamber to carry out the day-to-day operations of the Chamber and its local Chapters. The Secretariat will function under the supervision and authority of the Executive Committee of the National Board of Governors.

The Chamber, its Chapters, and its Secretariat may not hire operating staff without the prior approval of the National Board of Governors.

#### 2. **Chief Executive Officer (the “CEO”)**

The Chamber shall employ one full-time CEO to supervise all the Chamber’s activities nationwide, responsible for the management of the Chamber’s day-to-day activities both at the national level and at the level of the Chapters.

The CEO shall implement policy as established and directed by the National Board of Governors, and supervise administrative and operational functions nationwide, including for the Chapters.

#### 3. **Advocacy**

As part of his or her general duties, the Chamber’s CEO shall have full responsibility and authority over the Chamber’s advocacy activities, in compliance with policies, priorities, and protocols established by the National Board of Governors.

Budget permitting, the CEO may recommend to the National Board of Governors the hiring of a full-time advocacy officer, reporting to the CEO, who would coordinate all advocacy activities of the Chamber in Vietnam, in compliance with policies, priorities, and protocols established by the National Board of Governors. This position would necessarily coordinate extensively with local Chapters, and with the policy committees.

No Chapter, committee, or Member shall engage in advocacy activity in the name of the Chamber or its Chapters—including but not limited to invitations, meetings, and any other contacts with local or national Vietnamese, U.S., or foreign government officers--without the prior approval of the CEO or his or her delegate, who shall work strictly and exclusively within protocols and policies established by the National Board of Governors. Any incidences of non-compliance with this paragraph shall be met with sanctions imposed at the discretion of the National Board of Governors, as contemplated in Section III.4. of this Charter.

For the avoidance of doubt, the National Board of Governors, through the CEO or his or her delegate, shall possess exclusive power to determine if such contacts should take place, and who should represent the Chamber in each case, and in which capacity.

#### 4. **Other Staff**

The CEO, after consultation with each Chapter, shall recommend to the National Board of Governors an operating structure for the Chamber’s national Secretariat, and whether local operational and administrative staff is required for individual Chapters. Eventual staff members supporting local Chapters shall report to the CEO and coordinate closely with the Executive Committee of the corresponding Chapter.

## Article VIII

### Finance & Accounting

#### 1. Centralized Accounting

The Secretariat shall manage all the Chamber's finances nationwide, including those of committees, working groups, and Chapters, in a centralized accounting function reporting to the CEO.

#### 2. Movement of Funds

Bank accounts held in the name of the Chamber or its Chapters or any other of its units may not be opened or maintained without prior approval of the National Board of Governors. The National Board of Governors shall establish protocols for the use of such bank accounts.

Bank accounts held at the Chapter level, if any and to the extent permissible by applicable laws of Vietnam, shall be monitored and reconciled by the Chamber's central accounting function.

Funds shall be made available to Chapters, committees, working groups, etc., only upon prior approval by central accounting, within protocols and budgets approved by the National Board of Governors.

Membership dues shall be paid directly by Members to the Chamber. No dues shall be collected directly by working groups, committees, or Chapters.

Any external transfer of funds to an account outside of the Chamber's accounts, or any redistribution of funds between Chapters, must be pre-approved by the National Board of Governors, or by the Secretariat within delegations granted to it by the National Board of Governors.

#### 3. Annual Budgeting

To ensure coordination and harmonization of the Chamber's policies and activities nationwide, the respective annual budgets of the Secretariat, committees, working groups, and local Chapters must be approved by the National Board of Governors. Any expense overage must be pre-approved by the National Board of Governors.

The total of annual dues, revenues, and other funds collected on behalf of a Chapter for the fiscal year shall be distributed to that Chapter on an "as needed" basis over the course of the calendar year and according to its approved annual budget, or otherwise as the National Board of Governors may determine necessary, after having deducted funds necessary to support the National Board of Governors' activities, any other national expenses, and any reserves that the National Board of Governors deems necessary.

Subject to the National Board's approval, a Chapter may request that the Secretariat accumulate reserves for a specific purpose on that Chapter's behalf.

#### 4. Audit

A qualified auditor (the "**Auditor**") shall be appointed for one business year at the Annual General Meeting. The Auditor's term of office shall end with the approval of the final annual accounts. A maximum of two consecutive annual re-appointments is permitted. The General Meeting may remove the Auditor with immediate effect at any time.

The Auditor shall examine all accounts and report in writing to the National Board of Governors prior to the Annual General Meeting. The Auditor's Report shall be presented, in the presence of the Auditor or his or her delegate, to the Annual General Meeting.

If a member company has been appointed as Auditor, no Governor of the Chamber nor any Director of a Chapter may participate personally in the audit exercise.

**5. Availability of Financial Reports**

Reports on the Chamber's audited accounts, including those of its local Chapters, shall be made available to all Chamber members in good standing.

**6. Fiscal Year**

The Chamber's fiscal year is the calendar year from January 1 to December 31.

# Article IX

## The Chamber's Brand

### 1. Consistent Branding

The National Board of Governors shall exercise authority and control over the use of the Chamber's brand, name (and any variations thereon, including Chapter variations), logo, design, domain and internet website, and other intellectual properties. The National Board of Governors shall direct the Secretariat to maintain updated branding protocols to be approved periodically by the National Board, and subsequently distributed within the organization for use by committees, working groups, and the Chapters.

The National Board of Governors shall have the final decision over the appropriate use of the Chamber's brand components by any committee, working group, Chapter, or Member.

### 2. Use of the Chamber Name by the Chapters

Each local Chapter may, within protocols established by the National Board of Governors, use the Chamber's name and logo (e.g., "AmCham Vietnam"), but only with the corresponding Chapter's name attached, e.g., "The American Chamber of Commerce in Vietnam—Ho Chi Minh City Chapter". If a Chapter would otherwise like to use any form of the Chamber's "national" branding, it shall first obtain approval from the National Board.

For the avoidance of doubt, no Chapter may present itself as the National Chamber, i.e., "American Chamber of Commerce in Vietnam" -- a moniker which shall be reserved exclusively to the General Membership as a collective, to the National Board of Governors, to the Secretariat, and to Honorary Members.

### 3. Website

The Chamber shall maintain a single, unified internet website dedicated to the Chamber's national activities, in line with the branding protocols approved by the National Board of Governors. The national website will include links to Chapter-specific websites. The Chapter websites will be substantially identical in design and structure, and consistent with the national website. The National Board reserves the right to edit content and design of Chapter-specific websites.