



DIGITAL

A EuroCham Vietnam Sector Committee  EUROCHAM

BYLAWS OF THE EUROCHAM DIGITAL SECTOR COMMITTEE

Adopted on 10 September 2021

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DEFINITIONS AND FREQUENTLY USED TERMS

Associate Committee Member	An Associate Committee Member is An Associate Member of EuroCham ¹
Casting Vote	the deciding vote by the Chairperson in a case of an equality of votes on a decision of the Board
EuroCham	the European Chamber of Commerce in Vietnam
EuroCham Member	any ordinary corporate member, ordinary individual member, associate corporate member, associate individual member or honorary member of EuroCham, as defined by the EuroCham Statutes, adopted on May 11, 1998 and amended for the last time on March 3, 2011 March 16, 2017.
Member	a paid-up member company or individual member of the EuroCham Digital Sector Committee, in full compliance with the Members' obligations
Member Representative	the duly appointed official representatives of a Member to the EuroCham Digital Sector Committee, or the individual member, who have voting rights at meetings

ARTICLE I – Name and Statement of Purpose

Section 1. Name.

This group shall be referred to as the EuroCham Digital Sector Committee exists as a sector committee operating under EuroCham.

Section 2. Statement of Purpose.

(a) Vision.

The Digital Sector Committee (“DSC”) provides a well-organised, robust and strong community offering dedicated and quality support to Vietnam's long-term digital sector development by working on a common set of topics related to European businesses operating in Vietnam.

(b) Objectives.

The DSC's aims are:

- To promote the development of the digital sectors of and between the EU and Vietnam.
- To provide a cross-sectoral platform for engagement in the field of digital transformation with the Government and enterprises.
- To provide a forum in which European businesses can identify and address

¹ Article 4, EuroCham's Statutes, version amended on June 18, 2020

challenges presented by, including among others, policies and legislative changes, to further promote innovation, emerging technologies as well as Vietnam's digital economy, to share legal and practical insights and good practices for compliance with regulations in the digital sector.

- To share experiences and learnings about transforming business models and leadership styles amongst business leaders from different sectors.
- To contribute to the improvement of information and communications tech ("ICT") education in order to improve the skills of employees and graduates.

(c) Collaboration.

To fulfill its mission, the DSC shall work together with the Government and its agents, as well as with Vietnamese and foreign companies, organizations, and other stakeholders. The DSC 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 digital sector.

(d) Organizational Stance

The DSC shall be a strictly non-governmental and non-political organization. It shall not be a trading, nor a distribution organization. It is not formed for acquisition or gain. It shall not concern itself in any way with the internal policies of its Members, provided these do not conflict with the DSC Bylaws.

All of the activities of the DSC, as outlined herein, shall be conducted in accordance with the requirements of the relevant laws.

ARTICLE II – Organizational Bodies

Section 1. Regular meetings.

All Members of the DSC have at least one (1) Member Representative of the DSC to attend Regular meetings, which convene at least twice quarterly ("Regular Meetings"). The agenda of the Regular Meetings shall be circulated to All Members at least five (5) working days before the meetings take place.

The DSC shall be composed of Member Representatives with full voting rights and may also include Associate Committee Members.

Section 2. The DSC Board.

(a) Structure.

The DSC Board shall consist of five (5) Member Representatives, including:

- One (1) Chairman
- One (1) Treasurer

- Three (3) Vice-Chairmen (maximum)

The DSC Board is chosen by a vote of the Member Representatives.

Thus, the Member Representatives shall elect by majority vote the Chairman, Treasurer and a maximum of three Vice-Chairman. The term of appointment shall be for one year, and there is no term limit.

(b) Duties of the DSC Board

The Chairman shall, among other things:

- A. Preside over all meetings of the DSC;
- B. Approve of the minutes of Regular Meetings;
- C. Oversee the execution of all decisions taken by the DSC;
- D. Direct and supervise the activities of the DSC;
- E. Act as the first point of contact for the Chairperson of EuroCham;
- F. The Chairman shall have the right but not the obligation to have the Casting Vote when necessary.

The Vice-Chairman:

With the approval of the majority of the Member Representatives, a Vice-Chairman may be appointed to exercise all the powers, and perform all the duties of the Chairman in the case of the Chairman's absence, including providing the Casting Vote in Board decisions when necessary.

The Treasurer shall, among other things:

- A. Prepare the annual budget and ensure that the DSC, to the greatest extent possible, remains within budget;
- B. Follow up with the Members on the membership fees payment status and, if necessary, issue reminders about outstanding dues;
- C. Propose the membership fee and any other financial changes as may be required to the Member Representatives during any Regular Meetings.

(c) The DSC Board Powers:

The DSC Board shall act in the interests of the DSC, administer the DSC accounts, and represent the DSC at meetings with Government departments or other related organizations.

The DSC Board may establish any working groups as deemed necessary, and delegate duties or powers as needed.

Working groups shall be supported by two (2) Members or more, and designate a lead, chosen within the working group by the DSC Board (“Working Group Lead”). The Working Group Lead shall be responsible for reporting on the working group’s progress to all Member Representatives.

Section 3. Associate Committee Members.

Associate Committee Members shall not have voting rights, unless they are elected as members of the Board.

Associate Committee Members are only eligible for candidacy to the following DSC Board seats: Treasurer and Vice-Chairman.

Section 4. The DSC operations.

The day-to-day operations of the DSC shall be managed by the DSC Board with the support of the EuroCham Secretariat.

ARTICLE III – Meetings

Section 1. Regular Meetings.

(a) Timing and Purpose.

Regular Meetings shall occur monthly when possible and at least twice quarterly.

Regular Meetings shall be open to all Member Representatives in order to:

- (1) Report on and encourage participation in matters relating to the DSC;
- (2) Approve new Members;
- (3) Approve the audited financial report once a year;
- (4) Receive activity reports from the DSC Board, including updates on the budget and any working groups; and
- (5) Discuss and vote on any other matters as may be required.

(b) Quorum.

For a vote during a Regular Meeting to be valid, a majority of Members or Member Representatives with full voting rights must be represented in person or by proxy.

Section 2. Representation, Attendance and Voting Powers.

(a) Member Representatives.

Members must submit to EuroCham Secretariat the names of one (1) person who may

represent its interests to the DSC as the primary Member Representatives and two people as the second and third appointed Member Representatives.

(b) Voting Power.

Only Member Representatives, except Associate Committee Member Representatives, may cast votes at the DSC meetings. If a Member Representative cannot attend a Regular Meeting but wants to vote, his or her voting power must be transferred via proxy authorization to the second and third Member Representatives or another Member Representative.

Section 3. Notice Requirements.

(a) General Rule.

The Regular Meetings are conducted either physically at any of the EuroCham offices in Vietnam, or remotely through video conference calls or hybrid meetings.

Section 4. Meeting Minutes.

(a) Responsibility for Minutes.

For all Regular Meetings, minutes shall be recorded by the EuroCham Secretariat, or the DSC Board if the EuroCham Secretariat is not available.

(b) Effective Date.

Generally, the minutes of a given meeting shall become effective upon approval of the Chairman, or the DSC Board if the Chairman did not attend the meeting/is unavailable.

(c) Availability of Minutes.

Minutes shall be made available to all Members in attendance after the relevant meeting by the EuroCham Secretariat.

Meeting minutes shall be available to non-attending members at the sole discretion of the Chairman, but meeting minutes shall always remain available to the DSC Board.

ARTICLE IV – Regular Meeting Voting

Section 1. Votes Required to Pass a Measure.

Passage of a measure by the Member Representatives requires a two-thirds (2/3) vote in support of such a measure.

Section 2. Quorum.

(a) General Rule.

For votes to be valid, a majority of Members or Member Representatives with full voting rights must be represented in person or by proxy.

(b) Exceptions.

For votes related to the following matters to be valid, two-thirds (2/3) of Member Representatives must be represented:

- (1) Annual Budget and Member Fees;
- (2) Election of new DSC Board members;
- (3) Changes to Bylaws.

Section 3. Rights to vote.

Members have the right to vote if they have paid 100% of the annual membership fee (see Article VII Section 1).

Members who have not paid or have paid prorated membership fee less than 100 % shall not have voting rights.

Associate Committee Members shall not have voting rights, with exception indicated in Article II Section 3.

Section 4. Remote Voting.

In certain cases, the Chairman may select to conduct voting by means of written submissions (including e-mail). In such cases, the same quorum and voting requirements outlined herein shall apply, and only those Members providing written submission would qualify as represented for purposes of satisfying quorum requirements. Members shall be provided at least one (1) hour to vote.

Section 5. Proxy Voting.

Any Member may authorize a Member Representative or any other Member Representative to vote on its behalf at any meeting. Notice of proxy authorization must be received in writing by the DSC Board or the EuroCham Secretariat no later than one (1) hour prior to the time and date of the meeting at which such proxy is to vote, unless otherwise agreed to by the Chairman.

ARTICLE V – Replacement and Removal

Section 1. Replacement of Member Representative

If a DSC Member appoints a new Member Representative, any seat held by the former Member Representative shall not be transferred to the new Member Representative. Instead, the vacated seat shall be filled during the following Regular Meetings with a vote of all Member Representatives.

Section 2. Replacement of a DSC Board Member

In the event that a DSC Board Member leaves or is removed from office prior to completing his or her term, the vacant seat shall be filled by the candidate with the highest vote total from the most recent Regular Meeting election. The replacement DSC Board Member shall serve the remainder of the year and the seat shall come due for reelection at the end of the mandate term of the DSC Board Member who left or was removed.

Section 3. Removal of DSC Board Member

A DSC Board Member may be removed from the DSC Board by a unanimous vote of the other voting Member Representatives. The vote shall occur during a Regular Meeting.

In the case that a Member Representative's status is evaluated for removal due to moral turpitude or conflict of interest, their voting rights, and the voting rights of their company, on the DSC Board, in relation to any decisions regarding removal of the conflicting DSC Board Member, shall be invalid.

ARTICLE VI – Membership Qualifications and Application Process

Section 1. Qualifications for Membership.

To be eligible as a Member of the DSC, a company must meet all of the following criteria:

(a) Foreign Company or Associate Committee Member

A Member must be a Foreign Company. 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.] Application for membership shall contain relevant information including, but not limited

to, the name, address, passport number, business activity and business license (e.g. representative office license, investment license, or equivalent) and shall be submitted to the DSC Board.

If the applicant is not a Foreign Company, all the Member Representatives can proceed to a vote for its entry as an Associate Committee Member Representative.

(b) Must be a EuroCham Member.

Applicants must submit a copy of its EuroCham membership.

(c) Must be committed to the current Bylaws of the DSC.

Applicants must submit a signed and stamped copy of the current DSC Bylaws.

Section 2. Membership Application and Approval.

(a) Application Form.

Any company applying for membership must complete and sign the DSC application form, and all the documents specified in the Section 1 of this Article. Membership applications must be addressed to the DSC Chairman.

(b) Conflict Disclosure.

Any company applying to be a Member must disclose their interest in any matter in which the company 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 Member Representatives. For the avoidance of doubt, this includes membership in any other regional or national organization or association in the Digital and ICT sectors. Failure to make disclosure may result in suspension or termination of Member, or denial of application.

(c) Application Review.

The Chairman shall approve or refuse any new Member candidature based on the criteria described in Section 1 of this Article.

The Chairman shall submit any Associate Committee Member applications for a vote at the next Regular Meeting.

Applications rendered ineligible shall be notified by the EuroCham Secretariat.

(d) Approval by the Member Representatives for Associate Members

New Associate Members may be elected at any Regular Meeting by a two-thirds (2/3) vote of the Member Representatives, provided that a quorum is present.

ARTICLE VII – Membership

Section 1. Membership Fees.

(a) Annual Membership Fee.

Members shall pay an annual membership fee (“Membership Fee”).

Membership Fees shall be levied as outlined herein and be used to cover the administrative and other costs of the DSC.

The Membership Fee for the upcoming year shall be calculated based on the budget for the upcoming year and presented by the Treasurer and the Chairman to the Member Representatives during a Regular Meeting.

(b) Increase of Membership Fee.

The Treasurer shall submit a budget for the upcoming year each November, or at any other time as designated by the Chairman.

The budget shall be approved by the Member Representatives by majority vote.

Depending on the budget requirements, the Treasurer may propose to increase the membership fee.

If the Membership Fee increase is approved by the Member Representatives during a Regular Meeting, the membership fee will increase and be applicable on the following year.

(c) Failure to Pay the Membership Fees.

In the event that a Member fails to pay its membership fee within the sixty (60) days, the Treasurer shall send an official letter to the Member Representative and to the corporate Member/ individual Member. From the receipt of the official letter until the membership fee has been paid, the Member’s voting power shall be suspended.

(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 the DSC. A new Member that has paid a prorated membership fee less than 100 % shall not have the right to vote.

Section 2. Termination of Membership.

(a) Request for Resignation.

The Chairman, based on a majority vote of the DSC Board, may invite a Member to resign its membership in the DSC.

(b) Reasons for Termination.

Membership of a Member shall be terminated from the DSC if:

- (1) It is dissolved or ceases to carry on business in Vietnam.
- (2) DSC revokes membership for which membership dues are not paid when owed.
- (3) The General Assembly, by a two-thirds (2/3) vote, determines that it should be removed.

(c) Termination without Prejudice.

Terminated members may re-apply for membership after one (1) calendar year.

Section 3. Withdrawal of Membership.

(a) Withdrawal Procedure.

A Member may withdraw its membership from the DSC at any time by sending a written resignation to the Chairman and the EuroCham Secretariat.

(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 Chairman and/or the EuroCham Secretariat.

(c) Non-Refundable Fees.

No portion of a Member's Membership Fees shall be refundable.

ARTICLE VIII – General Provisions

Section 1. Operating Year.

The operating year shall be January 1st to December 31st.

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) EuroCham statutes;
- (2) EuroCham sector committee rules and regulations;
- (3) the DSC 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.

Signatures of members of EUROCHAM Digital Sector Committee Board members:

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Bruno Sivanandan

Chairman of the EUROCHAM Digital Sector Committee

DocuSigned by:



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Pavel Poskakukhin

Vice- Chairman

DocuSigned by:

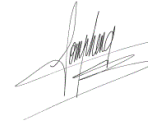


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Ha Nguyen

Vice- Chairwoman

DocuSigned by:



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Alexandre Sompheng

Treasurer