

Bylaws of
International Quality
Medicines
– Generic & Biosimilar
(IQMED-G&B)

A Sector Committee of the European
Chamber of Commerce in Vietnam



INTERNATIONAL
QUALITY MEDICINES
GENERIC & BIOSIMILAR

A EuroCham Vietnam Sector Committee 

*Adopted on 17th April 2017 and Amended on 2nd February, 2018; 12
January, 2021*

TABLE OF CONTENTS

DEFINITIONS AND FREQUENTLY USED TERMS	3
ARTICLE I – NAME AND STATEMENT OF PURPOSE.....	5
ARTICLE II – ORGANIZATIONAL BODY	5
ARTICLE III – MEETINGS	6
ARTICLE IV – GENERAL ASSEMBLY VOTING	8
ARTICLE V: IQMED_G&B BOARD.....	9
ARTICLE VI – IQMED-G&B HEAD OF ADVOCACY AND WORKING GROUP	10
ARTICLE VII - MEMBER QUALIFICATIONS AND APPLICATION.....	11
ARTICLE VIII – MEMBER RIGHTS AND RESPONSIBILITIES.....	11
ARTICLE IX – GENERAL PROVISIONS	15

DEFINITIONS AND FREQUENTLY USED TERMS

Annual Meeting	as defined in Art. III §1
Membership Fee by the	the annual fee owed by members of IQMED_G&B, as proposed by the Treasurer and approved by the General Assembly each year for the upcoming year
Casting Vote	the deciding vote by the Chairperson in a case of an equality of votes on a decision of the Assembly General
Chairperson	as defined in Art. V §1(a)
Code of Ethics	IQMED_G&B internal document, IQMED_G&B adopts Pharma Group with no change (adopted on January 1, 2014 and amended for the last time on 1 October 2020)
Conflict Disclosure	as defined in Art. VII §2(b)
EuroCham	the European Chamber of Commerce in Vietnam
EuroCham Secretariat	staff hired directly by EuroCham
Extraordinary Meeting	as defined in Art. III §4
Foreign Company	any company established outside of Vietnam or any company established within Vietnam, in which any non-Vietnamese citizen owns the majority of the charter capital or interests.
General Assembly	as defined in Art. II
Government	the Government of the Socialist Republic of Vietnam
QuintilesIMS	Quintiles IMS, a global healthcare analytics, information, services, and technology company
Inter-Company Dialogue	a good faith, genuine discussion, orally or in writing, between Members or between Members and non-Members to resolve any disputes or complaints arising from participation in IQMED_G&B as a Member or from breach of obligations under these Bylaws or Code of Ethics prior to resorting to official IQMED_G&B channels of dispute or complaint settlement
Irregular Meeting	as defined in Art. III §3
Member	a paid-up member company of IQMED_G&B
Member Representative IQMED_G&B,	the duly appointed official representative of a Member to unless such person is an Alternate Representative

[Member Representatives shall have voting rights at meetings, but Alternate Representatives shall not; see Art. III §5]

PGI Data	data sent either by Members to QuintilesIMS or reported and certified by the GMs of Members, so as to create an overview of the net Pharmaceuticals turnover from Vietnam-related business of Members
Pharmaceuticals	research-based and generics, prescription (Rx), and non-prescription (OTC) pharmaceutical products for human patients
IQGx	the International Quality Generics Group operating under EuroCham
Proxy	Member Representative duly authorized to vote on behalf of another Member Representative that is absent from a vote at a meeting of the General Assembly
Regular Meeting	as defined in Art. III §2
Related Person	as defined in Art. VII §2(b)
Represented	in respect to the requirement for quorum at meetings of the General Assembly, a Paid-up Member shall be considered Represented when they are in attendance at the meeting either through their Member Representative, Alternate Representative, or duly appointed Proxy. Participation by means of video- or tele-conference or equivalent is permitted.
Treasurer	as defined in Art. V §1(c)
Vice-Chairperson	as defined in Art. V §1(b)
Vote	a formal indication of choice between two or more possible options. A Paid-up Member may vote through their Member Representative or duly appointed Proxy. Voting by means of video- or tele-conference or equivalent is permitted.
WFOE	an enterprise established in Vietnam in which 100% of charter capital or interest is owned by a foreign person or entity
ICH	The International Conference on Harmonisation of Technical Requirements for Registration of Pharmaceuticals for Human Use
Working Group Lead	the working group member chosen by the Board to report on the group's progress to the Board.

ARTICLE I – NAME AND STATEMENT OF PURPOSE

Section 1. Name. The name of the group is International Quality Generics Group (IQGx). IQGx exists as a Sector Committee of EuroCham under its Healthcare Forum. In order to describe more precise and closer to the Sector Committee’s mission, IQMED_G&B make the decision to change its official name from February 25, 2019 to International Quality Medicines – Generic & Biosimilar (IQMED_G&B)

Section 2. Statement of Purpose.

- a) Objectives. IQMED_G&B is organized for the purposes of ensuring that Vietnamese patients have fast and sustainable access to affordable, high-quality, trusted off-patent medicines, generics and services through:
- (1) Creating the best climate to ensure that Vietnamese patients have access to the benefits of affordable and high-quality health care offered by, among others, foreign pharmaceutical companies;
 - (2) Representing the views of IQMED_G&B in all matters affecting the interests of its Members and/or assist in promoting, amending or opposing legislation affecting the industry; and
 - (3) Promoting the development of trade, commerce and investment of foreign manufacturers of Pharmaceuticals for human patients in Vietnam;
 - (4) Providing a forum in which the foreign pharmaceutical business community in Vietnam can identify and discuss common commercial interests affected by legislation in Vietnam;
 - (5) Maintaining relations with the International Federation of Pharmaceutical Manufacturers Association (“IFPMA”) and related commercial organizations or industry associations;
 - (6) Engaging in all lawful activities incidental to, or conducive of, the attainment of the foregoing objectives.
- b) Collaboration. To fulfill its mission, IQMED_G&B shall work together with the Government and its agents, as well as with Vietnamese and foreign companies, organizations, and other stakeholders. IQMED_G&B shall work in a manner that enables it to fulfill its mission, taking into account the interdependence of the issues raised by its Members and the sector under EuroCham
- c) Organizational Stance. IQMED_G&B shall be strictly non-political. It shall be neither a trading, nor a distribution organization. It is not formed for acquisition or gain. It shall not concern itself in any way with the domestic matters or internal policies of its Members, provided these do not conflict with the IQMED_G&B Bylaws.

ARTICLE II – ORGANIZATIONAL BODY

General Assembly. The General Assembly shall consist of the Member Representatives of all Members of all Members of IQMED_G&B. The General Assembly shall convene at least once every 2 months at Regular Meetings, and from time-to-time at Irregular Meetings or Extraordinary Meetings, for the purposes of remaining informed about, and participating in, matters relating to IQMED_G&B.

ARTICLE III – MEETINGS

Section 1. Annual Meeting.

- a) Timing and Purpose. There shall be one (1) Annual Meeting, held in the last quarter of the year, with timing to be determined by the General Assembly. The General Assembly may, among other things:
 - (1) Approve the budget and Membership base fee for the following year;
 - (2) Elect new Chairperson, Vice-Chairpersons and Treasurers;
- b) Quorum. For the Annual Meeting to be valid, two-thirds (2/3) of Members must be represented in person or by Proxy.

Section 2. Regular Meetings.

- a) Timing and Purpose. Regular Meetings shall occur once every 2 months or in line with EuroCham Sector Committees Rules and Regulations, including but without limiting to one (1) meeting being held in the last quarter of the year, which shall be designated as the Annual Meeting. Regular Meetings shall be open to all General Assembly Members in order to:
 - (1) Approve new Members;
 - (2) Hear activity reports, including updates on the budget and any working groups.
 - (3) Discuss and vote on any other matters as may be required; and
 - (4) At one (1) meeting, approve the financial report. Whether this report is to be audited will be decided by the group.
- b) Quorum. For a Regular Meeting to be valid, a majority of Members must be represented in person or by Proxy.

Section 3. Irregular Meetings.

- a) Timing and Purpose. Irregular Meetings shall occur at the discretion of the General Assembly Members and may be purely informational or of a voting nature.
- b) Quorum.
 - (1) There is no quorum requirement for an Irregular Meeting where no Vote is to be taken.
 - (2) For an Irregular Meeting in which any vote is to be taken, a majority of Members must be Represented in person or by Proxy, and Members shall be provided advance notice of a vote at least 48-hours in advance.

Section 4. Extraordinary Meetings.

- a) Timing and Purpose. Extraordinary Meetings shall occur at the discretion of the General Assembly Members, as determined by a majority vote of the General Assembly Members. Extraordinary Meetings shall be open to all General Assembly Members for the purpose of conducting any business that may be conducted at a Regular Meeting.

- b) Quorum. For an Extraordinary Meeting to be valid, a majority of Members must be represented in person or by Proxy.

Section 5. Representation and Voting Powers.

- a) Member Representatives and Alternates. Members must submit to EuroCham Secretariat the names of three (3) persons who may represent its interests to IQMED_G&B: one (1) Member Representative, and up to two (2) Alternate Representatives. *[see Art. VIII §1 herein]*
- b) Voting Power. Only Member Representatives may cast votes at IQMED_G&B meetings. If a Member Representative cannot attend a meeting but wants to vote, his or her voting power must be transferred via Proxy authorization to another Member Representative. Alternate Representatives' attendance is purely for informational purposes.

Section 6. Notice Requirements.

- a) General Rule. All Members shall finalize in writing (including e-mail) the date, time, and location of all upcoming Regular Meetings, Extraordinary Meetings, and Irregular Meetings of the General Assembly at least one (1) week in advance of such meetings, unless otherwise proscribed herein.
- b) Annual Meeting. All General Assembly Members shall finalize the date, time, and location of the Annual Meeting at least two (2) weeks in advance of the meeting.

Section 7. Internal Meeting Minutes.

- a) Responsibility for Minutes.
 - (1) For all meetings, minutes shall be recorded by the EuroCham Secretariat.
 - (2) For other internal IQMED_G&B meetings or Working Group meetings, minutes may be recorded by either the EuroCham Secretariat, or any IQMED_G&B Member, at the discretion of Chairperson.
- b) Effective Date. Generally, the minutes of a given meeting shall become effective upon approval of the General Assembly.
- c) Ability to Comment. Meeting attendees may make comments or dispute the minutes at the meeting, where said minutes are being approved.
 - (1) Any valid comments or disputes shall be added to the minutes as notes attributed by the submitting Member.
- d) Availability of Minutes. All minutes shall be made available to all members.

Section 8. External Meetings and Communications.

- a) General Meeting Requirements.
 - (1) In order to qualify as an official IQMED_G&B meeting, any meeting between IQMED_G&B and a Government official, international intra- governmental organization, or international non-governmental organization, must:

- A. Be in line with EuroCham Statutes, Sector Committee Rules and Regulations
- B. Be approved by the Chairperson, a Vice-Chairperson designated by the Chairperson, and
- C. At least one (1) General Assembly Member must be present.

(2) In order to qualify as an official IQMED_G&B meeting, any meeting between IQMED_G&B and any third-party not designated in Art. III, section 8.a.(i) herein, must:

- D. be approved by a General Assembly Member, and
- E. at least one (1) member as appointed by the Chairman must be present.

Special Appointees. In certain circumstances, the General Assembly may appoint suitable individuals to act on behalf of IQMED_G&B.

- b) Meeting Minutes. Meeting minutes shall be held by the EuroCham Secretariat.
- c) External Communications. Any letter, paper, press release external or communicable or other document addressed to any Government department, agency, or representative, or other third party on behalf of IQMED_G&B must be in line with EuroCham Statutes and Rules & Regulations and have the prior approval of the Chairperson, or a Vice-Chairperson that is authorized by the Chairperson.

ARTICLE IV – GENERAL ASSEMBLY VOTING

Section 1. Votes Required to Pass a Measure. Passage of a measure by the General Assembly requires a two-thirds (2/3) vote in support of such measure.

Section 2. Quorum.

- a) General Rule. For votes of the General Assembly to be valid, a majority of Paid-up Members must be Represented.
- b) Exceptions. For votes related to the following matters to be valid, two-thirds (2/3) of Paid-up Members must be Represented:
 - (1) Annual Budget and Member Fees;
 - (2) Election of new Chairperson, Vice-Chairperson and Treasurer;
 - (3) New Member Applications;
 - (4) Changes to the Code of Ethics; and
 - (5) Changes to Bylaws.

Section 3. Remote Voting. In certain cases, the Chairperson may select to conduct voting by means of written submissions. In such cases, the same quorum and voting requirements described in Section 1 – 2 of this Article apply, and only those Members providing written submission would qualify as Represented for purposes of satisfying quorum requirements.

Section 4. Proxy Voting. Any company with voting rights may authorize any other Member Representative to vote on its behalf at any meeting of IQMED-G&B. Notice of Proxy authorization must be received in writing by the EuroCham Secretariat no later than 24-hours prior to the time and

date of the meeting at which such Proxy is to vote, unless otherwise agreed to by Chairperson.

ARTICLE V: IQMED_G&B BOARD

Section 1. Board Roles.

a) Chairperson.

(1) Election. The Chairperson shall be elected by a majority vote of the General Assembly Members. Each voting Member shall cast one (1) vote for one (1) candidate per round of voting. The first candidate to achieve the support of a majority of the voting Members shall be the Chairperson for the upcoming year.

(2) Duties. The Chairperson shall, among other things:

- A. Preside over all meetings of IQMED_G&B and execute all decisions taken by it;
- B. Guide on strategy, direct and oversee the activities of IQMED_G&B;
- C. Act as the first point of contact for the IQMED_G&B; and
- D. The chairperson shall have the right but not the obligation to have the Casting Vote when necessary [see Art. III §5(e) herein].

b) Vice-Chairpersons.

(1) Election: For the first year of operation (2017), there are five (5) Vice-Chairpersons comprised of the representatives from the founding companies Aguettant, Baxter, B.Braun, EGIS and Fresenius Kabi, which do not hold the position of Chairperson. After 2018, there will be at least 2 Vice Chairpersons. The Vice-Chairpersons shall be elected by a majority vote of voting General Assembly Members. Each voting Member shall cast vote(s) for candidates per round of voting. The candidates to achieve the support of 50% of the voting Members shall be the Vice-Chairpersons for the upcoming year.

(2) Duties: With the approval of the majority of the General Assembly, a Vice-Chairperson may be appointed to exercise all the powers, and perform all the duties, of the Chairperson in the case of the Chairperson's absence, including providing the Casting Vote in General Assembly decisions.

c) Treasurer.

(1) Election. The Treasurer shall be elected by a majority vote of voting General Assembly Members. Each voting member shall cast one (1) vote for one (1) candidate per round of voting. The first candidate to achieve the support of a majority of the voting Members shall be the Treasurer for the upcoming year.

(2) Duties. The Treasurer shall, among other things:

- A. Prepare the annual budget and ensure that IQMED_G&B, to the greatest extent possible, remains within budget;
- B. Invoice Members for Membership fees and, if necessary, issue reminders about outstanding dues; and
- C. Propose the annual base fee and any other financial changes as may be required, to the General Assembly for review prior to the Annual General Assembly or Extraordinary Meeting.

Section 2. Powers.

- a) The Chairperson and Vice-Chairpersons shall act in the interests of IQMED_G&B and administer IQMED_G&B's accounts and represent IQMED_G&B at meetings with Government departments or other related organizations.
- b) The General Assembly may establish any committees or working groups, or sub-committees or sub-working groups, as deemed necessary by a majority vote of the General Assembly, and delegate duties or powers as needed.
 - (1) Working groups shall have a minimum of four (4) member companies represented and a Sponsor. The Sponsor shall be responsible for reporting on the group's progress to the Chairperson and Vice-Chairpersons.

Section 3. Removal of Chairperson, Vice-Chairpersons or Treasurer.

- a) The Chairperson, Vice-Chairpersons or Treasurer may be removed from the General Assembly by a unanimous vote of the other voting Members.
- b) In the case that Chairperson, Vice-Chairpersons or Treasurer's status is evaluated for removal due to a Conflict of Interest, their voting rights, and the voting rights of their company, on the General Assembly, in relation to any decisions regarding removal of the conflicting Member, shall be invalid.

ARTICLE VI – IQMED-G&B HEAD OF ADVOCACY AND WORKING GROUP

Section 1. IQMED_G&B Head of advocacy.

- a) Appointment. The IQMED_G&B head of advocacy shall be appointed by a majority vote of the voting Members and oversight of the IQMED_G&B Head of advocacy will be the responsibility of the Chairperson.
- b) Duties. The IQMED_G&B Head of advocacy shall manage the day-to-day operations and general affairs of IQMED_G&B in accordance with the vision, objectives, policies, and regulations of Pharma Group Bylaws.
- c) Oversight of Staff. The The IQMED_G&B Head of advocacy shall oversee IQMED_G&B operation and be assisted by the EuroCham Secretariat.
- d) Responsibility to the Board. The IQMED_G&B Head of advocacy shall be under the supervision and control of the Board, and shall report directly to the Board

Section 2. Working Group (“WG”)

- a) Responsibilities of the WG

The WG is the consultative body of the General Assembly, providing technical advice and recommendations to the General Assembly on issues of interest and/or concern to the Group.

- b) Composition of the WG

WG shall consist of IQMED_G&B member representatives serving as the Head of Legal Affairs, Public Affairs, Regulatory Affairs or in an equivalent role as deemed fit by the IQMED_G&B member whom said representatives are representing. Each IQMED_G&B member might appoint multiple representatives to the respective WG.

If there is a change of representative amongst the WG members, the relevant IQMED_G&B member company whose WG representative is changing must inform in writing the WG of their designated replacement as soon as possible and ensure that the replacement has been on-boarded with all relevant materials and information.

WG members shall appoint the Lead of the WG by a simple majority vote.

c) Operating Guidelines of the WG

The WG and IQMED_G&B Head of Advocacy shall hold regular meetings, either in person or via conference call, no less than once every month, to exchange information and updates on issues of interest and/or concern to the Group. Such meetings shall be co-hosted by the lead of the WG and the IQMED_G&B Head of Advocacy.

The WG operates on a simple majority basis. In case of a tie vote, the issue at stake shall be brought to the IQMED_G&B General Assembly for consideration and final decision.

ARTICLE VII - MEMBER QUALIFICATIONS AND APPLICATION

Section 1. Qualifications for Membership. To be eligible for membership in IQMED_G&B, a company must meet following criteria:

- a) Must be a foreign-direct-invested or foreign pharmaceutical company with representative office in Vietnam. If the Member has a parent company, the parent company must also be a foreign company. [N.B. Separate legal entities belonging to the same multinational company shall be deemed to constitute a single company.]
- b) Must have product marketed in minimum three (3) markets in European Union (EU), Japan, Australia and New Zealand; and all together minimum ten (10) countries in Asia Pacific region, EU and North America.
- c) Must have at least one (1) manufacturing site in an ICH country.

[N.B. A Member or applicant for membership shall make a presentation to the General Assembly to prove these criteria, and submit further evidence upon request and as agreed.]

Section 2. Membership Application and Approval.

- a) Application Form. Any company applying for membership must complete and sign the IQMED_G&B application form and Code of Ethics. Membership applications must be addressed to the Chairperson.
- b) Conflict Disclosure. Any company applying to be a Member must disclose their interest in any matter in which the company, or Related Person¹, has any actual, apparent, or reasonably foreseeable, current or future interest or obligation that influences or affects, or may influence or affect, Member's decision on any matter presented to the General Assembly. For the avoidance of doubt, this includes membership in any other regional or national organization or association in the Pharmaceuticals sector.
 - (1) Failure to make disclosure may result in suspension or termination of Member, or denial of application.
- c) Application Review. The Chairperson, in coordination with the EuroCham Secretariat, shall review the eligibility of the application based on the criteria described in §1 of this Article. The Chairperson shall submit eligible applications for a vote at the next General Assembly meeting, provided that there are at least two (2) weeks between application submission and the meeting.
- d) Approval by the General Assembly. New Members may be elected at any Regular Meeting by a two-thirds (2/3) vote of the Paid-up Members of the General Assembly, provided that a quorum is present.
- e) Notification of Decision. Applicants for membership shall be informed in writing about the decision of IQMED_G&B by the Chairperson within two (2) weeks of the General Assembly vote.

ARTICLE VIII – MEMBER RIGHTS AND RESPONSIBILITIES

Section 1. Member Representatives and Alternates.

- a) Appointment.
 - (1) Member Representative. Each Member shall appoint a Member Representative who must be the company's pharmaceutical operation General Manager or Chief Representative in Vietnam, or an executive of equivalent or more senior rank and/or according to Board members decision
 - (2) Alternate Representative. Each Member may appoint up to two (2) Alternate Representatives. Alternative Representatives may attend General Assembly meetings in place of their associated Member Representative.

¹ Comprised of organizations and individuals that have direct or indirect relationships with such enterprise. With regard to a subsidiary company, "Related Person" means the parent company, a manager of the parent company or any person who has the power to appoint such managers. With regard to parent company, "Related Person" means any subsidiary company; (a) A person or a group of persons being able to control the decision-making process and operations of enterprise through the management bodies of enterprise; (b) A manager of an enterprise; (c) Husband, wife, father, adoptive father, mother, adoptive mother, child, adopted child or sibling of any manager of the enterprise, or of any Member holding capital contribution or controlling shares; (d) An individual who is authorized to act as representative of a person stipulated; (e) An enterprise in which a person stipulated herein holds shares to the level that they are able to control the decision making process of the management bodies of enterprise.

- b) Replacement. A Member may appoint a new Member Representative at any time, but the new representative would not assume any committee, working group seat vacated by the previous representative.

Section 2. Membership Fee.

- a) Annual Membership Fee.
 - (1) Members shall pay an annual membership fee.
 - (2) The membership fee for the upcoming year shall be calculated based on the budget for the upcoming year and presented by the Treasurer to the General Assembly at the Annual Meeting.

- b) Increase of Membership Fee.
 - (1) The Treasurer shall submit a budget for the upcoming year each November, or at any other time as designated by the General Assembly;
 - (2) The budget shall be approved by the General Assembly by majority vote;
 - (3) Depending on the budget requirements, the Treasurer may propose to increase the membership fee; and
 - (4) The increase must be approved by the General Assembly.

- c) Payment of Membership Fee.
 - (1) The IQMED_G&B Treasurer shall issue membership fee invoices to Members in January, or at any other time as designated by the General Assembly;
 - (2) Members must pay their required fees within 60 days after receipt of the invoice;
 - (3) The Membership fee shall be paid into an account that is opened or made available by EuroCham for IQMED_G&B.

- d) Fee Structure for New Members.

Any new Member shall be responsible for paying a prorated membership fee based on the number of quarters remaining in the year, including the quarter it joined IQMED_G&B.

Section 3. Member Rights. Members shall have the right,

- a) Through their Member or Alternate Representatives, to participate in the deliberations and meetings of IQMED_G&B;

- b) Through their Member Representatives, to vote at General Assembly meetings (may also be done on the Member's behalf by a duly appointed Proxy); and

- c) Through their Member Representatives, to be eligible for any elective or appointed position in IQMED_G&B.

Section 4. Member Duties. Members must:

- a) Be acquainted with and abide by the EuroCham Statutes, and and Sector Committees Rules & Regulations as well as EuroCham Code of Ethics

- b) Fully and accurately respond to information requests from the General Assembly, unless complying with such requests conflicts with a Member's internal rules;
- c) Pay the annual membership fee within 60 days following receipt of the fee invoice;
- d) Attend General Assembly meetings;
- e) Before being able to attend meetings, submit a roster of three (3) permitted representatives [see §1 of this Article] to the Chairperson, and the EuroCham Secretariat;
- f) Keep confidential all information shared during General Assembly meetings. For clarity, this does not preclude Members from sharing information disclosed to the General Assembly among Members of IQMED_G&B;
- g) Not disclose to any party information about a Member without that Member's express consent; and
- h) Provide timely disclosure to the General Assembly of any potential Conflict of Interest which arises and may conflict with Member's existing obligations, or any Conflict of Interest not disclosed at the time of application which has become apparent to Member since application. Failure to make disclosure of reasonably apparent potential Conflict of Interest may result in disposition, suspension, or termination of Member as stipulated in §8 of this Article.

Section 5. Suspension of Membership.

- a) General Conditions of Suspension. The General Assembly, by a majority vote, may suspend a Member if:
 - (1) The Member fails to pay its membership fee within 60 days of receipt of the fee invoice;
 - (2) The Member fails to submit a signed statement of compliance with the Code of Ethics and bylaws; or
 - (3) The Member's Member Representative has been absent from four (4) consecutive Regular Meetings, regardless of whether its Alternate Representative has been present.
- b) Emergency Suspension. The General Assembly may suspend a Member or Member Representative if it determines, by a majority vote, that the action(s) of that company, its affiliates, or its representative are so detrimental to IQMED_G&B or EuroCham that it must take emergency action to protect the association from risk.
- c) Implications of Suspension.
 - (1) A suspended Member may not send representatives to meetings, cast votes, or take part in any organized activities of IQMED_G&B.

(2) A suspended Member Representative may not attend meetings, cast votes, or take part in any organized activities of IQMED_G&B.

d) Reinstatement. A suspended Member shall be reinstated upon a majority vote of the General Assembly in favor of reinstatement.

Section 6. Termination of Membership.

a) Request for Resignation. The Chairperson, based on a majority vote of the General Assembly, may invite by written notice a Member to resign its membership in IQMED_G&B.

b) Reasons for Termination. A Member shall be terminated from IQMED_G&B if:

(1) It is dissolved or ceases to carry on business in Vietnam;

(2) The General Assembly, by a two-thirds (2/3) vote, determines that it should be removed; or

(3) Member has been suspended for one (1) calendar year and a reinstatement vote [see Art. VIII §5(d) herein] has not been scheduled.

c) Termination without Prejudice. Terminated Members may re-apply for membership after one (1) calendar year.

Section 7. Withdrawal of Membership.

a) Withdrawal Procedure. A Member may withdraw its membership from IQMED_G&B at any time by sending a written resignation to the Chairperson.

b) Effective Date. Termination of Membership shall be effective from the date stated in the notice, and may not have any retroactive effect. If there is no date stated in the notice, membership shall end on the date that such notice is received by the Chairperson.

c) Non-Refundable Fees. No portion of a Member's membership fees shall be refundable.

Section 8. Disposition, Suspension, or Termination of Member due to Conflict of Interest.

Disposition, Suspension, or Termination of a Member as a result of a Conflict of Interest shall be carried out in accordance with the following procedures:

a) if a potential Conflict of Interest arises during the course of a Members' tenure, the matter is to be brought to the General Assembly for consideration as soon after disclosure as reasonably possible. The General Assembly may:

(1) note the Conflict of Interest in their records and request the Member to provide updates regarding the Conflict of Interest at designated intervals;

(2) select to engage suspension or termination procedures in §§5-6 of this Article;

(3) revoke Member's rights immediately; or

(4) take any reasonable action to resolve the Conflict of Interest.

- b) Members shall be suspended or terminated due to a conflict of interest only by a majority vote of the General Assembly.
 - (1) Suspension or termination of Member will equally affect Member's rights as Chairperson, Vice-Chairpersons or Treasurer.
 - (2) In the case that a Member is evaluated for a Conflict of Interest, their voting rights, and the voting rights of their company, in relation to any decisions regarding suspension or termination of said Member, shall be invalid.
- c) Members disposed, suspended, or terminated as a result of a Conflict of Interest shall have the right to make a written appeal presented to the General Assembly at the next valid General Assembly meeting. The appeal shall be decided by a vote in accordance with article IV.

ARTICLE IX – GENERAL PROVISIONS

Section 1. Operating Year. The operating year shall be January 1 to December 31.

Section 2. Governing Law. In the case of a conflict of interpretation between provisions in these bylaws and the EuroCham Statutes and/or the EuroCham Sector committee Rules and Regulations, the prevailing interpretation shall be based on the highest listed source, as follows:

- (1) Vietnamese law
- (2) EuroCham Statutes;
- (3) EuroCham Sector Committee Rules and Regulations;
- (4) IQMED_G&B bylaws.

Section 3. Definitions and Qualifications. Definitions of all terms in the Definitions and Frequently Used Terms section of these bylaws shall apply to all capitalized terms as printed, and any capitalized terms with changes to tense, plurality, type, or form, and abbreviations of those terms, throughout the text of these bylaws. Article and section headings and titles are merely organizational and not binding or enforceable.

Section 4. Internal Dispute Resolution and Inter-Company Dialogue

- a) The first step of resolving any complaint between IQMED_G&B Members or between a IQMED_G&B Member and non-IQMED_G&B members (excluding the health authorities, HCP, professional organizations, patients or patient groups) should be through Inter-Company Dialogue.
- b) IQMED_G&B recommends that Inter-Company Dialogue is done at the level of Country Representative and may take the form of written or verbal communication and shall be considered as non-official. In order to ensure this interpretation, any communication should be clearly labelled as Inter-Company Dialogue (either in the title of the email or letter or clearly stated in any verbal communications).
- c) If the Inter-Company Dialogue is not successful, a formal complaint should be filed with the EuroCham Secretariat or, where the complaint relates to a breach of the Code of Ethics, follow the Code of Ethics dispute resolution process as defined in the Code of Ethics (Articles


19.3-20.2). However, before such procedure is engaged, IQMED_G&B shall confirm whether genuine efforts to resolve the dispute through the Inter-Company Dialogue has been undertaken.

- d) Every effort should be made to resolve disputes through the Inter-Company Dialogue before escalating and involving the IQMED_G&B by-laws or the Code of Ethics procedures.

Section 5. Review of the By-Laws.

- a) These by-laws must be reviewed at least every five (05) years. The General Assembly, or a subcommittee appointed by the General Assembly, must perform a full review of these by-laws and, if necessary, propose amendments to the IQMED_G&B's General Meeting. The General Meeting will then confirm or reject the new revision of the by-laws in accordance with the voting procedures and protocols detailed in Article IV.
- b) At any time, the General Assembly, based on input from any Member, a change in applicable law, or on its own accord, may decide to initiate a revision to these by-laws. Under such circumstances, the General Assembly, or a subcommittee appointed by the General Assembly, must perform a review of the relevant provisions in these by-laws, and, if necessary, propose amendments during any of the General Meeting. The General Meeting will then confirm or reject the new revision of the by-laws in accordance with the voting procedures and protocols detailed in Article IV.

These Internal Rules were adopted on 17th April, 2017 by the General Assembly of IQMED_G&B and Amendments approved on 2nd February, 2018; 12 January, 2022



Magdalena
Chairwoman of IQMED_G&B