



VOTING PROCEDURES FOR ANNUAL GENERAL MEETING (AGM) 2018

Thursday, 22 March 2018

I. General Procedures:

The EuroCham Annual General Meeting (AGM) 2018 will be held simultaneously in Ho Chi Minh City and Hanoi via video-conference.

According to Article 8.3 of the Statutes: “An annual EUROPEAN CHAMBER OF COMMERCE Meeting (the “Annual EUROPEAN CHAMBER OF COMMERCE Meeting”) shall be convened by no later than the 31st day of March of each year to proceed to the followings:

- (a) to consider the annual report established by the Executive Committee on the affairs and activities of the EUROPEAN CHAMBER OF COMMERCE;
- (b) to consider and approve the previous year’s accounts;
- (c) to elect new Executive Committee members when their term is expired;
- (d) to appoint an Auditor duly authorized to practice in Vietnam; and
- (e) to discuss or conduct any other matters notified in writing by any Member to the Executive Committee at least seven (7) days prior the Meeting.

If the Executive Committee Chairperson fails to call the Annual EUROPEAN CHAMBER OF COMMERCE Meeting as required under these Statutes or upon reasonable request to do so by any Ordinary Member, then any five (5) Executive Committee Members or any three-quarters' (3/4) majority of Ordinary Members may by notice in writing to all Members call an EUROPEAN CHAMBER OF COMMERCE Meeting. All Members shall be notified of the EUROPEAN CHAMBER OF COMMERCE Meeting by 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.”

According to Article 8.4 of the Statutes: “The quorum for EUROPEAN CHAMBER OF COMMERCE Meetings shall consist of not less than one third (1/3) of the Ordinary Members present in person or by proxy. If after a period of thirty (30) minutes subsequent to the scheduled time as mentioned in the said notice 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 Members present.”

Voting for resolutions

Article 8.5 states: Unless otherwise stated herein, resolutions at EUROPEAN CHAMBER OF COMMERCE Meetings shall be passed by a simple majority vote of the Ordinary Members present in person or by proxy.

II. Voting for Election of Executive Committee

1. All Ordinary Members will cast votes for all nominees regardless of the city in which nominees are based.
2. All presented nominees will be entitled to speak for a maximum of two minutes at the AGM. The statements of nominees who attend the AGM in Ho Chi Minh City will be read out to the AGM in Hanoi and vice-versa.
3. Voting forms showing all nominees will be given to Ordinary Members at the AGM.
4. Each ballot will be valid if only maximum members are elected for the new Executive Committee shown in that ballot.
5. Persons who are eligible for election as Executive Committee Members must be proposed and seconded by Ordinary Members and must consent in writing to such nomination.
6. According to Article 9.1 of the Statutes: “The activities of the EUROPEAN CHAMBER OF COMMERCE shall be managed by an Executive Committee elected by the Ordinary Members at a EUROPEAN CHAMBER OF COMMERCE Meeting and shall consist of up to sixteen (16) persons of good standing who are ordinarily residents in Vietnam and who are either Corporate Representatives of Ordinary Corporate Members or Ordinary Individual Members ("Executive Committee Members").”
7. At the Executive Committee Meeting on 1st December 2016, the Executive Committee approved to have fifteen (15) persons for 2017 term onward, with Business Associations fully represented. So Elections will be for eight (8) independent members and seven (7) Business Associations delegated representatives.
8. According to Article 9.3 of the Statutes: “Election of Executive Committee Members shall take place in accordance with the voting procedures set out in the EUROPEAN CHAMBER OF COMMERCE Rules provided that at least nine (9) Executive Committee Members are passport holders of a EU Member State, no more than four (4) passport holders from any one country may be elected or nominated to the Executive Committee at any one time, and at least nine (9) European headquartered or European majority owned companies (>50% equity) are represented at the Executive Committee at any one time.”
9. According to Article 9.4 of the Statutes: “EU BAs with more than 30 members that have entered into an affiliation agreement with the EUROPEAN CHAMBER OF COMMERCE shall be entitled to nominate one of their members to be an Executive Committee Member. Such European BAs

shall notify the Executive Committee of the identity of the individual they have nominated to be an Executive Committee Member at least 30 days prior to the Annual EUROPEAN CHAMBER OF COMMERCE Meeting. The Executive Committee shall have a right of veto over the person nominated. In the event that the right of veto is exercised, then the European BA shall notify the Executive Committee of an alternative nominee within 14 days of having been advised that the previous nominee has been rejected.”

10. For 2018 AGM seven Business Affiliation Agreements are in place with BeLuxCham, CCIFV, CEEC, DBAV, GBA, Icham and NordCham to nominate one of their members to be an Executive Committee Member. This nominated persons must be communicated to EuroCham by 17:00pm of 22 February 2018.
11. If there are more than four nominees from the same EU Member State, then the four nominees from that same EU Member State with the highest numbers of votes will be elected and the other nominees from that same EU Member State will not be elected.
12. If, after the procedures set out at (10) and (11), there are less than three nominees based in Hanoi who are elected and delegated by Business Associations, then the nominee(s) based in Hanoi who has/have the next highest number of votes will be elected in place of the nominee(s) from Ho Chi Minh City who has/have the lowest number of votes. This procedure will be applied mutatis mutandis in the event that there are less than three nominees based in Hanoi who are elected.
13. Executive Committee Members shall be elected for two (2) calendar years at the Annual General Meeting of the EUROPEAN CHAMBER OF COMMERCE for a term of office commencing on the date of his/her election and, subject to Article 9.7 of the Statutes, terminating after two (2) years on the date of the Annual General Meeting of the EUROPEAN CHAMBER OF COMMERCE at which new elections take place, and may be re-elected for subsequent terms.
14. In case of tie between 2 candidates, elected candidate is the representative of the Ordinary Corporate member who has hold longer membership at EuroCham.

The above procedures have been set by the Executive Committee so that the voting complies with the EuroCham Statutes and for the AGM 2018 only.