



NOTICE OF ANNUAL GENERAL MEETING (AGM) 2020

Tuesday 31 March 2020

Hanoi & HCMC

The 2020 Annual General Meeting (AGM) of the Australian Chamber of Commerce (AusCham), Vietnam, will take place at 6pm on Tuesday 31 March 2020 in:

- **Hanoi** RMIT, Level 9 (Board Room 1.9.014), Tower B
521 Kim Ma, Ba Dinh District, Hanoi, Vietnam
- **HCMC** Saigon Center, Level 14, Tower 1
The Executive Centre, 65 Le Loi, Ben Nghe Ward, District 1 HCMC, Vietnam

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 2019 and proposed budget for year ending 31 December 2020.
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 2021 AGM.
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) no later than 5:00 pm on Friday, 13 March 2020.

All members are invited to attend the AGM. In HCMC, please register your interest by emailing events@auschamvn.org and in Hanoi by emailing auschamhanoi@auschamvn.org.

Simon Fraser

Executive Director

Ho Chi Minh City Office

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Date of Notice: 24 February 2020

INFORMATION SHEET

Annual General Meeting (AGM), 2020

Tuesday, 31 March 2020

Hanoi & HCMC

(Date of Information (updated) Sheet: 20 March 2020)

REQUIREMENTS UNDER OUR 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 again be completed by AusCham's Titanium Sponsor, KPMG Limited.

WHERE AND WHEN WILL THE AGM BE HELD?

The 2020 Annual General Meeting (AGM) of AusCham will take place at 6pm on Tuesday, 31 March 2020. The meeting will have two elements both online and a meeting Room (Physical) due to the global COVID-19 pandemic and Government appropriate health advice.

Online - Zoom Meeting

<https://zoom.us/j/764739143?pwd=VHpMdWgxV2FFQWN5Y2N4bXJGVXYzdz09>

Meeting: ID 764 739 143

Password: 815607

Meeting Room (Physical)

The 2020 AusCham AGM will be held by President, Phil Dowler and Director, David Whitehead in Ha Noi and Vice-President, Chau Ta and Executive Director, Simon Fraser in HCMC.

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CRITICAL DATES (2020)

- 24 February (Monday) – Official Notice of 2020 AGM to be emailed to all members. Nominations for Board open
- 6 March @5:00 pm (Friday) – Deadline for non-voting members to request a review of their voting status (Non-voting to Voting)
- 13 March @5:00 pm (Friday) – Deadline for Members to list an item to the AGM Agenda
- 16 March @3:00 pm (Monday) – Deadline for Candidates (current Board Members & Nominees) to nominate for the 2020 Board
- 24 March (Tuesday) – Online voting commences (if election is required)
- 31 March @12:00 pm (Tuesday) – Online voting closes
- 31 March @6:00 pm (Tuesday) – AGM 2020 (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 2020 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).

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.

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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 2019/20 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 President and Vice President should have already served as a Director of AusCham for at least one term.
- 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 (2019/20) BOARD MEMBERS

The current Board Members for 2019/20 are listed according to office bearer's position and then alphabetically (by first name).

1. Mr. Phillip Dowler (President) (Hanoi)
2. Ms. Chau Ta (Vice President) (HCMC)
3. Ms. Trang Nguyen (Treasurer) (HCMC)

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4. Mr. Minh Duong (Secretary) (HCMC)
5. Mr. Brian O'Reilly (HCMC)
6. Mr. David Whitehead (Hanoi)
7. Mr. Matthew Lourey (HCMC)
8. Mr. Matthew Young (HCMC)
9. Ms. Melissa Keane (Hanoi)
10. Mr. Robert King (HCMC)
11. Prof. Dr. Raymond Gordon (Hanoi)
12. Mr. Thien Nguyen (HCMC)

Current Board members are still to formally advise whether they will nominate again in 2020/21.

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 2020 Voting Members. Completed forms must reach the AusCham office no later than 3:00 pm on Monday 16 March 2020.

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 2020 "Voting Members" (paid-up Ordinary Corporate /SME and Ordinary 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 Tuesday 24 March before closing at 12:00 pm on the day of the AGM; ie Tuesday, 31 March 2020. More details regarding the online voting will be provided separately to Voting Members prior to 24 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.

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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) no later than 5:00 pm, Friday, 13 March 2020.

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) by 5:00 pm on Friday 6 March 2020 requesting a review.

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 or AusCham's Executive Director, Simon Fraser (email execdirector@auschamvn.org)

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Annual General Meeting (AGM), 2020 – Nomination Form

Tuesday, 31 March 2020

AusCham Vietnam will hold its Annual General Meeting on Tuesday 31 March 2020, commencing at 6:00 pm in the following two locations:

- **Hanoi** RMIT, Level 9 (Board Room 1.9.014), Tower B
521 Kim Ma, Ba Dinh District, Hanoi, Vietnam
- **HCMC** Saigon Center, Level 14, Tower 1
The Executive Centre, 65 Le Loi, Ben Nghe Ward, District 1 HCMC, Vietnam

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 2020, or at any adjournment of this meeting.

Signed by Nominator: _____ **Date:** _____

Full Name: _____

Second (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 2020, or at any adjournment of this meeting.

Signed by Second: _____ **Date** _____

Full Name: _____

SUBMISSION OF NOMINATION FORM: Please deliver to HN / HCMC office or email scanned image to execdirector@auschamvn.org prior to **3:00 pm Monday, 16 March 2020**.

VERIFIED by AusCham's Executive Director: _____ ***Date:*** _____

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Annual General Meeting (AGM), 2020

PROXY Form – EXCLUDING ELECTION VOTE

Tuesday, 31 March 2020

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 31 March 2020** (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 2019 ANNUAL GENERAL MEETING

6:00 pm, 26 March 2019

Hanoi: Sofitel Metropole Hanoi

HCMC: Sofitel Saigon Plaza

- 1. Confirmation of 2018 AGM Minutes (Hanoi and HCMC), dated 27 March 2018.**
Approved.
- 2. President's / Vice President's report on 2018 (as per attached).**
Noted.
- 3. Treasurer's report on financial position for year ended 31 December 2018 and proposed Budget for Year ending 31 December 2019 (as per attached).**
Noted and approved.
- 4. President's / Vice President's report for 2018 (as per attached)**
Noted.
- 5. Appointment of an auditor for 2019 (as per attached).**
Approved.
- 6. Election of the 2019 National Board**
Below, are the names of the successful candidates who will be the 12 Directors on the 2019/20 Board.

The new Board for 2019/20

Hanoi (4 Directors)

1. Mr. David Whitehead
2. Mr Phillip Dowler
3. Ms Melissa Keane
4. Prof. Dr. Raymond Gordon

HCMC (8 Directors)

1. Mr. Matthew Lourey
2. Ms. Trang Nguyen
3. Mr. Robert King
4. Ms. Chau Ta
5. Mr. Brian O'Reilly
6. Mr. Matthew Young
7. Dr. Rod Crouch
8. Mr. Minh Duong

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AUSCHAM
VIETNAM

Annual General Meeting (AGM) 2020

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.

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