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

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**ARTICLE I**

**NAME**

This organization is known as the American Chamber of Commerce in Vietnam in English and is hereinafter referred to as the "Chamber." The Chamber shall also be referred to as "AmCham." Its name in Vietnamese shall be "Hiep Hoi Thuong Mai My Tai Viet Nam."

**NATIONAL CHAMBER STRUCTURE**

The Chamber shall be constituted as a national organization with regional representation, including offices, in Hanoi and Ho Chi Minh City. The Chamber may have additional offices in such other cities in Vietnam with a sufficient American business presence, as determined by the Board of Governors as necessary and practical to support the mission and members of the Chamber. This Charter is the basic organizational document for the Chamber.

The Chamber shall have one National Board of Governors ("**Board**" or "**Board of Governors**"). The Chamber shall have a Chair, who shall be the Chamber's legal representative.

The Board of Governors of the Chamber shall be comprised of members of the Chamber, and shall include a Chair, two Vice-Chairs, Treasurer and Secretary. Governors shall be elected by members. The Officers (eg. Chair, Treasurer and Secretary) of the Board of Governors shall be elected by the majority vote of the members of the Board of Governors.

The Board of Governors shall ensure the Chamber has a minimum of one Senior International Executive residing in each of Hanoi and Ho Chi Minh, as well as sufficient staff and budget to support the mission and member needs in those cities as determined by the Board.

**ARTICLE II**

**OBJECTIVES**

The Chamber is a not-for-profit, non-governmental and non-political organization. The objectives of the Chamber are:

1. To promote the development of trade, commerce and investment between the United States and the Socialist Republic of Vietnam.
2. To provide a forum in which American businesspeople in Vietnam can identify and discuss common interests regarding their commercial interests in Vietnam.
3. To work with organizations in Vietnam on matters of mutual interest.
4. To maintain relations with chambers of commerce in the United States and other chambers of commerce or commercial organization.
5. To do all other lawful things as may be incidental or conducive to the attainment of the foregoing

objectives.

All of the activities of the Chamber, as outlined herein, shall be conducted in accordance with the requirements of relevant law.

## ARTICLE III

### MEMBERSHIP

#### Section A: Types of Membership

With respect to the Chamber, the following types of membership are available:

##### 1. Company Membership

Company membership is a form of membership available to corporations, partnerships, sole proprietorships or other legal entities formed, founded, or incorporated in the United States; or if formed founded, or incorporated outside of the United States, having substantial investment or operational interest held by United States legal entities or citizens in the determination of the Board of Governors. A Company Member must be legally established in Vietnam or have sufficient capital investment or operating interest in Vietnam, as determined by the Board of Governors.

Each Company member shall nominate two (2) persons of good standing residing in Vietnam to be Company Representatives in the Chamber. Notices from the Chamber to a Company Member shall be directed to the Company Representatives.

##### 2. Additional Membership

Additional membership is a form of membership available to individuals who are employed by a company holding a Company Membership, other than the Company Member's two Company Representatives.

##### 3. Individual Membership

Individual Membership is a form of membership available to any United States citizen who resides in Vietnam who is engaged in business or a profession in Vietnam, but who cannot qualify for Company Membership or Additional Membership, provided he or she is twenty-one (21) years of age or over; the citizenship requirement with respect to an applicant for Individual Membership may be waived by the Board of Governors in its discretion.

##### 4. Non-Resident Membership

A form of membership available to any party who would otherwise qualify for Company Membership or Individual Membership but for the fact that he, she or it is not resident in Vietnam.

##### 5. Associate Company

Associate Companies shall be corporations, partnerships, sole proprietorships, or other legal entities, not otherwise qualified for membership, whose business relationships with the United States or with United States companies are such that their membership in AmCham will, in the opinion of the Board of Governors, contribute towards achievement of the objectives of AmCham. An Associate Company must be legally established in Vietnam or have sufficient capital investment or operating interest in Vietnam, as determined by the Board of Governors.

##### 6. Associate Individual

Associate Individuals shall be individuals, not otherwise qualified for membership, whose business relationships with the United States or with United States companies are such that their membership in AmCham will, in the opinion of the Board of Governors, contribute towards achievement of the objectives

of AmCham.

**7. Non-governmental Organizations**

A form of membership available to non-governmental organizations legally operating in Vietnam.

**8. Honorary Membership**

Honorary Members may include such members of the American community as the Board of Governors deem appropriate. The United States Ambassador to Vietnam, Consuls General of United States Consulates in Vietnam, and the United States Foreign Commercial Officers in each American diplomatic facility in Vietnam, and others invited by the Board of Governors, may during their respective tours of duty in Vietnam be invited to act as Honorary Members of the Chamber.

**Section B: Determination of Membership**

1. The acceptability of any applicant to membership, or for renewal or change in classification of membership in the Chamber shall be determined by the Board of Governors.

2. Application for membership shall contain relevant information including, but not limited to, the name, address, passport number, business activity and business license number (or equivalent) of the candidate and shall be submitted to the Board of Governors.

**Section C: Voting Rights**

**1. Company Membership**

Each Company Representative may exercise one vote at any meeting of the Chamber.

The Charter recognizes the difference between the right to vote in Chamber elections as distinct from non-voting benefits, such as participation in Chamber gatherings, committees and events. The Chamber Board may increase the number of Representatives in a Company eligible for non-voting benefits, by a provision in the By-Laws approved by a majority vote by the Board of Governors.

No increase in the number of voting members under Company Membership shall exceed 2 members unless provided for in the Chamber By-Laws, and in no case shall the number of votes under a standard Company membership exceed 5, and in the case of Company Members with Premium memberships or Additional Members, the number shall not exceed 10.

**2. Individual Membership**

Each member holding an Individual Membership may exercise one vote at any meeting of the Chamber.

**3. Additional Members**

Each member holding an Additional Membership shall be entitled to exercise one vote at any meeting of the Chamber.

**4. U.S. Citizen Associate Company Representative**

Each U.S. Citizen who is a Company Representative of an Associate Company shall be entitled to exercise one vote at any meeting of the Chamber in his or her capacity as a U.S. citizen.

**5. Non-voting**

The following categories of memberships and associates shall not have voting rights:

Non-resident Members  
Associates (Company and Individual)  
Non-governmental Organizations that are not established or formed in the United States  
Honorary Members

## **6. Proxy**

Any Company Representative, Additional Member or Individual Member with voting rights may authorize any other voting member to vote on its behalf at any meeting of the Chamber. Notice of such proxy authorization in writing must be received by the Secretary at or in advance of the meeting at which such proxy is to be voted. Member proxies are subject to limitations in the Chamber Bylaws.

### **Section D: Privilege to Serve on the Board of Governors**

Any Company Representative, Additional Member, Individual Member, or **Associate** Company Representative resident in Vietnam may be a member of the Board of Governors of the Chamber, provided that no less than two-thirds of the Board of Governors shall be Company Representatives.

### **Section E: Membership Dues**

Membership dues shall be levied as provided in the relevant By-Laws and shall be used to cover the administrative and other costs of the Chamber. At the discretion of the Board, Honorary Members may be exempt from payment of membership dues.

### **Section F: Resignation**

1. In order to resign a membership, the member resigning must give written notice to the Secretary.

## **ARTICLE IV**

### **Suspension and Revocation of Membership**

#### **1. Authority**

The Board of Governors shall have the authority to suspend or revoke the membership of any Member for cause, in accordance with this Charter and the Bylaws.

#### **2. Grounds for Suspension or Revocation**

Membership may be suspended or revoked if a Member:

- a. Materially violates this Charter, the Bylaws, or any duly adopted Code of Conduct or policy of the Chamber;
- b. Engages in serious misconduct or behavior that brings, or is reasonably likely to bring, the Chamber into disrepute;
- c. Misuses Chamber resources or confidential information;
- d. No longer meets the eligibility requirements for membership; or
- e. Fails to pay membership dues within the period specified in the Bylaws.

#### **3. Due Process**

Before any suspension or revocation becomes effective, the Member shall be provided with written notice of the grounds for the proposed action and a reasonable opportunity to respond. The specific procedures for notice, response, investigation, and appeal shall be set forth in the Bylaws.

#### **4. Decision-Making Standard**

A decision to suspend or revoke a membership for cause shall require the affirmative vote of at least **two-thirds (2/3)** of the non-conflicted members of the Board of Governors. Administrative termination for non-payment of dues shall follow the procedures specified in the Bylaws.

#### **5. Effect of Revocation**

A Member whose membership is revoked shall forfeit all rights and privileges of membership as of the effective date of revocation. No dues or fees shall be refunded unless otherwise provided in the Bylaws.

#### **6. Reinstatement**

The Board of Governors may, at its discretion, reinstate a former Member in accordance with the criteria and

procedures established in the Bylaws.

7. The Board of Governors shall record the resignation or revocation of any membership in the record of the Chamber.

#### **Section G: Membership Privileges**

The Chamber may provide different categories of benefits as provided for in the by-laws or proposals approved by the Board. However, such benefits shall not change the voting power of the types of members provided for in Article III, Section C herein.

### **ARTICLE V**

#### **MEETINGS**

##### **Section A: Annual General Meeting**

1. An Annual General Meeting will be held not later than the month of December in each year and two (2) weeks advance written notice shall be given to its membership and to the Board of Governors of the Chamber.

2. The following business will be conducted at the Annual General Meeting:

- a. Report of the Board of Governors.
- b. A report of the previous year's accounts.
- c. Announcement of results of Election of members to the Board of Governors

3. Nominations of the Governors and the Chamber's Board of Governors may be proposed and seconded by any member of the Chamber who is entitled to vote. Such nominations shall be submitted in such prescribed form to the Chamber's Secretary at least twenty-one days prior to the time and date of the Annual General Meeting, unless such notice requirement is waived or otherwise reduced by the Board of Governors with respect to a specific annual general meeting. The means by which the nominated members are selected as candidates to run for election to the Board of Governors shall be determined by the By-laws.

4. Governors shall be elected annually by electronic voting of eligible members with the results announced during the Annual General or Extraordinary Meeting. A minimum quorum of 20% of registered and approved voters must cast votes for the election to be legitimate.

##### **Section B: Extraordinary General Meetings**

Extraordinary General Meetings shall be convened by:

1. The Chair upon the direction of a majority of the Board of Governors; a motion by one or more members of the Board of Governors approved vote by the majority of the Board, or by petition representing at least 10% of the voting members of the Chamber. Ten days' notice of any Extraordinary General Meeting must be given to the Chamber's membership and to the Board of Governors.

2. Any member who wishes to place an item on the agenda of an Extraordinary General Meeting may do so provided he or she gives notice to the Secretary one week before the meeting is due to be held.

##### **Section C: Notice**

Written notice of the agenda of the Annual General Meeting or of an Extraordinary General Meeting, as relevant, shall be provided to the members in advance of such meeting via announcement on the Chamber website and email notification sent to each member's registered email.

##### **Notice of Electronic or Hybrid Meetings**

Where a General Meeting, including an Extraordinary General Meeting, is to be held wholly or partly by electronic means, the notice of such meeting shall include sufficient information to enable Members to access and participate in the meeting, including the electronic platform, login details, any access code or password, and any procedures for voting electronically.

#### **Form of General Meetings**

(a) General Meetings of Members, including Annual General Meetings and Extraordinary General Meetings, may be held:

- (i) at a physical location;
- (ii) by means of telephone, video conference or other real-time electronic communication; or
- (iii) by any combination of the above (a “**Hybrid Meeting**”), as determined by the Board from time to time.

(b) A Member participating in a General Meeting by electronic means that allows all participants to communicate with each other substantially simultaneously shall be deemed present in person for all purposes, including quorum and voting.

#### **Section D: Quorum & Voting**

1. The quorum for the Annual General Meeting or an Extraordinary General Meeting shall be twenty percent (20%) of the total number of voting members of the Chamber. In the event that there is not a quorum present at any such meeting, the meeting shall be adjourned to the following week at a place, date, and time to be appointed, and should the number then present, including proxy votes, be insufficient to form a quorum, those present shall nevertheless be considered a quorum. For the purposes of this section, all proxy votes held by any person attending any meeting will be counted separately to determine whether a quorum exists.

2. Except as otherwise provided herein, decisions of the Annual General Meeting and an Extraordinary General Meeting shall be adopted by a simple majority of voting members present in person or by proxy.

#### **Section E: Board of Governors Meetings**

Board of Governors meetings shall be convened by the Chair of the Chamber as often as he/she shall deem necessary, or by a request of 1/3 of the Board of Governors, but in no event less often than one (1) time each year. The quorum for a meeting of the Board of Governors shall be a majority of its members.

Board meetings may be conducted entirely in person, entirely by electronic means, or through any combination thereof. “Electronic means” includes any communication technology—such as teleconference, videoconference, or real-time online platforms—that enables all Governors to reasonably and simultaneously hear, speak, and participate in the deliberations.

Attendance through such technology shall be deemed full attendance and presence for all purposes of quorum, voting thresholds, majority or super-majority requirements, and any other obligations or rights of Governors under this Charter or the Bylaws.

The Board may adopt procedures in the Bylaws governing notice, verification of identity, record of attendance, and voting for meetings held wholly or partially by such electronic means.

### **ARTICLE VI**

#### **OFFICERS**

1. There shall be not less than five (5) and not more than ten (10) Officers of the Chamber and the Officers shall consist of:

- a. A Chair

- b. Two Vice-Chairs (one with Work Residence in Hanoi, and one with Work Residence in Ho Chi Minh City)
- c. A Secretary
- d. A Treasurer

Other Officer positions may be created in the Chamber's By-laws and/or proposed by any members of the Board and approved through a simple majority and for a specified term.

2. The Chair and Vice Chairs must be Company Representatives under Company Memberships.

3. Duties of Officers

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

b. The Vice-Chairs shall assist the Chair in his or her functions. In the absence of the Chair, and only for the duration of the Chair's absence, the Chair shall appoint one Vice-Chair to act on his or her behalf, during which time the appointed Vice-Chair shall have the same powers and authority as the Chair.

c. The Secretary shall keep all records, except financial records, of the Chamber, including membership records, minutes of all Annual General Meetings, Extraordinary General Meetings, and meetings of the Board of Governors. In the absence of both Chair and the Vice Chairs, the Secretary shall have the same powers as the Chair.

d. The Treasurer shall keep all funds and collect all monies on behalf of the Board of Governors, and shall keep a correct account of all financial transactions of the Chamber.

4. Election of Officers

a. Officers shall be selected by the Board from among the board members at the first Board meeting following the Annual General Meeting and from time to time as vacancies arise.

## ARTICLE VII

### BOARD OF GOVERNORS

#### Section A:

1. The Board of Governors shall consist of not less than twenty-one (21) persons and not more than twenty-seven (27) persons, including the officers listed in ARTICLE V. The Chair shall preside over meetings of the Board of Governors.

2. Members of the Board shall be elected through electronic voting commencing not less than 14 days in advance of the Annual General Meeting by voting members of the Chamber.

3. To ensure regional representation, the Board of Governors shall have a minimum of one-third (1/3) of its members from Hanoi and one-third (1/3) of its members from Ho Chi Minh City. Regional representatives qualify according to their declared Work Residence, as defined in the Bylaws.

4. Chamber members shall be able to self-nominate with additional nominations and eligibility determined by the Chamber's Nominating Committee. The final list of candidates eligible for Election shall be proposed by the Nominating Committee, and approved by majority of the Board of Governors.

5. Members of the Board of Governors need not be United States citizens as long as a majority of the Board members are representatives of legal entities: (i) formed, founded or incorporated in the United States, or (ii) substantially, controlled by legal entities formed, founded or incorporated in the United States.



6. At least two-thirds (2/3) of the members of the Board shall be Company Representatives as defined in Article III A.1, or United States Citizens.

7. Governors shall be elected annually by membership vote, electronic or otherwise as approved by the Board, of eligible member representatives with the results announced during the Annual General Meeting. A minimum of 20% of registered and approved voters must cast votes for the election to be legitimate. The process and guidelines for the annual election will be included in the Bylaws and approved by the Board of Governors by a majority vote.

8. A Governor may be expelled from the Board of Governors by a two-thirds vote of the Board of Governors for conduct considered detrimental to the effective functioning of the Board and/or Chamber. A motion to remove a Governor may be made to handle unethical behavior, conflicts of interest that cannot be reconciled, fraudulent activities, disclosing confidential information, or other behavior that is considered inappropriate.

9. Governors shall serve without compensation for their service on the Board. Governors may, however, be reimbursed for reasonable expenses incurred in the performance of their duties.

#### **Section B: Duties of the Board of Governors**

The duties of the Board of Governors are to oversee and make policy decisions with respect to the functions sponsored by the Chamber, to select the officers of the Chamber, to promote relations with other chambers of commerce and other relevant organizations, and to make decisions on matters affecting the Chamber when the General Meeting is not sitting. It may not act contrary to expressed wishes of the General Meeting without prior reference to it and the decisions of the Board of Governors shall be subordinate to the decisions of the General Meetings.

The Board of Governors shall have full fiduciary responsibility for the property, funds, and affairs of the Chamber, and shall ensure that such resources are administered prudently and in accordance with the purposes of the Chamber. The Treasurer shall, under the direction of the Board, oversee the Chamber's financial management and ensure that proper accounts are maintained.

#### **Section C: Quorum**

The quorum for a meeting of the Board of Governors shall be a simple majority of the Board members present in person or by proxy. In the event of there being no quorum present at a Board Meeting, the meeting shall be adjourned to the following week at a place, date and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.

Board decisions may be reached by a show of hands by Board members at a duly convened Board meeting or by email, or other such means as determined by the bylaws.

### **ARTICLE VIII**

#### **AUDIT**

The Board of Governors shall appoint an auditing company to audit financial accounts annually. The appointed auditor will be required to audit each year's accounts and provide a report upon them to the Annual General Meeting.

## ARTICLE IX

### Transparency and Confidentiality

The Chamber shall conduct its affairs in a transparent and accountable manner consistent with its non-profit and member-based nature. The Board of Governors shall ensure that Members are regularly informed of the Chamber's activities, financial performance, and governance decisions of general interest, while maintaining appropriate confidentiality over matters of a personal, contractual, or commercially sensitive nature. The Board may adopt By-Laws and policies to implement this principle and to define the procedures for disclosure and protection of confidential information.

## ARTICLE X

### DISSOLUTION

#### Section A: Means of Dissolution

The Chamber may be dissolved only upon:

- (a) the affirmative vote of at least **two-thirds (2/3)** of the Board of Governors at a duly convened Board Meeting; and
- (b) the affirmative vote of at least **two-thirds (2/3)** of the Members, cast through an **electronic voting process** conducted in connection with a General Meeting or Extraordinary General Meeting and remaining open for a period of **not less than three (3) weeks**.

Upon approval of dissolution, the Board of Governors shall supervise the winding-up of the Chamber's affairs, settle all liabilities, and transfer any remaining assets to a non-profit or charitable organization with purposes similar to those of the Chamber. No assets shall be distributed to Members, Governors, or Officers. Dissolution shall be completed in accordance with applicable law.

#### Section B: After Dissolution

1. In the event of the Chamber being dissolved as provided above, all debts and liabilities legally incurred on its behalf including pre-paid dues shall be fully discharged, and the remaining funds will be devoted to such local charitable organization or organizations as the voting members shall decide.
2. Notice of dissolution shall be given within seven (7) days of the dissolution to the members and relevant authorities.

## ARTICLE XI

### CHAMBER BY-LAWS

A simple majority of either (i) the voting members present in person or by proxy at the Annual General Meeting or at an Extraordinary General Meeting, or (ii) the Board of Governors, may make, alter, add to and repeal specific By-Laws, as long as they do not conflict with this Charter. Where specific provisions of the Bylaws require a defined supermajority, such threshold must be met to alter such provisions. In order to repeal the Bylaws in their entirety, a supermajority vote equal to the highest supermajority threshold contained within the Bylaws is required. The voting members of the Board of Governors of the Chamber will be notified of any changes in the By-Laws.

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## ARTICLE XII

### AMENDMENT OF THE CHARTER

(a) Amendments to this Charter may be proposed to the General Membership by the Board of Governors upon resolution passed by not less than two thirds (2/3) of its members, or by petition to the Board signed by at least ten percent (10 %) of the Voting Members in good standing.

(b) The Board shall review all proposed amendments and, if deemed consistent with the Chamber's objectives and applicable law, shall submit them with its recommendation to the Members for consideration at a General Meeting.

(c) Notice of any proposed amendment, including its full text and explanatory statement, shall be circulated to all Members not less than thirty (30) days prior to the meeting at which it will be considered.

No alteration or addition to these rules shall be made except at a General Meeting or Extraordinary General Meeting of the Chamber. Adoption of any amendment shall require the affirmative vote of more than 50% of the voting members present in person, online, or through electronic or mail vote, provided that a quorum of no less than 20% of the voting members have participated.

(e) Approved amendments shall take effect upon registration or filing as required by law.

### ADOPTION

This Charter is hereby adopted by the members of the Chamber this 13th day of February 2026 in Hanoi and Ho Chi Minh City, Vietnam.



/s/ Mark Gillin - Chairman of the American Chamber of Commerce in Vietnam.