

## NOTICE OF ANNUAL GENERAL MEETING (AGM) 2023

**Tuesday 28 March 2023**

**Hanoi & HCMC**

The 2023 Annual General Meeting (AGM) of the Australian Chamber of Commerce (AusCham), Vietnam, will take place at 6pm on Tuesday 28 March 2023 in:

- **Hanoi** – Grand Mercure, Dong Do Room, Level 3, 9 Cat Linh, Dong Da District
- **HCMC** – Sofitel Saigon Plaza, Emerald Room, Level 3, 17 Le Duan, District 1

### AGENDA

1. President's Report regarding the activities of AusCham since the previous AGM.
2. President's Report regarding proposed activities for the coming year.
3. Treasurer's Report regarding the financial position for the year ended 31 December 2022 and proposed budget for year ending 31 December 2023.
4. To elect a National Board comprising four (4) representatives residing in Hanoi and eight (8) representatives residing in HCMC and that these Board Members will hold office from this date until the 2023-24 AGM. 6 Directors up for election at any one time – meaning that in this year's election 6 Directors will be elected for 1 year and 6 for 2 years – triggering an alternate election cycle moving forward (note office bearers will continue to be elected every year)
5. To appoint an auditor.
6. To transact any other business properly brought forward at the AGM.

### NOTES

Any member of AusCham who wishes to add an item to the agenda may do so by giving written notice to AusCham's Executive Director, Simon Fraser (email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org)) no later than 5:00 pm on Thursday, 16 March 2023.

All members are invited to attend the AGM. In HCMC, please register your interest by emailing [office@auschamvn.org](mailto:office@auschamvn.org) and in Hanoi by emailing [auschamhanoi@auschamvn.org](mailto:auschamhanoi@auschamvn.org).

### Simon Fraser

Executive Director

# Annual General Meeting (AGM) 2023

**Date of Notice:** 6 March 2023

## **INFORMATION SHEET**

### **Annual General Meeting (AGM), 2023**

**Tuesday, 28 March 2023**

**Hanoi & HCMC**

(Date of Information Sheet: 6 March 2023)

### **REQUIREMENTS UNDER THE AUSCHAM CHARTER**

The Charter of the Australian Chamber of Commerce (AusCham) stipulates that an Annual General Meeting (AGM) must be held in either February or March each year. The AGM cannot be held until after an audit has been completed by an external auditor. This year, the audit will be completed by AusCham's member, Crowe Vietnam Co., Ltd.

### **WHERE AND WHEN WILL THE AGM BE HELD?**

The 2023 Annual General Meeting (AGM) of AusCham will take place at 6pm on Tuesday, 28 March 2023 in:

- **Hanoi** – Grand Mercure, Dong Do Room, Level 3, 9 Cat Linh, Dong Da District
- **HCMC** – Sofitel Saigon Plaza, Emerald Room, Level 3, 17 Le Duan, District 1

### **CRITICAL DATES (2023)**

- 6 March (Monday) – Official Notice of 2023 AGM to be emailed to all members. Nominations for Board open
- 15 March @5:00 pm (Wednesday) – Deadline for non-voting Members to request a review of their voting status (Non-voting to Voting)
- 16 March @5:00 pm (Thursday) – Deadline for Members to list an item to the AGM Agenda
- 17 March @3:00 pm (Friday) – Deadline for all Candidates (current Board Members & Nominees) to nominate for the 2023 Board
- 23 March (Thursday) – Online voting commences (if election is required)
- 28 March @12:00 pm (Tuesday) – Online voting closes
- 28 March @6:00 pm (Tuesday) – AGM 2023 (Hanoi and HCMC)

## **COMPOSITION OF THE NATIONAL BOARD**

The National Board comprises 12 Directors. To ensure national representation on the National Board, the composition of the Board shall be as follows:

1. Hanoi – 4 elected representatives from Hanoi-based Voting Members.
2. HCMC – 8 elected representatives from HCMC-based Voting Members.

Each elected representative must be a 2023 Voting Member at the time of the election and for the duration of the term. The elected representative must also reside in the city that they have been elected to represent.

If an election is required in either Hanoi or HCMC, or both cities (ie; there are more candidates than available positions in Hanoi and/or HCMC), being a national organization, all Voting Members will be requested to vote.

Each Voting Member of AusCham will then vote for their four (4) preferred candidates in Hanoi (one vote for each of their preferred four candidates) and/or their eight (8) preferred candidates in HCMC (one vote each of their preferred eight candidates).

6 Directors up for election at any one time – meaning that in this year’s election 6 Directors will be elected for 1 year and 6 for 2 years – triggering an alternate election cycle moving forward (note office bearers will continue to be elected every year)

2 Hanoi Chapter Members and 4 Ho Chi Minh City Chapter Members will be elected for a term of 2 years from the 1 April following the 2022 Annual General Meeting and 2 Hanoi Chapter Members and 4 Ho Chi Minh City Chapter Members will be elected for a term of 1 year from the 1 April following the 2022 Annual General Meeting.

Voting shall be done electronically in the week prior to the AGM. Details for online voting will be forwarded separately. Voting Members shall also have the right to vote at the AGM itself if they have not already voted or use a proxy.

All Voting Members are eligible to nominate themselves, or be nominated, for a position on the Board.

## **ELECTION OF NEW BOARD**

AusCham’s Board has resolved that if an election is required it shall be held under the following conditions:

- The order of candidates’ names on the ballot paper will be determined by the order that they are drawn from a hat (to be conducted by AusCham’s office)
- The ballot paper will identify which candidates are currently serving as Directors on the Board and their position if they are also an office bearer
- For the online voting, each candidate will have a **maximum** of 150 words to detail reasons why they believe they should be elected to the Board. Please note, this 150-word limit is fixed and will be enforced. Profiles

of more than 150 words will be cut at end of the 150th word

- The results of the election will be announced at the AGM in both Hanoi and HCMC. However, only the names of successful candidates will be declared. The actual number of votes will not be revealed at the AGM (this is done to ensure that there is no loss of face for any candidate who generously offers to volunteer their time and services to support the Australian business community in Vietnam). The Board, however, reserves the right to check the results subsequently to ensure that due process has been followed by AusCham's secretariat.
- For Directors who have been serving on the 2022/23 Board, a table will be prepared for Voting Members which details the number of Board meetings held during each Director's tenure and the number of meetings he/she attended.

## **ELECTION OF OFFICE BEARERS**

Voting Members do not elect the office bearer positions of President, Vice President, Treasurer and Secretary. Once the new Board has been elected by the Voting Members, it shall separately determine which of the directors fills the aforementioned positions subject to the following conditions:

- Positions of President and Vice President cannot be filled by Directors based in the same city. So, if the President is elected from either Hanoi or HCMC, the Vice President must be elected from the other city.
- The positions of Treasurer and Secretary are open to all sitting Directors, irrespective of the city in which they are based or whether they have served on AusCham's Board previously.

## **CURRENT (2022/23) BOARD MEMBERS**

The current Board Members for 2022/23 are listed according to office bearer's position and then alphabetically (by first name).

1. Simon Pugh (President) (HCMC)
2. Denis Brunetti (Vice President) (Hanoi)
3. Jacquie O'Hara (Treasurer) (HCMC)
4. Richard Stapley-Oh (Secretary) (HCMC)
5. David Whitehead (Hanoi)
6. Jackie Lam (HCMC)
7. Jess Wong (HCMC)
8. Jimmy Pham (Hanoi)
9. Justin Malcolm (HCMC)
10. Natalie Fairlie (Hanoi)
11. Nguyen Doan Giang (HCMC)
12. Tom Sullivan (HCMC)

*Current Board members are requested to formally advise whether they will nominate again in 2023-24.*

## **HOW DO I NOMINATE SOMEONE TO STAND FOR THE BOARD?**

If you are a Voting Member of AusCham and wish to nominate yourself or someone else (who must also be a Voting Member) to stand for the National Board, please complete and sign the separate Nomination Form and send to the AusCham HCMC Office, as detailed below.

Please note, each Nomination Form requires the name of the nominee as well as the signatures of the proposer (can be the nominee) and the seconder. All proposers and seconders must be 2023 Voting Members. Completed forms must reach the AusCham office no later than 3:00 pm on Friday 17 March 2023.

All members elected to the Board will be required to sign a statement confirming that they do not have a criminal record, are not a bankrupt and are a person of good repute.

## **WHO CAN NOMINATE AND VOTE FOR A POSITION ON THE BOARD?**

Only 2023 "Voting Members" (paid-up Partnership Corporate /SME and Individual members) may nominate to stand for election.

## **IF I CANNOT ATTEND THE AGM, CAN I NOMINATE A PROXY OR VOTE ONLINE**

### **VOTING ONLINE**

If an election is required, all Voting members will be encouraged to vote online.

Online voting will open on Thursday 23 March before closing at 12:00 pm on the day of the AGM; ie Tuesday, 28 March 2023. More details regarding the online voting will be provided separately to Voting Members prior to 23 March.

### **OTHER OPTIONS FOR VOTING**

You may vote at the AGM in person.

You may also nominate a proxy to attend the AGM and vote on your behalf. Please complete the separate proxy form and email a scanned image or return in it in person to the AusCham HCMC office.

### **MEMBERS REQUESTING TO RAISE ITEM ON AGENDA**

Any Voting Member of AusCham who wishes to add an item to the agenda may do so by giving written notice to AusCham's Executive Director, Simon Fraser (email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org)) no later than 5:00 pm, Thursday, 16 March 2023.

### **NON-VOTING MEMBERS REQUESTING A REVIEW OF THEIR VOTING STATUS**

If a non-voting member believes they are, in fact, eligible to be a Voting Member, they may email AusCham's Executive Director, Simon Fraser (email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org)) by 5:00 pm on Wednesday 15 March 2023 requesting a review.



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Please note, companies that are Voting Members of AusCham may have a maximum of three nominees with voting rights. For SME members, the number of nominees with voting rights is two.

**For further information**, please check [www.auschamvn.org](http://www.auschamvn.org) or AusCham's Executive Director, Simon Fraser (email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org))

## Annual General Meeting (AGM), 2023 - NOMINATION FORM

Tuesday, 28 March 2023

AusCham Vietnam will hold its Annual General Meeting on Tuesday 28 March 2023, commencing at 6:00 pm in the following two locations:

- **Hanoi** – Grand Mercure, Dong Do Room, Level 3, 9 Cat Linh, Dong Da District
- **HCMC** – Sofitel Saigon Plaza, Emerald Room, Level 3, 17 Le Duan, District 1

*AusCham has one National Board comprising 12 elected Directors (four (4) residing in Hanoi and eight (8) residing in HCMC). Members of AusCham who are eligible to vote may nominate themselves or be nominated to stand for election to the Board as a representative of the city in which they reside. All candidates elected to the Board will be required to sign a declaration stating that they are a person of good repute and will not behave in a manner that discredits AusCham. Voting may be done electronically prior to the AGM or in person at the AGM itself.*

### **\*Nominator (Voting Member) (\*Voting members may nominate themselves)**

I hereby nominate \_\_\_\_\_ to stand for election to the AusCham Board as a **Hanoi / HCMC** (please circle applicable city) representative at the AGM 2023, or at any adjournment of this meeting.

**Signed by Nominator:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Full Name:** \_\_\_\_\_

### **Secunder (Voting Member)**

I hereby second the nomination of \_\_\_\_\_ to stand for election to the AusCham Board as a **Hanoi / HCMC** (please circle applicable city) representative at the AGM 2023, or at any adjournment of this meeting.

**Signed by Secunder:** \_\_\_\_\_ **Date** \_\_\_\_\_

**Full Name:** \_\_\_\_\_

***SUBMISSION OF NOMINATION FORM:*** Please deliver to HN / HCMC office or email scanned image to [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org) prior to **3:00 pm Friday, 17 March 2023**.

***VERIFIED by AusCham's Executive Director:*** \_\_\_\_\_ ***Date:*** \_\_\_\_\_



# Annual General Meeting (AGM) 2023

## Annual General Meeting (AGM), 2023 PROXY FORM – EXCLUDING ELECTION VOTE

Tuesday, 28 March 2023

I \_\_\_\_\_ (full name) being a Voting Member of AusCham appoint \_\_\_\_\_ (full name of Proxy who must be a Voting Member of AusCham) as my proxy to vote on my behalf at the AGM to be held in **Hanoi / HCMC (please circle applicable city)**, commencing at **6:00 pm on Tuesday 28 March 2023** (venue details provided separately) and at any adjournment of that meeting on all items – **with the exception of the election of candidates (which I have done separately).**

My proxy is to vote in the way in which I direct my proxy and, if no specific direction is given, my proxy may vote or abstain from voting at their discretion.

Signed by Member (Voting Member): \_\_\_\_\_ Dated: \_\_\_\_\_

Full Name: \_\_\_\_\_

Signed by Proxy (Voting Member): \_\_\_\_\_ Dated: \_\_\_\_\_

Full Name: \_\_\_\_\_

*Details on this form verified by AusCham's Executive Director*

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_

**Simon Fraser**

Executive Director



## MINUTES of 2022 ANNUAL GENERAL MEETING

6:00 pm, 29 March 2022

- **Hanoi** – Moevenpick Hotel, 83 Ly Thuong Kiet, Hoan Kiem
- **HCMC** – Sofitel Saigon Plaza, Emerald Room, Level 3, 17 Le Duan, District 1

**1. Confirmation of 2021 AGM Minutes (Hanoi and HCMC), dated 30 March 2021.**

Approved.

**2. President's / Vice President's report on 2021 (as per attached).**

Noted.

**3. Treasurer's report on financial position for year ended 31 December 2021 and proposed Budget for Year ending 31 December 2022 (as per attached).**

Noted and approved.

**4. President's / Vice President's report for 2021 (as per attached)**

Noted.

**5. Appointment of an auditor for 2022 (as per attached).**

Approved.

**6. Election of the 2022 National Board**

Below, are the names of the successful candidates who will be the 12 Directors on the 2022/23 Board.

**The new Board for 2022/23**

**Hanoi (4 Directors)**

1. Denis Brunetti
2. Aaron Funnell
3. David Whitehead
4. Jimmy Pham

**HCMC (8 Directors)**

1. Simon Pugh
2. Jacquie O'Hara
3. Richard Stapley-Oh
4. Jackie Lam
5. Jess Wong
6. Justin Malcolm
7. Nguyen Doan Giang
8. Tom Sullivan



# Annual General Meeting (AGM) 2023

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The newly elected Board will elect its office bearers; namely President, Vice President, Treasurer and Secretary in the week following the AGM. Office bearers may reside in either city with one condition that the President and Vice President not reside in the same city.