

## CHARTER

### 1 GENERAL

#### 1.1 NAME

The Association shall be known as the "Swiss Business Association" ("SBA") in Vietnam.

#### 1.2 LICENSE

The Association is incorporated under the laws of Vietnam as follows: License No. 04 / GP-HHDN/HCM dated 11 May 1999, issued by the People's Committee of Ho Chi Minh City.

#### 1.3 LOCATION, CHAPTER AND BRANCH OFFICES

The Location of the Association shall be in Ho Chi Minh City or at such other address in the Socialist Republic of Vietnam ("Vietnam") as the Committee may decide from time to time. Chapters and Branch offices can be established as per decision of the Committee at such addresses as approved in due course.

The official address is:

c/o Tong Teik Pte. Ltd.  
Agrex Tower, 12<sup>th</sup> Floor  
58 Vo Van Tan Street  
District 3  
Ho Chi Minh City  
Vietnam

Phone: (08) 39333506 - Fax: (08) 39333505

#### 1.4 OBJECTIVES AND SCOPE OF ACTIVITIES OF THE SWISS BUSINESS ASSOCIATION

##### 1.4.1 OBJECTIVES

The Association is a non-governmental, non-political, non-profit making organization with the following main objectives:

- a) Promote economic, cultural, and other ties between Vietnam and Switzerland for the mutual benefit of its members and their Vietnamese partners;
- b) Contribute to a good image of Switzerland and represent the interests, reputation, and standing of the Swiss community in Vietnam;
- c) As the officially recognized Swiss association in Vietnam, act as a liaison between the Swiss community in Vietnam and the Government of Switzerland.

##### 1.4.2 SCOPE OF ACTIVITIES

Within those objectives, the Association shall, in line with Vietnamese laws:

- a) Arrange events of social, cultural and informative nature for members and other interested circles, which contribute to the Association's objectives;
- b) Compile, collate, and distribute information on matters of general interest for its members;
- c) Work with Vietnamese and Swiss authorities towards establishing a business environment conducive to the economic development of Vietnam and the economic relationship between Switzerland and Vietnam;
- d) Undertake any other activity that is in line with the Association's objectives.



## **1.5 FUNDS OF THE ASSOCIATION**

Membership fees, contributions, donations and subsidies shall provide the funds of the Association.

Donations and subsidies received by the Association for a specific purpose shall be used accordingly, but the use of other funds shall be left to the discretion of the Committee.

## **1.6 ASSOCIATION YEAR**

The Association year shall be based on the calendar year, i.e. 1st January to 31st December.

## **2 MEMBERSHIP**

### **2.1 MEMBERSHIP CATEGORIES**

Membership is available in the following three categories:

#### **2.1.1 CORPORATE MEMBERS**

The nominated representative of the Corporate Member is entitled to exercise the vote and to hold office.

Eligible for corporate membership are:

- a) Partly or fully Swiss-owned or -managed businesses, duly registered in the country where they are headquartered;
- b) Branches or representative offices of businesses as described in 2.1.1 lit. a legally operating in Vietnam;
- c) Branches or representative office of other businesses, duly registered in the country where they are headquartered and legally operating in Vietnam that are managed by Swiss nationals;
- d) Companies, representative offices, branches or sole proprietorships legally conducting business in Vietnam that demonstrate significant ties to Switzerland where their membership contributes to the objectives of the Association.

#### **2.1.2 INDIVIDUAL MEMBERS**

Individual Members are entitled to vote and to hold office.

Eligible for individual membership is:

- (a) Any Swiss national;
- (b) Anyone who demonstrates significant ties to Switzerland and whose membership contributes to the objectives of the Association.

#### **2.1.3 HONORARY MEMBERS**

- a) Individuals who have given outstanding services, or contribute significantly to the community or the Association may be invited by the Committee to become Honorary Members of the Association.
- b) The incumbent Swiss Ambassador to Vietnam is an ex-officio Honorary Member.
- c) Honorary Members shall have only consultative voting rights and shall not hold office.

### **2.2 APPLICATION FOR MEMBERSHIP AND ADMISSION**

- a) Every candidate, other than Honorary Members, wishing to apply for membership must submit an application in the form prescribed by the Committee to the Association.

- b) Applications shall be submitted to the Committee at the next meeting following receipt of the duly completed application forms.
- c) A resolution of the Committee will be required before a member is admitted.
- d) The Committee will promptly notify an applicant whether or not he or she has been admitted as a member.
- e) The Committee may deny admissions without giving any reasons and the decision made by the Committee is final.

### **2.3 LIST OF MEMBERS**

A list of members shall be kept at the official address of the Association.

### **2.4 LOSS OF MEMBERSHIP**

- a) Resignation by the member
- b) The Committee shall have the power to expel any member who has failed to meet the financial obligations towards the Association by majority vote after two written reminders. Such a member shall not be re-admitted within one year following his or her expulsion.
- c) The Committee shall have the power to expel a member of the Association by unanimous vote if the member's conduct is in violation with the provisions of this Charter or is detrimental to the interests of the Association. A written warning must precede the expulsion.
- d) A member who was expelled shall have the right to appeal to the General Assembly and may be re-admitted by an affirmative vote of 2/3 of all voting members, to be taken by secret ballot.

## **3. MEMBERSHIP FEE**

- a) Every member, except Honorary Members, shall pay an annual membership fee.
- b) Membership fees are decided by the General Assembly and shall be valid until they are changed.
- c) Annual fees are due in advance in January of each year.
- d) No refund of fees will be given should a membership cease for any reason during the year. New members accepted after January of each year will pay a fee proportional to the remaining full quarters of the year.
- e) The membership fees shall be payable in United States Dollars or Vietnamese Dong.

## **4. COMMITTEE**

### **4.1 COMMITTEE MEMBERS**

- a) The Association shall have a Committee, which shall be responsible for the day-to-day running of the Association and the conduct of its affairs.
- b) The Committee may form sub-committees from time to time to assist in the running of the Association.
- c) The Committee shall consist of a minimum of five and not more than nine members:
  - One President
  - One Vice-President
  - One Secretary

- One Treasurer
- Maximum five other members at large with duties assigned by the Committee.

#### **4.2 COMMITTEE ELECTION**

- a) Any Individual Member or representative of a Corporate Member shall be eligible as a member of the Committee.
- b) The Committee shall be elected at the Annual General Assembly Meeting by a ballot of the voting members. The candidates receiving the highest number of votes shall form the Committee. In the event of an equal number of votes, the election can be conducted by draw.
- c) The Committee shall hold office for a period of one year or until their successors have been elected and assume control. Members of the Committee may be re-elected.
- d) If one of the elected Committee Members ceases to be a member for any reason, or his resignation from the Committee is accepted by the remaining Committee Members, they can elect another eligible member to fill the vacancy until the next annual meeting.

#### **4.3 SUSPENSION OF COMMITTEE MEMBERS**

Any member of the Committee absent from three (3) consecutive Committee meetings without justifiable cause shall cease to be a member thereof, and the Committee shall be empowered to appoint a replacement.

#### **4.4 DUTIES AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

The principal duties of the Committee are the following:

- a) The members of the Committee shall constitute themselves and elect one President, one Vice-President, one Secretary, and one Treasurer and other functions designated and assigned by the Committee.
- b) The Committee shall manage the Association, and shall represent it vis-à-vis third parties. The President signs with one of the other members of the Committee.
- c) The Committee shall meet at least six times a year at such time and place, as the Committee finds appropriate. The Secretary of the Committee shall keep the minutes of the Committee meetings.
- d) The Committee shall admit Individual-, Corporate-, and Honorary Members.
- e) The President shall present to the Annual General Assembly Meeting a report on the activities of the Association.
- f) The Treasurer shall submit to the Annual General Assembly Meeting a full report on the financial status of the Association.
- g) The Committee may decide to appoint sub-committees on specific issues or events, and decide upon the working procedures of these sub-committees.
- h) The Committee members, and members acting and representing the Association in sub-committee on specific projects, shall solely act on a voluntary basis in the interests of the Association. The Committee members, sub-committee members and members shall not assume any liability for debts or obligations of the Association unless this is given in writing for explicit cases.

#### **4.5 DISBURSEMENT OF FUNDS**

- a) The Committee shall have full power to assume any expenses necessary for the proper administration of the affairs of the Association.

- b) The members of the Committee work without remuneration. Out-of-pocket expenses shall be reimbursed within the limits of the budget and funds available. The Committee may hire part or full time employees.
- c) The Committee shall be empowered to relieve, in case of hardship, any member of his or her financial obligations towards the Association.

#### **4.6 DEPOSIT OF FUNDS**

- a) The funds of the Association shall be paid into reputable banks or entrusted to reliable, commercial institutions under the name of "Swiss Business Association".
- b) The bank account is kept with the Treasurer who signs with the President and one additional member of the Committee.

#### **4.7 QUORUM**

Unless otherwise specified in this Charter, all decisions of the Committee shall be made with a majority of the Committee Members present.

Not less than four (4) members of the Committee form the quorum for decisions. The Chairman has a casting vote in such meetings, should a tie arise.

From time to time, the committee might take decisions by means of written correspondence (emails, fax, and letter) or phone. Such decisions shall be deemed as valid if all committee members participate cast their vote.

#### **4.8 CONFLICT OF INTEREST**

Committee Members may not participate in decisions in matters where they have a conflict of interest, including but not limited to decisions regarding transactions between the association and themselves or between the Association and their close relatives.

### **5 GENERAL ASSEMBLY**

#### **5.1 ANNUAL GENERAL ASSEMBLY MEETING**

All members shall be invited to attend the Annual General Assembly Meeting in order:

- a) To approve the accounts and the auditing report for the preceding financial year and the budget for the current year.
- b) To decide each year on the membership fees for each membership category based on the proposal of the committee.
- c) To elect or re-elect the members of the Committee and two members to act as Auditors for the pursuing financial year;
- d) To conclude any other business as proposed to the Committee in writing seven days before the meeting.

The notice of the Annual General Assembly Meeting and an agenda shall be sent to all members not less than 14 days before the meeting. The President will chair the Annual General Assembly Meeting. Unless otherwise stated in this Charter, the quorum at the Annual General Assembly Meeting shall be the simple majority of all members voting in person or by proxy. Proxy voting rights are to be submitted to the Secretary in writing prior to the beginning of the meeting.

No decision may be taken about items not on the Agenda submitted with the invitation unless two third of the voting members are present and decide to do so.



## **5.2 EXTRAORDINARY GENERAL ASSEMBLY MEETINGS**

Extraordinary General Assembly Meetings may be called at any time either by the Committee or by the written request of not less than one quarter of the voting members. Unless otherwise specified in this Charter, Extraordinary General Assembly Meetings will be called and conducted in accordance with Article 5.1.

## **6 AMENDMENTS OF THE CHARTER AND RULES**

This Charter can only be amended with the consent of two third of all the members voting in a ballot or at a General Assembly Meeting.

## **7 DISSOLUTION**

A quorum of two thirds of all voting members is required to dissolve the Association, and decide on the distribution of any balance of assets over liabilities.

## **8 APPLICABLE LAW**

The Swiss Business Association is ruled by the Swiss Civil Code. Where the Swiss Civil Code is in contradiction with Vietnamese law, Vietnamese law shall prevail.

Any dispute between members of the Association and the Association, which cannot be resolved amicably, shall be settled by majority vote of the Committee.

Any disputes between the Association and third parties (other than members), which cannot be resolved amicably, shall be settled by the Vietnam International Arbitration Centre (VIAC) in accordance with its rules.

This Charter was adopted unanimously by the General Assembly Meeting held on 22 May 2007. It replaces the Charter approved by the General Assembly on 1<sup>st</sup> August 2000. It will enter into force from the date it was adopted by the General Assembly, subject to approval by the competent Vietnamese authorities.

Ho Chi Minh City, 22 May 2007

The President:

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The Vice-President:

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