



**Internal Working Rules**

**of**

**The EuroCham CropLife Vietnam Sector Committee (CLVN SC)**

**A Sector Committee (SC) of the  
European Chamber of Commerce in Vietnam (EuroCham)**

**23<sup>rd</sup> July 2012**



## SECTION I: MISSION, VISION, PURPOSE /OBJECTIVES OF THE CLVN SC

### Article 1. Vision, Mission, Values

#### a) Vision:

- We will reach out to our stakeholders, developing dialogue and forming partnerships for the common goal of achieving a **more sustainable agriculture**;
- We will work across the various technology solutions offered by the plant science industry, promoting their complementary nature in sustainable agriculture, and cooperate closely with other trade associations representing the plant science industry.

#### b) Mission:

- As part of a global network, CLVN SC acts as an **ambassador for the plant science industry**, encouraging understanding and dialogue whilst promoting agricultural technology in the context of sustainable development.

#### c) Values:

- Respect
- Openness
- Commitment
- Technology
- Sustainability

### Article 2. Purpose and Objectives

#### a) Purpose:

- The CLVN SC operates under the Statutes of the European Chamber of Commerce in Vietnam (EuroCham), without being a separate legal entity. As such, the CLVN SC has the non-profit purpose to study the scientific and technical problems met by the plant science industry. By plant science industry, it shall be understood as any entity that invents, develops, manufactures, and/or sells products and services designed to improve the national production of food, feed fiber and other useful products in a sustainable way. This industry performs its mission through the use of biology, chemistry, biotechnology and plant breeding.

The CLVN SC will achieve its objectives as follows, in cooperation with industry associations and chambers of commerce, sharing similar objectives and/or membership:

#### b) Objectives:

- **To promote:**
  - Harmonization of national and international regulations concerning the industry's products and their relation with the environment;



- Environmental quality and natural resource base upon which the agricultural economy depends;
  - Respect of intellectual property rights in the interest of the continuity of scientific and technical progress;
  - Extension of the rational use of the industry's products both in the agricultural and plant biotechnology domains, including the principles of integrated pest management;
  - Safe and effective handling and use of the industry's products;
  - Better understanding of the progress made by the plant science industry and the benefits arising from the use of its products;
  - Adoption of the FAO Code of Conduct in the Plant Science industry in Vietnam
- **To inform:**
    - National organizations and the public of industry activities, making known the progress achieved by industry, its products and their use with respect to agriculture, public health and the environment;
    - Its members, by disseminating scientific studies, documents and publications of common interest.
  - **Without prejudice to the main scientific and educational objectives of the CLVN SC to support:**
    - Policies and activities of members that contribute to sustainable agriculture;
    - Activities of members of the plant science industry in communicating the benefits and relative risks of the products of the industry to their members; the national government, national organizations and the public;
    - Members' views with appropriate bodies of individuals.

*The CLVN SC does not promote or defend individual products, nor does it encourage its members to do so, as this is the responsibility of the product registrants.*

## **SECTION II: MEMBERS**

### **Article 1. Number of members**

The number of members with which the CLVN SC proposes to be registered is unlimited.

### **Article 2. Classes of Membership**

There will be two classes of membership; Full and Honorary.

- a) **A Full Member:** can be either a corporation, partnership or single proprietorship engaged in the plant science industry including the research, production and/or marketing of crop protection/agrochemicals or plant biotechnology products in Vietnam. To become a full member, they must be 1) a member of CropLife Asia 2) a member of EuroCham Vietnam 3) having multi-nations presence in the global agchem market.
- b) **An Honorary member:** is an applicant approved by a majority of the CLVN SC who is recognized for services / contributions to developments in plant science. Honorary members



shall be entitled to the privileges of Full members, except the right to vote, and they shall be exempt from payment of dues.

- c) **A Representative:** is a person over the age of 18 designated in writing by a Full Member for the purpose of attending and voting at meetings of CLVN SC.

### **Article 3. Application for Membership**

- a) A corporation, partnership or single proprietorship engaged in the plant science industry including the production and/or marketing of crop protection/agrochemicals or plant biotechnology products in Vietnam can apply for membership. Each applicant shall submit an application form, such form as designated by the Board, in writing and signed by the applicant to the Chairman. The Chairman shall direct such application for consideration by the members of CLVN SC, which will examine whether or not the application meets membership requirements. The members of CLVN SC shall take its decision with a two-thirds majority of the votes cast. The decision may be reviewed by the Executive Director of EuroCham in case the applicant requests.

- b) A candidate who is recognized for services / contributions to developments in plant science may be proposed by a Board Member and must be approved by a two-thirds majority of the members of CLVN SC. Such member shall be classified as an Honorary Member.

**c) All applicants must:**

- Be acquainted with EuroCham's Statutes, EuroCham's Sector Committee Rules and these internal Working Rules, and agree to abide by them;
- Be prepared to demonstrate their concurrence with the objectives and policies of the CLVN SC by producing appropriate documentary evidence;
- Have the objective of promoting innovation and the respect of intellectual property rights;
- Show that their activities are independent of the Vietnamese government but fully compliant with Vietnamese laws and regulations ;
- Agree to abide by, and have their members abide by the FAO (Food and Agriculture Organization of the United Nations) Code of Conduct on the Distribution of Use of Pesticides.

- d) Full Members will be charged a membership fee in accordance with the conditions set out in SECTION III, Article 2

- e) A copy of EuroCham's Statutes, EuroCham's Sector Committee Rules and these Internal Working Rules shall be furnished to every approved member:

### **Article 4. Right to Vote**

Each Full Member shall have one vote at the CLVN SC-SC meeting exercised through its representative or proxy. Honorary Members may attend the CLVN SC-SC meeting but may not vote.



#### **Article 5. Validity of Membership**

Membership of the CLVN SC shall be granted for a period of one year and shall expire on December 31 every year, irrespective of grant of membership.

#### **Article 6. Renewal of Membership**

The membership shall be renewable on an annual basis subject to fulfillment of the following conditions:

- Payment of prescribed subscription within the time stipulated in SECTION III, Article 2, which shall not be later than June 30;

#### **Article 7. Register of Members**

A register containing an up-to-date list of all members of the CLVN SC will be held by the general secretary of CLVN SC. The register will be considered as the only valid proof of membership.

- a) Members may get access to the register being filed by the general secretary of CLVN SC;
- b) Certified extracts of the register can also be delivered to the Members, upon written request to the Chairman or EuroCham's Executive Director.

#### **Article 8. Resignation, Suspension and Exclusion of Membership**

##### **a) Resignation:**

- Any Member wishing to resign from membership of the CLVN SC shall give six months prior notice in writing. During this notice period the membership conditions and the obligation to pay the subscription fee shall remain unaffected.

##### **b) Suspension and Exclusion:**

- Any Member may be suspended or excluded from membership pursuant to the decision of the CLVN SC by a majority of two-thirds of the votes of the full Members present or represented by proxy. The Member in question shall have the right to present his defense, *inter alia* in the case of breach of the Internal Working Rules and/or breach of decisions taken in accordance with the Internal Working Rules, or where the Member no longer fulfils membership conditions. Among others, the following shall be considered grounds warranting suspension or exclusion:
  - Any breach of the Internal Working Rules which in the opinion of the CLVN SC is a serious breach;
  - Any refusal to make financial contributions towards the activities of the CLVN SC implemented by the CLVN SC-SC;
  - Failure to pay the subscription within three months from the due date following written reminder;
  - Any serious breach of the FAO International Code of Conduct on the Distribution and Use of Pesticides which is not corrected within three months from appropriate written admonition.



- Any Member who is excluded from membership of the CLVN SC during the current year shall remain liable for the payment of the subscriptions for that year.

### **SECTION III: ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

#### **Article 1. Entrance Fee**

No entrance fee shall be payable by any member.

#### **Article 2. Subscriptions**

##### **a) Annual Subscriptions:**

The annual subscriptions for each category of membership shall be determined by the CLVN SC upon proposal by the Board. Annual subscription fee shall be paid by December 31 for the following year's membership. A new member joining the CLVN SC by June 30 shall be paid the annual fee in full. The membership fee is agreed upon at \$3,000 p.a. for the time being and not discounted on a pro- rata basis.

##### **b) Special Purpose Funds:**

Any additional funds required for special purposes may only be raised from members with the consent of the CLVN SC and the Board. The funds may be paid in two (2) installments, the first installment by March 31 and the second installment by June 30 of each calendar year. The funds are set in an order of magnitude similar to \$10,000 p.a. pending the actual activities of the CLVN SC in a given calendar year.

### **SECTION IV: CLVN-SC MEETING**

#### **Article 1. Meetings and Notices**

##### **a) Ordinary Meeting of the CLVN-SC:**

The ordinary meeting of the CLVN-SC shall take place at least every quarter, and this CLVN-SC meeting shall be called by the Chairman of the Board or any two Board members;

##### **b) Extraordinary Meeting:**

An extraordinary meeting of the CLVN-SC shall be called by the Chairman of the Board, or by any two Board members, within 20 calendar days, where the interests of the CLVN SC so require or at the request of one quarter of the Members. Any request for an extraordinary meeting of the CLVN-SC shall state the times to be considered;

##### **c) Notice:**

The notice calling the meeting indicates the place, date, hour and agenda of the meeting of the CLVN-SC and is sent by letter, facsimile, or any other written means (including electronic form) at least 20 calendar days prior to the date of the meeting. As the case may be, the working documents are attached to the notice.

The validity of the notice cannot be challenged if all Members are present or validly represented.



The meetings of the CLVN-SC will be chaired by the Chairman of the Board, or in his/her absence, by the Vice-Chairman.

**Article 2. Representation**

Any corporation or organization that is a Member of the CLVN SC may by written notice to the CLVN SC:

- a) Appoint an individual who is an employee of that Member to act as its representative at meetings of Members as permitted by CLVN SC;
- b) Appoint an individual who is an employee of that member to act as its representative to attend, vote and speak on its behalf at any meeting of a CLVN SC Sub-Groups in which the Member participates;
- c) Remove a representative.

**Article 3. Proxies**

A Full Member may be represented by another Full Member at any ordinary meeting of CLVN SC or the extraordinary meeting by way of a proxy in writing and notified to the Chairman at least one day before such meeting. A Full Member may not represent more than two other Full Members.

**SECTION V: ANNUAL MEETING**

**Article 1. Votes**

Each Full Member shall have one vote.

- a) Unless otherwise provided for, decisions of the CLVN-SC meeting shall be taken by a simple majority of the votes cast. Abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast.
- b) Decisions may also be taken in writing provided (i) each member has been informed at least 20 calendar days in advance of the decisions to be taken, (ii) at least two-thirds of the Members do not object to the written procedure at the latest 10 calendar days as from the date of the notice and (iii) the minutes of the decisions are immediately dispatched to each Member. The decisions come into effect on the date identified in the minutes.

**Article 2. Minutes**

- a) The decisions taken by the CLVN-SC shall be recorded in the minutes;
- b) The minutes shall be signed by the Chairman of the meeting and/or the Vice Chairman and sent out to each Member;
- c) The minutes are to be kept in a file at general secretary of CLVN SC.



## **SECTION VI: BOARD**

### **Article 1. Composition**

The Board shall consist of a maximum of 7 Members, elected by the members of CLVN SC in accordance with the following cumulative eligibility requirements:

- a) Be the Chief Executive Officer, President, or Head of an international plant science industry company or division which is a Member of the CLVN SC;
- b) Represent a company active in both crop protection and crop biotechnology;
- c) The term of office of the Board members will be two years, renewable. Unless specifically decided otherwise by the CLVN-SC, the term of office will take effect immediately;
- d) Unless specifically decided otherwise by the CLVN-SC, the office of the director will not be remunerated;

### **Article 2. Vacancy**

In the event that a vacancy occurs, a new Board member can be appointed by the Board in accordance with Article 1 above. The term of office of the new Board member shall expire at the same time as the term of the replaced member. The confirmation of the appointment of the new member is to be submitted for approval at the next meeting of the CLVN-SC.

### **Article 3. Officers and Advisors**

The Board shall have the option to appoint amongst its members a Chairman, a Vice-Chairman, a Treasurer and a Secretary for a term of two years, renewable. Unless specifically decided otherwise by the Board, the term of office will take effect immediately.

On behalf of the Board, the Chairman shall exercise a supervising role and shall be responsible for the proper functioning of the CLVN SC.

### **Article 4. Powers**

The Board shall be vested with the power to undertake any act necessary or useful to achieve the objectives of the CLVN SC, except for those powers that by law, by EuroCham's Sector Committee Rules or EuroCham's Statutes or these Internal Working Rules are reserved to the CLVN SC, EuroCham's Executive Director or EuroCham's Executive Committee.

#### **a) CLVN SC Sub-Group:**

- Upon decision of the Board and under its responsibility, CLVN SC Sub-Groups may be formed to manage areas of crop protection and crop biotechnology activity of the CLVN SC. These Groups will have an advisory role to the Board but no representational powers;
- The Board will be responsible for prescribing the functions of each Sub-Group.



## **SECTION VII: INCOME and PROPERTY**

### **Article 1.**

The income and property of the CLVN SC will only be applied towards the promotion of the Objectives as set out in SECTION I, Article 4b.

### **Article 2.**

No income or property will be paid or transferred directly or indirectly to any member except for payments to a member:

- a) In return for services rendered or goods supplied in the ordinary and usual course of business to the CLVN SC;
- b) Of interest moneys lent at a rate not exceeding the current rate charged by Vietnam banks for overdrawn accounts.

## **SECTION VIII: AMENDMENTS**

### **Article 1.**

Any alteration, addition or deletion to these Internal Working Rules must be proposed by the Board and approved by two-thirds of the CLVN-SC at the Annual Meeting as described in SECTION V, Article 1, and subject to final approval by Executive Director of EuroCham.

### **Article 2.**

Unless otherwise provided the Vietnam laws, any decision related to amendments of the Articles must also be submitted to and sanctioned by the competent authority in Vietnam.

## **SECTION IX: FINAL PROVISIONS**

### **Article 1. Language**

These Internal Working Rules shall be written in the Vietnamese and English languages. The English version of the Articles will prevail in case of conflict. English will be the working language of the CLVN SC.

### **Article 2. Interpretation/Conflict with EuroCham's Regulations**

Anything not provided for in these Internal Working Rules shall be regulated by EuroCham's Sector Committee Rules and EuroCham's Statutes. In the event of any inconsistency between these Internal Working Rules, EuroCham' Sector Committee Rules and/or EuroCham's Statutes, the latter shall prevail at all times.

### **Article 3. Dispute Resolution**

Any dispute in connection with these Internal Working Rules or any decision of one of its bodies, shall be submitted to EuroCham's Executive Director and resolved amicably. If the matter cannot be resolved amicably within one month, the dispute shall be submitted to EuroCham's Executive Committee. Only if EuroCham's Executive Committee cannot resolve the conflict within another month, it shall be submitted to the Vietnam courts for final decision.



Signed on 23<sup>rd</sup> July 2012 by

**Paul Jewell**  
Executive Director  
European Chamber of Commerce in Vietnam

**Shane Emms**  
Chairman  
CropLife Vietnam Sector Committee  
Managing Director, Syngenta Vietnam

**Tran Duc Van**  
General Director  
Arysta LifeScience Vietnam

**Tran Cong Thien**  
Senior Business Manager  
BASF Vietnam

**Torsten Veldens**  
Country Heads of Bayer CropScience  
Bayer Vietnam

**Pham Van Loi**  
Chief Representative  
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