

# **CONSTITUTION OF THE SINGAPORE BUSINESS GROUP (HANOI)**

## **Name**

- 1.0 The name of the Association shall be the **Singapore Business Group (Hanoi)**. Reference herein to the "Association" shall mean the Singapore Business Group (Hanoi)

## **Address**

- 2.0 The address of the Association shall be c/o Embassy of the Republic of Singapore, 41 & 43 Tran Phu Street, Hanoi or at such other address as the Executive Committee herein defined may from time to time determine.

## **Objectives**

- 3.0 The Association shall be unincorporated, independent, non-profit making organization and its objects shall to promote business and social interests of its Members, through:
- a) promoting business relations amongst Members as well as with Vietnamese enterprises and other foreign business communities;
  - b) organising regular networking functions amongst its Members, with other business communities and where appropriate with local and national authorities;
  - c) gathering and disseminating to Members relevant information for the benefit of Members;
  - d) organising seminars and dialogues on relevant business-oriented topics of interests to Members;
  - e) co-operating with local and national authorities to seek Members' feedback on laws, regulations and procedures relevant to enhancing the attractiveness of Vietnam's business environment;
  - f) promoting social and educational activities for its Members and;
  - g) undertaking any other activities that are consistent with the Group's objectives within the laws of Vietnam.

## **Membership**

- 4.0 The Association shall comprise the following categories of membership:

### **4.1 ORDINARY MEMBERS**

Ordinary members may either be:

Ordinary Corporate Members: companies in good standing which are incorporated in or established under the laws of the Republic of Singapore (herein referred as "Singapore registered companies"), and which have a legal presence in Vietnam in a form permitted by the laws of Vietnam;

Ordinary Individual Members: citizens and permanent residents of Singapore, aged 18 years

and above, who are in good standing and interested in business, trade, investment and/or other permitted activities in Vietnam, and are ordinarily resident in Vietnam.

Companies or individuals may apply for membership and acceptance shall be determined by the Executive Committee. No reason need to be given in the event of a rejection.

#### 4.2 ASSOCIATE MEMBERS

Persons, aged 18 years and above, who are of good standing and employed by any Singapore-registered Company, having interest in business, trade, investment and/or other permitted activities in Vietnam, and are ordinarily residents in Vietnam, may apply for Associate Membership. Acceptance shall be determined by the Executive Committee. No reason need to be given in the event of a rejection.

#### 4.3 CORPORATE REPRESENTATION

Each ordinary Corporate Member may nominate not more than 4 of its employees who are ordinarily resident in Vietnam, to be accorded either Ordinary Individual Membership or Associate Membership (depending on citizenship). Any nomination and removal or replacement of nominee(s) must be made in writing to the Executive Committee. Acceptance shall be determined by the Executive Committee. No reason need to be given in the event of a rejection.

For purpose of voting at general and special meeting (AGM or EOGM), each ordinary corporate Member shall appoint one of its nominees to be its Chief Representative and this shall be communicated to the Executive Committee in writing prior to the General Meeting.

### **APPLICATION FOR MEMBERSHIP**

5.0 Application for membership shall be made on the form prescribed for such purpose by the Executive Committee and shall be delivered to that Association or to any of its Executive Committee members.

5.1 The Executive Committee shall vet and determine all applications for membership. No reason need be given to any candidate for membership whose application is rejected although a written appeal can be made to the Executive Committee. The decision of the Executive Committee on such appeals shall be final and binding.

5.2 No company or individual shall be admitted as Member of any Chapter until the requisite membership subscription has been paid to the Treasurer of the Association.

### **SUBSCRIPTION**

6.0 The annual subscription for Ordinary Individual Membership and Associate Membership shall be VND 1 million per calendar year and VND 3 million per calendar year for Ordinary

Corporate Membership, or such sum as the Executive Committee may from time to time determine.

- 6.1 Subscription shall be paid annually on the 1<sup>st</sup> of January of each calendar year or on the date of election to membership in the case of a member becoming a member during a calendar year.
- 6.2 Subscription fee shall be paid to the Treasurer by cash or such other method as may be acceptable to the Treasurer.
- 6.3 All subscription fees shall be pro-rated for members joining during the calendar year.

## **RIGHTS OF MEMBERS**

- 7.0 All members shall enjoy the following rights:
  - (a) To use all facilities provided by the Association for the general use of its members.
  - (b) To attend General Meetings and Special Meetings of the Association.
  - (c) To attend functions and activities arranged by the Association.
  - (d) To be eligible for co-option to membership of sub-committees of the Association.
- 7.1 Voting rights:

Each ordinary Individual Member and Ordinary Corporate Member shall be entitled to one vote at general meeting of the Association. The country representative appointed by an Ordinary Corporate Member shall be entitled to one vote. No other members shall be entitled to vote.
- 7.2 Only Ordinary Members may hold office in the Executive Committee.

## **SUSPENSION OR FORFEITURE OF MEMBERSHIP**

- 8.0 The Executive Committee shall (by notice in writing sent to the Member concerned) have the right at any time and from time to time to suspend or forfeit the membership of any member without giving reason for so doing. Any Member whose membership is so suspended or so forfeited may appeal to the Executive Committee against such decision within twenty-eight (28) days of receiving a notice of forfeiture, the Executive Committee shall consider such appeal and its decision on such appeal shall be final and binding.

## **EXECUTIVE COMMITTEE**

- 9.0 The Association shall have an Executive Committee which shall be responsible for the day to day running of the Association and the conduct of its affairs.
- 9.1 The Executive Committee may form sub-committee from time to time to assist in the running of the Association.
- 9.2 The Executive Committee shall comprise:

- One (1) President
  - One (1) Vice President
  - One (1) Secretary
  - One (1) Treasurer
  - One (1) Ex-Officio and
  - Three (3) to Four (4) Committee Members
- 9.3 The Ex-Officio shall be an officer of the Singapore Embassy, appointed by the Singapore Ambassador to this position in the Executive Committee.
- 9.4 All positions in the Executive Committee other than the Ex-Officio, shall be elected at the Annual General Meeting. Each elected Committee member shall hold office until the next Annual General Meeting and shall be eligible re-election.
- 9.5 The Executive Committee may from time to time co-opt members to the Executive Committee on an ad hoc basis.

### **ELECTION OF EXECUTIVE COMMITTEE MEMBERS**

- 10.0 Election shall be on secret ballot or by show of hands, as determined by the members at the Annual General Meeting.
- 10.1 Election of a new Executive Committee shall take place at every Annual General Meeting.
- 10.2 All candidates for election to the Executive Committee shall be Ordinary Individual Members and shall be proposed and seconded by members of the Association.
- 10.3 Nominations may be made at the Annual General Meeting or in writing to the Secretary at least three days prior to the Annual General Meeting.
- 10.4 The office of President, Vice-President, Secretary and Treasurer shall each be individual voted upon. The Committee Members shall be the three (or four) persons obtaining the three (or four) highest votes on a single ballot.
- 10.5 If any Executive Committee member is temporarily unable to perform his duties, a replacement may be co-opted by the Executive Committee. If an Executive Committee member is unable to complete his term of office, a replacement may be co-opted by the Executive Committee.

### **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 11.0 The general management of the Association is vested in the Executive Committee.
- 11.1 The Executive Committee may from time to time make, vary and revoke by-laws (not inconsistent with the Constitution) for the regulation of the internal affairs of the Association and the conduct of members in such by-laws shall be binding on all members.
- 11.2 The Executive Committee shall be responsible for carrying out all resolutions of the Association, and for organising or appointing members to organise activities for the Association.
- 11.3 The Executive Committee shall have full authority to enter into financial transactions and, generally, to deal in all matters associated with the Association.
- 11.4 All funds of the Association or any part of such funds may only be dealt with by the Treasurer and one (1) authorised person within the Executive Committee.
- 11.5 The Executive Committee shall have power to obtain, collect and receive money and funds by contributions, sponsorship, donations, subscriptions, or any other way.

## **THE PRESIDENT**

- 12.0 The President shall be the Chairman of all meetings of the Executive Committee and meetings of the Association. In his absence, the Vice-President shall take his place.
- 12.1 The President shall be the Chairman of sub-committee meetings of the Executive Committee. In his absence, the Vice-President shall take his place. In his absence, the Chairman of such sub-committee meeting shall be the person nominated to be Chairman of such meeting by the President.
- 12.2 In the event of any dispute regarding the interpretation of any rule of the Constitution or any by-laws the decision of the President shall be final.
- 12.3 In any meeting of the Association or any other meeting of the Executive Committee there shall be an equal number of votes for or against a motion, the Chairman of the meeting shall, in addition to own vote, have a casting vote.

## **ACCOUNT BOOK**

- 13.0 An account book shall be kept at the address of the Association and made available for inspection by the Honorary Auditor or by any ordinary member of the Association after giving the President, Secretary or Treasurer, 7-day advance notice of his/her desire to inspect the account book.
- 13.1 The income and property of the Association whenever and however derived shall be applied solely towards the promotion of the objects of the Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise howsoever, to any Member of the Association save pursuant to Article 21.0.
- 13.2 The Executive Committee may in good faith direct that payment by way of proper remuneration and/or reimbursement of reasonable expenses be made to any officer or member of the Association for services rendered and/or out-of-pocket expenses or any other fees or charges incurred on behalf of the Association.

## **HONORARY AUDITOR**

- 14.0 A reputable accounting firm shall be invited to serve as Honorary Auditor for a minimum period of two years. The Honorary Auditor shall have the right to audit the account book of the Association at any time and shall be responsible to certify all financial statement.

## **GENERAL MEETING**

- 15.0 An Annual Meeting of the Association shall be held annually in every calendar year. It shall not be later than 31<sup>st</sup> March of the year. Twenty-one days prior notice of the day, time and venue of the Annual General Meeting shall be given to all members in the manner prescribed in Article 19.0.
- 15.1 A Special General Meeting of the Association may be summoned at any time by the Executive Committee, and shall be so summoned immediately upon twenty per cent of Ordinary members delivering to the Executive Committee a written request that such meeting be convened. Fourteen days prior notice of the day, time and venue of such Special General Meeting shall be given to all members in the manner prescribed in Article

19.0 save that the Executive Committee may in extraordinary circumstances summon a Special General Meeting on less than 14 days prior notice.

### **QUORUM**

- 16.0 The quorum at an Annual General Meeting or a Special General Meeting shall be not less than ten per cent of Ordinary membership of the Association present in person.
- 16.1 If a quorum is not present at an Annual General Meeting or Special General Meeting, the meeting shall be adjourned for two weeks. Members shall be notified of such adjournment. At the adjourned Annual General Meeting or Special Meeting, any number of members attending such meeting shall constitute a quorum.
- 16.2 Any five (5) members of the Executive Committee present at an Executive Committee meeting shall constitute a quorum.

### **VOTING**

- 17.0 Only ordinary members may vote a General Meetings and each ordinary member shall have one (1) vote at General Meeting which they may exercise freely.
- 17.1 Voting shall be secret ballot or by show of hands as determined by the majority of the members present at such General Meeting.

### **VISITORS**

- 18.0 Members may with the consent of the Executive Committee introduce and entertain their guests as visitors of the Association. Any member introducing a guest shall be responsible for his guest strictly observing the rules and by-laws of the Association.

### **NOTICE**

- 19.0 Each member shall be obliged to keep the Secretary informed of that member's home address, or some other address at which communication may be addressed to him. All notices to members shall be posted by being affixed in a prominent position at the Association's premises or at the address of the Association, save that notices of General Meetings shall be sent by post or such other means determined by the Executive Committee to each member's address.

### **ALTERATION OF THE CONSTITUTION**

- 20.0 The provisions of this Constitution may be revoked, added to or altered by a resolution passed by two-thirds or more of the members present and entitled to vote at any General Meeting for which notice has been duly given specifying the intention to proposed such revocation, addition or alteration, together with full particulars thereof.

### **DISSOLUTION**

- 21.0 If a resolution is passed by a two-thirds or more of members entitled to vote at a General Meeting to dissolve the Association, the Executive Committee shall take immediate steps to convert into money all the property of the Association. The proceeds of such conversion

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shall be applied first in meeting all liabilities of the Association and any balance remaining shall be disposed of by the Executive Committee by dividing such balances equally between all Ordinary and Associate members at the date that resolution effecting such dissolution was passed, and thereafter the Association shall be dissolved.