

**CONSTITUTION OF  
THE VIETNAMESE CHAMBER OF COMMERCE (VIETCHAM SINGAPORE)**

**1. NAME**

- 1.1 This Society shall be known as the **“The Vietnamese Chamber of Commerce (VietCham Singapore)”**, hereinafter referred to as the **“Society”**.

**2. PLACE OF BUSINESS**

- 2.1 The place of business of the Society shall be at:

**6 Temasek Boulevard, #42-01, Suntec Tower 4, Singapore 038986**

or such other address as may subsequently be decided upon by the Executive Committee (as provided for in Article 6) and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

**3. OBJECTS**

- 3.1 The objects of the Society are:

- (a) Provide a highly respected forum on an organised, continuing basis in which business people in the South-east Asia region, particularly Singapore and Vietnam, can discuss and identify common economic and commercial interests;
- (b) Cooperate and complement activities of existing professional business groups in Singapore and the South-east Asia region on matters related to the economic and commercial activities of its Members; and
- (c) Promote business relations amongst Members as well as with other enterprises, and business associations.

**4. MEMBERSHIP**

- 4.1 The number of Members in the Society is unlimited.
- 4.2 Any person who desires to be a Member of the Society shall make an application to the Society in such form or manner as the Society may require.
- 4.3 The Members of the Society shall be classified as:

- (a) **Individual Members**, who are natural persons joining the society in their individual capacity;
  - (b) **Corporate Members**, who are corporations or organisations registered as partnerships, companies, societies or trusts with competent government authorities; and
  - (c) such other classes as may be prescribed by the Executive Committee from time to time.
- 4.4 Each Corporate Member shall have one (1) representative (Corporate Member Representative), who shall exercise all rights and powers of that Corporate Member, including, but not limited to voting rights at the General Meetings.
- 4.5 The membership fee of each membership category shall be determined by the Executive Committee.
- 4.6 Each Corporate Member shall be entitled to three (3) votes at any General Meeting; and each Individual Member shall be entitled to one (1) vote at any General Meeting.

## **5. SUPREME AUTHORITY AND GENERAL MEETINGS**

- 5.1 The supreme authority of the Society is vested in a General Meeting of the Members.
- 5.2 An Annual General Meeting shall be held within 3 months from the close of its financial year.
- 5.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than ten (10) voting Members (or, if there are fewer than ten (10) voting Members in the Society, that smaller number of voting Members) and may be called at any time by order of the Executive Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- 5.4 If the Executive Committee does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the Members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting Members setting forth the business to be transacted and the agenda.
- 5.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting Members. The particulars of the agenda shall be circulated to the Members four (4) days in advance of the meeting.
- 5.6 Unless otherwise stated in this Constitution, the passing of resolutions at General Meetings shall be decided by a simple majority of votes of all Members present and entitled to vote. Voting by proxy is allowed at all General Meetings.
- 5.7 The following points will be considered at the Annual General Meeting:

- (a) the previous financial year's accounts and annual report of the Executive Committee; and
- (b) where applicable, the election of Auditors for the following term.

- 5.8 Any Member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held.
- 5.9 No business shall be transacted at any meeting unless a quorum is present. Ten (10) persons entitled to vote upon the business to be transacted, each being a Member, or a representative of a Corporate Member, or a proxy for a Member, when the meeting proceeds to business, shall be a quorum.
- 5.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

## **6. MANAGEMENT AND EXECUTIVE COMMITTEE**

- 6.1 The management, control and administration of the affairs of the Society and of its moveable property and funds shall be vested in the Executive Committee, which shall be the governing body of the Society.
- 6.2 The Executive Committee shall comprise the following:
- (a) a President;
  - (b) a Secretary;
  - (c) a Treasurer; and
  - (d) any other appointments as the Executive Committee may determine from time to time.
- 6.3 At or around the end of the term of each Executive Committee, or each member of the Executive Committee, as the case may be, names for the relevant offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote in the Executive Committee. Each Executive Committee member shall be appointed for a term of two (2) years. All members of the Executive Committee shall be eligible for reappointment to the same or related office for a consecutive term.
- 6.4 Any member of the Executive Committee absenting himself from three (3) meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Executive Committee.

- 6.5 In the event of any casual vacancy arising in respect of the Executive Committee, the Executive Committee shall at its next meeting or as soon as possible thereafter elect one (1) of its members to fill the vacancy and serve the remainder of the term.
- 6.6 Executive Committee meetings shall be held at least once annually, with at least seven (7) days' notice to Executive Committee members. Meetings can be conducted either in person or virtually via teleconferencing or videoconferencing.
- 6.7 The quorum at Executive Committee meetings shall be five (5). In the event of there being no quorum at the commencement of an Executive Committee meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.
- 6.8 Unless otherwise stated in this Constitution, the passing of resolutions at Executive Committee meetings shall be decided by a simple majority of votes of all Executive Committee members present and entitled to vote.
- 6.9 Minutes shall be kept of all meetings of the Executive Committee.
- 6.10 The duty of the Executive Committee is to organise and supervise the daily activities of the Society. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.
- 6.11 The Executive Committee has the authority to approve any expenditure from the Society's funds for the purposes of the Society.
- 6.12 The Executive Committee may appoint such employees, agents, consultants, bankers and advisors for permanent, temporary or project-based services, including but not limited to assisting the Treasurer, Secretary and the Executive Committee in their duties, as the Executive Committee may from time to time think fit, and determine the duties, remuneration and terms of service of such employees, agents, consultants, bankers and advisors.
- 6.13 All such powers, acts or things as may be exercised or done by the Society which are not by the provisions under this Constitution or under law expressly directed or required to be exercised or done by the Society in a General Meeting may, subject to the provisions under this Constitution and any resolutions passed from time to time by the Society in a General Meeting, be exercised or done by the Executive Committee.

## **7. DUTIES OF OFFICE BEARERS**

- 7.1 The President shall chair all General and Executive Committee Meetings. He shall also represent the Society in its dealings with outside persons.
- 7.2 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Executive Committee Meetings. He shall maintain an up-to-date Register of Members at all times.

- 7.3 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. Cheques, etc for withdrawals from the bank will be signed by the President or the Treasurer.
- 7.4 Other Executive Committee members shall assist in the general administration of the Society and perform duties assigned by the Executive Committee from time to time.

## **8. FINANCIAL YEAR AND AUDIT**

- 8.1 A firm of certified public accountants shall be appointed as Auditors at each Annual General Meeting for a term of one (1) year and shall be eligible for reappointment.
- 8.2 The Auditors:
- (a) will be required to audit each year's accounts and present a report upon them to the Annual General Meeting; and
  - (b) may be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

## **9. VISITORS AND GUESTS**

- 9.1 Visitors and guests may be admitted into the premises of the Society and for events organised by the Society. All visitors and guests shall abide by the Society's rules and regulations.

## **10. PROHIBITIONS**

- 10.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act (Cap. 250), is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 10.2 The funds of the Society shall not be used to pay the fines of Members who have been convicted in any court of law.
- 10.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 10.4 The Society shall not indulge in any political activity or allow its funds and/ or premises to be used for political purposes.

- 10.5 The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society or its office-bearers, Council, Executive Committee or Members unless with the prior approval of the relevant authorities.
- 10.6 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

## **11. AMENDMENTS TO CONSTITUTION**

- 11.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/ deletion to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of the voting Members present at the General Meeting.

## **12. INTERPRETATION OF CONSTITUTION**

- 12.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have the power to use its own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of Members.

## **13. DISPUTES**

- 13.1 In the event of any dispute arising amongst Members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the Members fail to resolve the matter, they may bring the matter to a court of law for settlement.

## **14. DISSOLUTION**

- 14.1 The Society shall not be dissolved, except with the consent of not less than two-third (2/3) of the total membership of the Society present and voting, either in person or by proxy, at a General Meeting convened for the purpose.
- 14.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of Members may determine or donated to an approved charity or charities in Singapore.
- 14.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

**15. INDEMNIFICATION OF COUNCIL AND EXECUTIVE COMMITTEE**

- 15.1 Every member of the Executive Committee, and every officer and employee of the Society shall be indemnified by the Society against all claims made against or losses, damages, penalties or expenses incurred by him in or about the discharge of his duties, except where such claims, losses, damages, penalties or expenditure arises as a result of his own fraud or willful default.